

U.S. District Court Settlement Administrator
P.O. Box 290
Philadelphia, PA 19105-0290

Dear Cardholder,

Thank you for requesting information about the proposed settlement in the Currency Conversion Fee Antitrust litigation, which has been preliminarily approved by the U. S. District Court. The enclosed Notice explains the proposed \$336 million settlement and all of your options under the settlement. To qualify for a refund, you must have used a Visa, MasterCard, and/or Diners Club credit, charge, and/or debit/ATM card to make at least one foreign transaction, including purchases and ATM withdrawals, from February 1, 1996 to November 8, 2006, and you must have been the primary cardholder for the period covered by your claim.

If you have any questions about qualification requirements or card eligibility, you can find more detailed information online at www.ccfsettlement.com or call 1-800-945-9890.

If you meet the qualification requirements and choose to request a refund, you may use **one** of three Refund Options. Each of these Options will pay a single refund of fees charged for foreign transactions on **ALL** of your eligible cards. You may choose only **ONE** Option from the following:

Refund Option 1: Request an **Easy Refund** of \$25. This Option is recommended if you traveled outside of the U.S. for less than one week or had foreign transactions of less than \$2,500 using your eligible cards during the 1996 to 2006 period. (Green Form); **OR**

Refund Option 2: Request a **Total Estimation Refund** based on typical spending during travel and your answers to a few questions about your own travel outside of the U.S. This Option is recommended if you traveled outside of the U.S. for more than one week or had foreign transactions of more than \$2,500 using your eligible cards during the 1996 to 2006 period. Refunds will be a maximum of 1% of estimated foreign transactions. (Blue Form); **OR**

Refund Option 3: Request a refund based on information that you provide concerning your **Annual Estimated** foreign transactions during the 1996 to 2006 period. This Option is recommended if you had extensive foreign travel or foreign transactions and are willing to provide year-by-year information. Refunds will be a maximum of 1% to 3% of foreign transactions. This is the only Option you can use to get a refund for corporate card use. (Red Form)

Enclosed are three forms, one for each Refund Option. You may also file online at the Settlement Administrator's website www.ccfsettlement.com. Please note that if the volume of claims is unexpectedly high, it may be necessary to adjust refund amounts.

Please disregard any earlier Notices that you may have received. Additional information is available online at www.ccfsettlement.com or by telephone at 1-800-945-9890.

Sincerely,

Settlement Administrator

Authorized by the U.S. District Court for the
Southern District of New York

— Notice of Class Action Settlement —

To: Visa, MasterCard and Diners Club Cardholders

This notice is to inform you of a hearing about an agreement to settle a class action lawsuit, which now includes improvements to the plan for distributing settlement proceeds. The lawsuit is about the prices that cardholders of Visa and MasterCard credit and debit/ATM cards, and Diners Club credit cards (including charge cards) were charged to make transactions denominated in a foreign currency or with a foreign merchant, including purchases, cash advances, cash withdrawals, and Internet transactions. The Visa cards include Visa-, Interlink-, and Plus-branded credit and debit/ATM cards; the MasterCard cards include MasterCard-, Cirrus-, and Maestro-branded credit and debit/ATM cards.

The Plaintiffs in this lawsuit (*In re Currency Conversion Fee Antitrust Litigation*, MDL 1409) challenge how the price of credit and debit/ATM card foreign transactions was set and disclosed, including claims that Visa, MasterCard, their member banks, and Diners Club conspired to set and conceal fees, typically of 1-3%, on foreign transactions, and that Visa and MasterCard inflated their base exchange rates before applying these fees. The Plaintiffs also claim that the amount of these fees and that the failure to adequately disclose them violated federal and state antitrust, disclosure, unfair competition, deceptive practices, and consumer protection laws, as well as common law and equity. The Defendants (Visa, MasterCard, Bank of America, Bank One/First USA, Chase, Citibank, Diners Club, HSBC/Household, MBNA and Washington Mutual/Provident) deny the Plaintiffs' claims and say they have done nothing wrong, improper, or unlawful. If you made a foreign transaction between February 1, 1996 and November 8, 2006 with a U.S.-issued Visa, MasterCard, or Diners Club card, you are a member of the *Settlement Damages Class*. If you had, as of November 8, 2006, a Visa, MasterCard, or Diners Club card, you are a member of the *Settlement Injunctive Class*, and will benefit from the settlement even if you did **not** use your card to make a foreign transaction.

The lawsuit asks for money damages and restitution for the *Settlement Damages Class*, and injunctive relief for the *Settlement Injunctive Class*.

What is the settlement?

