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KNOW MORE ABOUT OUR HISTORY, ABOUT US AND ABOUT OUR FUTURE

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BLACKSTONE®

Established and headquartered in Miami, Florida since 1995, Blackstone® is privately owned, and managed by a team of executives experienced in payments processing, networking, information services, oil & gas and prepaid telecommunications. Under their direction, Blackstone® has established ongoing distribution relationships with internationally recognized companies such as Qwest, Americatel, AT&T, Cingular, AT&T Wireless and VoiceStream.

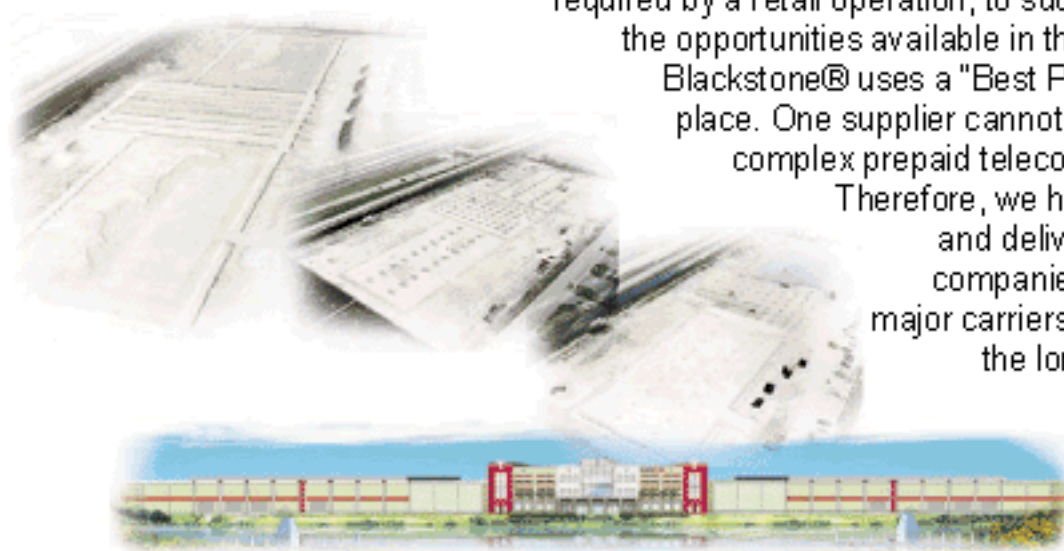


OUR CURRENT HEADQUARTERS

As the prepaid telecommunications industry exploded in the early 90's, Blackstone became a leading distributor of prepaid products with over 7,500 agents and distributors servicing over 300,000 retail accounts nationwide. Over the years, our agents, distributors, merchants and consumers have relied on us to provide dependable products at competitive prices.

In locations where credit card processing is not integrated into the POS register, the patented Blackstone solution is truly unique. In these situations, we have successfully integrated the processing of all major credit cards (MasterCard, Visa, American Express and Discover Card) and ATM/Debit/EFT cards with the sale of prepaid products, including prepaid cellular and prepaid calling cards, into one, easy-to-use POS terminal, Blackstone POS® is revolutionizing the electronic transaction industry.

The patented Blackstone POS®, brings together all of the elements required by a retail operation, to successfully take advantage of the opportunities available in the prepaid product category. Blackstone® uses a "Best Practices" view of the market place. One supplier cannot meet all of the needs of the complex prepaid telecommunications marketplace. Therefore, we have put in place the support and deliver mechanisms required for companies to support the best mix of major carriers to meet their needs in both the long distance calling card and prepaid cellular markets.



TERMINAL MANUFACTURER



Hypercom Corporation (NYSE: HYC – www.hypercom.com) is a leading global provider of electronic payment solutions that add value at the point-of-sale for consumers, merchants and acquirers. Hypercom's products include secure card payment terminals and web appliances, networking equipment and software applications for e-commerce, m-commerce, smart cards and traditional payment applications. Headquartered in Phoenix, Arizona, Hypercom maintains an installed base of more than 3.5 million card payment terminals which operate in over 100 countries and conduct more than 2.5 billion transactions annually.

