

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NEW YORK**

UNITED STATES OF AMERICA,)
 STATE OF ARIZONA,)
 STATE OF CONNECTICUT,)
 STATE OF HAWAII,)
 STATE OF IDAHO,)
 STATE OF ILLINOIS,)
 STATE OF IOWA,)
 STATE OF MARYLAND,)
 STATE OF MICHIGAN,)
 STATE OF MISSOURI,)
 STATE OF MONTANA,)
 STATE OF NEBRASKA,)
 STATE OF NEW HAMPSHIRE,)
 STATE OF OHIO,)
 STATE OF RHODE ISLAND,)
 STATE OF TENNESSEE,)
 STATE OF TEXAS,)
 STATE OF UTAH, and)
 STATE OF VERMONT,)
)
 Plaintiffs,)
)
 v.)
)
 AMERICAN EXPRESS COMPANY,)
 AMERICAN EXPRESS TRAVEL)
 RELATED SERVICES COMPANY, INC.,)
 MASTERCARD INTERNATIONAL)
 INCORPORATED, and)
 VISA INC.)
)
 Defendants.)
)

Civil Action No.
CV-10-4496 (NGG) (RER)

**STIPULATION REGARDING
ADDITIONAL PARTIES TO PROPOSED FINAL JUDGMENT**

It is stipulated by and among the United States, and the States of Connecticut, Iowa, Maryland, Michigan, Missouri, Ohio and Texas (“Plaintiffs”); MasterCard International

Incorporated (“MasterCard”); Visa Inc. (“Visa”) (collectively, the “Stipulating Parties”); and the States of Arizona, Hawaii, Illinois, Idaho, Montana, Nebraska, New Hampshire, Rhode Island, Tennessee, Utah and Vermont (collectively, the “Additional Stipulating Parties”) that:

WHEREAS, Plaintiffs filed a Complaint against Visa, MasterCard, American Express Company, and American Express Travel Related Services Company, Inc. on October 4, 2010;

WHEREAS, the Stipulating Parties have agreed to a settlement of Plaintiffs’ claims against MasterCard and Visa, and accordingly filed a Stipulation and Proposed Final Judgment as to Defendants MasterCard and Visa on October 4, 2010 (docket entry #4), for entry by the Court after compliance with the Antitrust Procedures and Penalties Act (15 U.S.C. §16), including a determination by the Court that the Proposed Final Judgment is in the public interest;

WHEREAS, the Proposed Final Judgment has not yet been entered, and the Court has not yet made its public interest determination pursuant to the Antitrust Procedures and Penalties Act;

WHEREAS, the Additional Stipulating Parties are now joining the litigation as Co-Plaintiffs in the Amended Complaint filed herewith pursuant to Federal Rule of Civil Procedure 15(a)(1)(B);

WHEREAS, the Additional Stipulating Parties have also joined the settlement with MasterCard and Visa, and consent fully to the entry of the Proposed Final Judgment without amendment of its substantive terms;

WHEREAS, the addition of the Additional Stipulating Parties does not change the substance of the Proposed Final Judgment as to Defendants MasterCard and Visa, the Competitive Impact Statement, or the timing or process of the Court's public interest determination pursuant to the Antitrust Procedures and Penalties Act;

ACCORDINGLY, it is hereby stipulated and agreed by and among the undersigned that the Additional Stipulating Parties shall have all rights and responsibilities of “Stipulating Parties” under the Stipulation filed October 4, 2010 (docket entry #4), and shall have all rights and responsibilities of “Plaintiff States” under the Proposed Final Judgment.

Attached hereto as Exhibit A is a Proposed Addendum to Final Judgment as to Defendants MasterCard International Incorporated and Visa Inc., adding the Additional Stipulating Parties as Plaintiff States under the Proposed Final Judgment.

