

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

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IN RE VISA CHECK/MASTERMONEY
ANTITRUST LITIGATION

96-CV-5238 (JG)(JM)

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ORDER PRELIMINARILY APPROVING PROPOSED SETTLEMENT

Based on the record to date, and upon review and consideration of the Settlement Agreement dated as of June 4, 2003 between Visa U.S.A. Inc. ("Visa") and Plaintiffs (the "Settlement Agreement"), the motion of the parties for an Order Preliminarily Approving the Proposed Settlement, the Memorandum of Law in support thereof, and the Stipulation and Order for Providing Notice of Settlement, IT IS HEREBY ORDERED AND DECREED as follows:

1. The Settlement between Plaintiffs and Visa, as embodied in the Settlement Agreement and the exhibits thereto, attached hereto, the terms of which are incorporated herein, is hereby preliminarily approved, and all proceedings in this Action against Visa are hereby stayed pending final approval of the Settlement;
2. Approval is hereby given to the forms of Notice, attached to the Settlement Agreement as Exhibits A and B, and to the Notice Plan contained in the Stipulation and Order for Providing Notice of Settlement, attached to the Settlement Agreement as Exhibit C, the terms of which are incorporated herein;
3. On or before July 5, 2003, Plaintiffs' Co-Lead Counsel shall cause copies of the Notice to be sent to members of the Class by first class mail as set forth in the Notice Plan;
4. On or before August 4, 2003, Plaintiffs' Co-Lead Counsel shall publish copies of the Notice as set forth in the Notice Plan;

5. On or before August 18, 2003, Plaintiffs' Co-Lead Counsel shall file with the Court a (i) Plan of Allocation of Settlement Funds setting forth a plan for allocating and distributing the Net Settlement Fund to the Class, and (ii) a Fee and Expense Application setting forth Plaintiffs' request for attorneys' fees, expenses, and costs;

6. On or before September 18, 2003, Plaintiffs will file with the Court a Motion for Final Approval of the Settlement and a Memorandum of Law in support thereof;

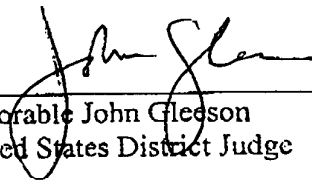
7. On September 25, 2003 at ___ o'clock, the Court will hold a hearing on final approval of the Settlement to determine whether the Settlement on the terms set forth in the Settlement Agreement is fair, reasonable, and adequate to the Class and should be finally approved by the Court; whether final judgment should be entered thereon; whether the Plan of Allocation of the Settlement Funds should be approved; and whether Plaintiffs' request for attorneys' fees and reimbursement of costs and expenses should be granted;

8. The Court will consider comments and/or objections to the Settlement or the award of Plaintiffs' attorneys' fees and reimbursement of costs and expenses only if such comments or objections and any supporting papers are filed in writing with the Clerk of the Court, and mailed to counsel for Plaintiffs and Visa, on or before September 5, 2003;

9. Attendance at the hearing is not necessary; however, persons wishing to be heard orally in opposition to the approval of the Settlement, Plan of Allocation, or the award of Plaintiffs' attorneys' fees, costs, and expenses are required to provide in their written objections or comments a statement of their intention to appear at the hearing, a statement of their position and the grounds therefor, the identity of any witnesses they may call to testify, and all exhibits they intend to introduce at the hearing; and

10. Preliminary approval is hereby given to the form of Order and Final Judgment, attached hereto as Exhibit D.

DONE AND ORDERED this 13th day of June, 2003.



Honorable John Gleason
United States District Judge