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The *Only* Terminal That Simplifies Your Business And Makes You **Money!**

BLACKSTONE POS

There's no other POS terminal like this on the market!

One terminal does it all... Blackstone® is the only terminal to have successfully integrated the processing of all major credit cards and ATM/Debit/EBT cards with the sale of prepaid products and services into one, easy-to-use POS terminal.

MORE THAN JUST TRADITIONAL CREDIT CARD PROCESSING!

In addition to offering competitive processing for all major credit cards, Blackstone Merchant Services (BMS) offers a host of products and services to enhance your business and increase your company's bottom line.

BMS provides:

- 24-hour bilingual customer service, including a technical help desk
- Monthly newsletters with pertinent news and information
- Increased security with the electronic receipt/signature capture feature
- Easy-to-read and understand merchant statements
- New profits from the sale of prepaid cellular and calling cards
- Real time sales reports via our secure on line web reporting
- Custom gift card programs to increase customer retention
- Complimentary POP promotional pieces
- Access to ATM/debit networks across the country
- Check verification and truncation

AND THAT'S JUST THE BEGINNING....



Process All Major Credit Cards and
ATM/Debit Cards

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MAKE MONEY!

Experts predict that prepaid wireless will reach \$7 billion in sales by 2005! If you don't offer this hot product, you are missing a HUGE opportunity. Consumers find prepaid wireless attractive because it allows them to control their spending while enjoying the convenience of cellular service.

Blackstone represents nationally and internationally recognized cellular providers who place their brand name, their reputation and their financial guarantee on the products we offer. Imagine being able to sell their products, in all denominations (\$10 - \$150) without buying or storing any inventory! Plus, you will never again lose a sale because you didn't have an AT&T card for an AT&T prepaid customer or a VoiceStream card for a VoiceStream customer.

OFFER AND ACCEPT ELECTRONIC GIFT CERTIFICATES

The universal electronic gift card replaces traditional paper gift certificates with significant advantages like,

- **No Cash Refunds** – paper certificates require a cash back payment if the entire amount of the certificate isn't spent in the store. A gift card is reused over and over until the total amount of the card is used.
- **Improved Security** – gift cards reduce the risk of theft, paper certificates are like a "live" check and can be cashed as soon as it lands in someone's hand. Gift cards are only activated at the time of the sale.
- **Enhanced Store Image** – paper certificates are flimsy and lack quality image. Electronic gift cards are durable and have a highly perceived quality image.
- **Increased Sales** – paper certificates are normally kept in a cash register or locked up. Electronic gift cards can be displayed at various points of sale throughout the retail location.
- **Accounting Reports** – paper certificates require time consuming and labor intensive tracking and filing. Electronic gift cards provide daily and month end automated accounting and inventory reports including activations, redemptions and outstanding cards in circulation.

UP-TO-THE MINUTE REPORTING

Enjoy the freedom of viewing and printing reports on prepaid sales activity online via our secure POS website at your convenience. Blackstone has the ability to customize and/or create any reports you may require. This will enable you to analyze your store's performance on a "real-time" hourly, daily, weekly, monthly and quarterly basis.



For a demonstration of our web reporting, visit www.blackstoneonline.com Click on the "Web Reporting" section.

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BLACKSTONE PAYMENT SYSTEMS (BPS)

BPS is the first of its kind! Companies providing services that are traditionally billed on a monthly basis can now issue their customers a personalized plastic card with information stored on a magnetic stripe. The customer visits a Blackstone POS merchant; presents his or her card for swiping; pays the monthly or outstanding balance, along with any additional purchases, at the register; the merchant accepts payment and electronically submits payment information to the service provider for credit to the customer's account. Customer leaves with a receipt printed on a thermal card for their records and the merchant successfully increased traffic (and sales) at his location.