Dated: December 20, 2010

**FOR PLAINTIFF
UNITED STATES OF AMERICA**

**FOR DEFENDANT
VISA INC.**

s/John Read
JOHN READ
Chief, Litigation III Section
DAVID KULLY
Assistant Chief, Litigation III Section

**FOR DEFENDANT
MASTERCARD INTERNATIONAL
INCORPORATED**

s/Robert C. Mason
Robert C. Mason
Arnold & Porter LLP
399 Park Avenue
New York, NY 10022-4690
(212) 715-4690
robert.mason@aporter.com

s/Andrew C. Finch
Andrew C. Finch
Paul, Weiss, Rifkind, Wharton &
Garrison LLP
1285 Avenue of the Americas
New York, NY 10019
(212) 373-3460

Keila D. Ravelo
Matthew Freimuth
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, NY 10019
(212) 728-8000

FOR PLAINTIFF STATES:

STATE OF CONNECTICUT

Richard Blumenthal
Attorney General

s/Michael E. Cole

Michael E. Cole
Chief, Antitrust Department
Rachel O. Davis
Assistant Attorneys General
Antitrust Department
55 Elm Street, P.O. Box 120
Hartford, CT 06141-0120
Tel: (860) 808-5040
Fax: (860) 808-5033

STATE OF IOWA

Thomas J. Miller
Attorney General of Iowa

s/Layne M. Lindebak

Layne M. Lindebak
Assistant Attorney General
Special Litigation Division
Iowa Department of Justice
Hoover Office Building-Second Floor
1305 East Walnut Street
Des Moines, Iowa 50319
Phone: 515 281-7054
Fax: 515 281-4902
Email: Layne.Lindebak@iowa.gov

DOUGLAS F. GANSLER
MARYLAND ATTORNEY GENERAL

s/Gary Honick

Ellen S. Cooper
Assistant Attorney General
Chief, Antitrust Division
Gary Honick
Assistant Attorney General
Office of the Attorney General
Antitrust Division
200 St. Paul Place, 19th Floor
Baltimore, Maryland 21202
Tel. # (410) 576-6470
Fax # (410) 576-7830

STATE OF MICHIGAN
MICHAEL A. COX
Attorney General

s/D.J. Pascoe

D.J. Pascoe (P54041)
Assistant Attorney General
Michigan Department of Attorney General
Corporate Oversight Division
Securities, Antitrust, and Business Section
G. Mennen Williams Building, 6th Floor
525 W. Ottawa Street
Lansing, Michigan 48933
Telephone: (517) 373-1160
Fax: (517) 335-6755
pascoedl@michigan.gov

STATE OF MISSOURI
CHRIS KOSTER
Attorney General

s/Anne E. Schneider
ANNE E. SCHNEIDER
Assistant Attorney General/Antitrust Counsel
ANDREW M. HARTNETT
Assistant Attorney General

P.O. Box 899
Jefferson City, MO 65102
Tel: (573) 751-7445
Tel: (573) 751-2041 (facsimile)
E-Mail: Anne.Schneider@ago.mo.gov

ATTORNEY GENERAL OF THE
STATE OF OHIO
Richard Cordray
Attorney General of Ohio

Jennifer L. Pratt
Section Chief, Antitrust Section

s/Mitchell L. Gentile
Mitchell L. Gentile
Principal Attorney, Antitrust Section
Patrick E. O'Shaughnessy
Senior Assistant Attorney General, Antitrust Section
Office of the Ohio Attorney General
150 E. Gay Street, 23rd Floor
Columbus, Ohio 43215
(614) 466-4328
(614) 995-0266 (fax)

GREG ABBOTT
ATTORNEY GENERAL OF TEXAS

DANIEL T. HODGE
First Assistant Attorney General

BILL COBB
Deputy Attorney General for Civil Litigation

JOHN T. PRUD'HOMME
Assistant Attorney General
Chief, Antitrust Division

s/Kim Van Winkle

KIM VAN WINKLE
Assistant Attorney General
State Bar No. 24003104

BRET FULKERSON
State Bar No. 24032209

Office of the Attorney General of Texas
P.O. Box 12548
Austin, Texas 78711-2548
512/463-1266 (Telephone)
512/320-0975 (Facsimile)

FOR ADDITIONAL STIPULATING PARTIES:

STATE OF ARIZONA

Terry Goddard
Attorney General

s/Nancy M. Bonnell

Nancy M. Bonnell (AZ Bar# 016382)
Antitrust Unit Chief
Consumer Protection and Advocacy Section
Office of the Arizona Attorney General
1275 West Washington
Phoenix, Arizona 85007
Telephone: (602) 542-7728
Fax: (602) 542-9088
nancy.bonnell@azag.gov

