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Visa Announces Merchant Partner in Its Prepaid Load Network “Visa ReadyLink™”

Safeway to be first in Blackhawk Network alliance to adopt service, enabling consumers to easily add funds to Visa reloadable prepaid cards

SAN FRANCISCO – December 4, 2006 – Visa USA today announced an agreement with Blackhawk Network, a market leader in card-based financial solutions, to introduce Visa ReadyLink, Visa’s Prepaid Load Network, to Blackhawk Network’s alliance partner stores. Safeway will be the first in Blackhawk Network’s alliance of 60,000 stores in North America to implement Visa ReadyLink. Fifth Third Bank will serve as the acquiring financial institution.

The Visa ReadyLink service allows consumers to more easily add funds to eligible Visa reloadable prepaid cards at participating retail locations. The service also enables Visa and its member financial institutions to further meet the needs of “underserved” consumers. According to Visa estimates, there are approximately 80 million underserved consumers in the U.S. – those who lack access to a payment card or are without a traditional banking relationship. This consumer segment receives approximately \$1 trillion in annual income and relies heavily on cash for everyday transactions.

The introduction of the service to Safeway stores enables consumers to add funds to Visa reloadable prepaid cards at more than 1,550 retail locations nationwide including participating Safeway, Carrs, Dominick’s, Genuardi’s, Pak ’n Save, Pavilions, Randalls, Vons, and Tom Thumb stores.

Visa ReadyLink adds a significant enhancement to the VisaNet infrastructure, utilizing VisaNet’s scale and reliability, along with standardized settlement processes and timing. Implementation of the service will help to support continued adoption of prepaid products.

“Visa is committed to developing a prepaid category infrastructure that provides value to consumers while enabling merchant partners and member financial institutions to maximize the potential of prepaid products,” said Todd Brockman, senior vice president, prepaid products, Visa USA. “Partnering with Blackhawk Network and Fifth Third will enable consumers to add funds to their Visa reloadable prepaid cards at convenient shopping locations like Safeway, expanding the ReadyLink service to reach consumers nationwide.”

“Visa-branded prepaid cards are now one of the fastest growing categories in our alliance partner locations,” said Don Kingsborough, President and Chief Executive Officer, Blackhawk Network. “The new capability to load funds to all participating Visa

reloadable prepaid cards in Blackhawk Network alliance stores will make these products even more relevant to our customers' daily life."

While direct deposit is the primary method many cardholders use to fund Visa reloadable prepaid cards, Visa research shows consumers also want the flexibility to add funds to their cards at everyday shopping locations, like supermarkets and drug stores.

"We see a great opportunity to bring the Visa ReadyLink solution to our merchant partners," said Donald Boeding, Fifth Third Processing Solutions senior vice president and general manager of Merchant Services. "Fifth Third Merchants will benefit from delivering a valuable new service to consumers."

Cardholders can begin adding funds to participating Visa reloadable prepaid cards at Safeway stores in mid-December 2006.

About Visa USA

Visa USA is the nation's leading payment brand and largest payment system, enabling banks to provide their consumers and business customers with a wide variety of payment alternatives tailored to meet their evolving needs. Visa USA is committed to increasing the choice, convenience, acceptance and security of Visa payments for all stakeholders in the payment system - members, cardholders and merchants. Through its 13,432 member financial institutions, more than 510 million Visa-branded cards have been issued to cardholders in the United States. Last year, U.S.-based financial institutions relied on Visa's processing system, VisaNet, to facilitate \$1.6 trillion in transactions with unparalleled reliability.

Worldwide, cardholders in more than 150 countries carry more than 1 billion Visa-branded cards, accounting for more than \$3 trillion in annual transaction volume.

Visa offers a trusted, reliable and convenient way to access and mobilize financial resources - anytime, anywhere, anyway.

About Blackhawk Network

Blackhawk Network, a subsidiary of Safeway Inc., is a prepaid and payments network, a market leader in card-based financial solutions and the largest provider of third-party prepaid cards. Blackhawk Network develops unique products in easy-to-use formats and delivers them to consumers through an exclusive retail network of leading grocery, mass, convenience, drug and specialty retailers. The network includes more than 60,000 store fronts and reaches more than 135 million consumers each week. Headquartered in Pleasanton, California, Blackhawk Network has offices in the United States, Canada and the United Kingdom.

About Fifth Third Processing Solutions

Fifth Third Processing Solutions processes over 17 billion ATM and POS transactions per year for more than 1,500 financial institutions and over 147,000 retail locations worldwide, including the Armed Forces Financial Network (AFFN), First Niagara Financial Group, Sovereign Bank, AutoZone, Abercrombie & Fitch, Nordstrom, Inc. and The Finish Line. Annually, Fifth Third processes \$138.6 billion in credit card sales. According to The Nilson Report (April 2006), Fifth Third Bank is the fourth largest bankcard acquirer.

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