OFFER A VARIETY OF PRODUCTS

Blackstone provides a diverse line of quality prepaid calling cards at competitive prices for all markets – local, regional, national and global. Additionally, we have designed a custom line of competitive products solely for the patented Blackstone POS terminal.

ATTRACT NEW CUSTOMERS

By accepting Electronic Benefit Transfers (EBT), merchants can increase their customer base and compete against larger retail chains for EBT customers (recipients of government aid programs) and their spending dollars.

100% LOSS PREVENTION

Eliminate theft by eliminating the need to carry live inventory because the patented Blackstone POS prints prepaid cellular and prepaid calling cards upon purchase. Merchants will never run out of live inventory again!

ELIMINATE CHARGEBACKS

Electronic Receipt Capture (ERC) stores each receipt's image along with the customer's signature on our secure network. This eliminates the inconvenience of storing paper receipts, plus, the network will respond to requests from credit card companies contesting charges.

24-HOUR HELP DESK

The patented Blackstone POS terminal is easy to install, easy to use, requires minimal maintenance and is supported by a 24-hour/7 days a week customer service hotline should you have any questions.

COUPONS ON DEMAND

Offer your customers coupons for products and services you designate. Create marketing campaigns for new products by geographic or demographic zoning. Plus, track coupon usage with our ability to "date stamp" coupons and live Web-based reporting.



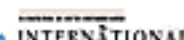
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Thank You For Making Your Payment Through The Blackstone Payment System		Payment Information	
Display was done at:			
Date of purchase	No. of Terminal	Account Number	
02/04/02	000000001	Account Number	
All payments in regard to this card must be made at the terminal		Account Holder	Account Holder
0800 999-999			



AND MANY MORE.



0%
NO INVENTORY



Compliments of BLACKSTONE	Come Visit Us 2 Free Dinners SEE WEBSITE FOR LIST OF PARTICIPANTS 0800 999-999
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FEATURES



BLACKSTONE UNDERSTANDS YOUR NEEDS. THAT'S WHY WE DESIGNED THE "ALL-IN-ONE" POS TERMINAL WITH THE FOLLOWING FEATURES IN MIND.

PATENT

Blackstone®, through its lead intellectual property counsel Malloy and Malloy, P.A., has and continues to make substantial strides in securing a broad foundation of United States and foreign patent protection. Moreover, this foundation of protected intellectual property extends to Blackstone's proprietary and patented hardware, software, and methodology, all of which set the Blackstone POS® apart.



1



RECEIPT HOLDER

IT'S SO EASY!

The terminal is preprogrammed to recognize and indicate when to insert the prepaid cellular or calling card, and when to tear off the receipt.

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2



MAGNETIC STRIPE READER

OFFER PAYMENT OPTIONS – INCREASE REVENUES!
Accept MasterCard, Visa, American Express, Discover Card, Diners Club and ATMbank cards/debit cards and EBT (Electronic Benefit Transfers). By offering several different payment options, you are increasing your sales.

3



SMART CARD READER

THINK SMART, THINK AHEAD!
The terminal comes with built-in hardware which allows smart card processing when activated.

4



180° SWIVEL BASE

ELIMINATE SHOPLIFTING!
The 180-degree revolving swivel base allows for interaction between the merchant and consumer, eliminating any opportunity for shoplifting.

5



LCD TOUCH SCREEN

TOUCH AND GO!
The easy to read LCD display enables users to perform functions on the screen.

6



STYLUS

POINT AND SELL!
The attached stylus is used for navigational purposes on the LCD panel, and for signing on the screen (electronic receipt capture feature).

7



INTEGRATED PIN PAD

DURABLE AND EASY TO CLEAN!
The numeric PIN pad is built onto the face of the terminal. No extra pieces! No extra counter space to use!

8



SMART PRINTER™

Smart Printer™ confirms the successful completion of the printed product to the billing system. Eliminating the possibility of being charged for printer jams, misfeeds, out-of-ink and out-of-paper problems. Only Blackstone POS® offers this unique benefit.

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