**ATTORNEY GENERAL OF THE
STATE OF HAWAII**

Russell A. Suzuki
Acting Attorney General of Hawaii

s/Rodney I. Kimura

Deborah Day Emerson
Rodney I. Kimura
Deputy Attorneys General
Department of the Attorney General
425 Queen Street
Honolulu, Hawaii 96813
(808) 586-1180
(808) 586-1205 (fax)

**LAWRENCE G. WASDEN
ATTORNEY GENERAL
STATE OF IDAHO**

s/Brett T. DeLange

Brett T. DeLange (ISB No. 3628)
Deputy Attorney General
Consumer Protection Division
Office of the Attorney General
954 W. Jefferson St., 2nd Floor
P.O. Box 83720
Boise, Idaho 83720-0010
Telephone: (208) 334-4114
FAX: (208) 334-4151
brett.delange@ag.idaho.gov

**ATTORNEY GENERAL OF THE
STATE OF ILLINOIS**

Lisa Madigan
Attorney General of Illinois

s/Robert W. Pratt

Robert W. Pratt
Chief, Antitrust Bureau
Office of the Illinois Attorney General
100 W. Randolph Street
Chicago, Illinois 60601
(312) 814-3722
(312) 814-4209 (fax)

**ATTORNEY GENERAL
OF THE STATE OF MONTANA**

Steve Bullock
Attorney General of Montana

s/Chuck Munson _____

Chuck Munson
Assistant Attorney General
Office of the Montana Attorney General
215 N. Sanders
Helena, MT 59601
(406) 444-2026
(406) 444-3549

**ATTORNEY GENERAL OF THE
STATE OF NEBRASKA**

Jon Bruning
Attorney General of Nebraska

s/Leslie C. Levy _____

Leslie C. Levy (NE Bar# 20673)
Chief, Consumer Protection/Antitrust Division
Office of the Nebraska Attorney General
2115 State Capitol Building
Lincoln NE 68509
(402) 471-2811
(402) 471-2957 (fax)

**ATTORNEY GENERAL OF THE
STATE OF NEW HAMPSHIRE**

Michael A. Delaney
Attorney General of New Hampshire

s/David A. Rienzo

David A. Rienzo (NH Bar# 13860)
Assistant Attorney General, Consumer Protection and Antitrust Bureau
New Hampshire Department of Justice
33 Capitol Street
Concord, New Hampshire 03301
(603) 271-7987
(603) 223-6239 (fax)

**ATTORNEY GENERAL OF THE
STATE OF RHODE ISLAND**

Patrick C. Lynch
Attorney General
By His Attorney

s/Edmund F. Murray, Jr.

Edmund F. Murray, Jr. (RI Bar #3096)
Special Assistant Attorney General
Rhode Island Department of Attorney General
150 South Main Street
Providence, Rhode Island 02906
(401) 274-4400
(401) 222-2995 (fax)

STATE OF TENNESSEE
ROBERT E. COOPER, JR.
Attorney General and Reporter

s/Victor J. Domen, Jr.
Victor J. Domen, Jr. (BPR# 015803)
Senior Counsel
Office of the Tennessee Attorney General
425 Fifth Avenue North
Nashville, Tennessee 37202
(615) 532-5732
(615) 532-2910 (fax)
Vic.Domen@ag.tn.gov

ATTORNEY GENERAL OF THE
STATE OF UTAH
Mark L. Shurtleff
Attorney General of Utah

s/Ronald J. Ockey
Ronald J. Ockey (Utah State Bar #2441)
David N. Sonnenreich (Utah State Bar #4917)
Assistant Attorney General
Office of the Attorney General of Utah
160 East 300 South, Fifth Floor
Salt Lake City, Utah 84111
(801) 366-0359
(801) 366-0315 (fax)
rockey@utah.gov (email)

**STATE OF VERMONT
WILLIAM H. SORRELL
ATTORNEY GENERAL**

s/William H. Sorrell

Sarah E.B. London

Assistant Attorney General

Public Protection Division

Vermont Attorney General's Office

109 State Street

Montpelier, VT 05609-1001

ph. (802) 828-5479

fax. (802) 828-2154

slondon@atg.state.vt.us

EXHIBIT A

[PROPOSED] ADDENDUM TO FINAL JUDGMENT

The “Plaintiff States” shall include the States of Arizona, Hawaii, Idaho, Illinois, Montana, Nebraska, New Hampshire, Rhode Island, Tennessee, Utah, and Vermont, in addition to the States listed in Section II.14 of the [Proposed] Final Judgment.