This settlement includes certain agreements relating to disclosures on billing statements and other documents about foreign transaction pricing (including foreign transaction fees), and the Defendants have agreed to create a settlement fund of \$336,000,000 to pay valid claims, attorneys' fees and expenses, and the costs of administering the settlement and notice. The Plaintiffs will also ask the Court for up to \$350,000 in service awards from the settlement fund on behalf of the 20 class representatives for their efforts on behalf of the classes. The Defendants do not waive any right they may have to arbitrate your claim if you opt out of the settlement, or if the settlement does not become final.

Do I need to hire a lawyer?

The Court has appointed the lawyers listed below to represent you. You do not have to hire your own lawyer. But you can if you want to, at your own cost.

What are my options?

You may:

- **Ask for a refund.** Use one of the three claim forms to ask for a refund. Or file online at: www.ccfsettlement.com/claim. The amount of your refund will depend on the bank that issued your credit or debit/ATM card and:

- which claim form you choose,
- the dollar value of your claim, and
- the amount of money available to pay claims and the number and total dollar value of all valid claims filed. (You might get only a partial refund.) Deadline: **May 30, 2008**

- **Exclude yourself** from the *Settlement Damages Class*. Send the "opt-out" form letter (available at: www.ccfsettlement.com, or by calling: 1-800-945-9890) to: P. O. Box 280, Philadelphia, PA 19105-0280. If you opt out, you will **not** get money from the settlement. You cannot opt out of the *Settlement Injunctive Class*. Deadline: **February 14, 2008**

- **Object** to the settlement. File your objection and proof of class membership with the Court. You must also give notice to the attorneys for the class by hand, overnight mail, or by certified mail, return receipt requested. The final approval hearing will be on March 31, 2008 at 11:00 a.m. at the U.S. District Court for the Southern District of New York, 500 Pearl Street, New York, NY 10007-1581. You do not have to go to court or hire an attorney. But you can if you want to, at your own cost. The hearing is to decide whether to approve the settlement, class counsels' requests for attorneys' fees and expenses, and awards for the class representatives. (The time and date may change without further notice to you.) Deadline to object and give notice: **February 14, 2008**

Are other cases affected by this settlement?

Yes. There are other cases in federal and state courts against Visa, MasterCard, and/or some Defendant banks concerning their disclosure of foreign transaction pricing, including fees. These cases are listed below.¹ Claims in those cases will be extinguished if this settlement is approved, but you can still make a claim here, as described above, for foreign transactions between February 1, 1996 and November 8, 2006.

MasterCard has agreed to pay a total of \$3,557,000 in attorneys' fees and expenses in the cases marked below with an asterisk (*). In addition, Visa and MasterCard have agreed to pay \$32,000,000 in attorneys' fees and expenses to the attorneys who, for 6 years, litigated *Schwartz v. Visa Int'l Corp.*, No. 822404-4 (CA), including a trial and appeals. The attorneys in the *Schwartz* case are some of the Plaintiffs' attorneys in this case. The case marked with a plus sign (+) has also been settled. **These payments will not reduce the \$336,000,000 settlement fund.**

How will the attorneys be paid?

The lawyers for the class members will request 27.5% of the estimated \$313,000,000 expected to remain in the settlement fund after deducting costs for administering the settlement and notice, plus interest, for attorneys' fees for investigating the facts, litigating and resolving the case. They will also request reimbursement of their expenses, not to exceed \$5,000,000, to be paid from the settlement fund.

Release of claims and binding effect of the settlement

If the settlement receives final court approval and you are a member of the *Settlement Injunctive Class*, you will be bound by the settlement. If you are a member of the *Settlement Damages Class* and do not opt out, upon final court approval, you will be bound by the settlement and will release all claims, known or unknown, against each of the Defendants, each of the Visa and MasterCard member banks, and the related entities and individuals of each of the above, which (1) in whole or in part arise out of or relate to any foreign transaction, or the disclosure or pricing thereof, including, without limitation, any and all claims that are based in whole or in part on any act, agreement, conduct or omission up to November 8, 2006 that has or had, and/or allegedly has or had, the purpose or effect of fixing, inflating, embedding, concealing, or inadequately disclosing the nature, pricing, or any other aspect of any credit or debit/ATM card foreign transaction (including, but not limited to, foreign transaction fees, base exchange amounts, and/or any component of either), or (2) are, have been, or could have been asserted within the scope of the facts asserted in the litigation. For more information on the release, including certain limitations and defined terms, see the settlement agreement.

More information

This notice is only a summary. To see the settlement agreement, court orders, and other documents about this lawsuit and related cases, go to: www.ccfsettlement.com. This website has a *Common Questions* section with more information about this lawsuit, including the amounts of transaction fees involved. Or call 1-800-945-9890. You can also go to the Courthouse during regular business hours to see court documents: Clerk of the Court, United States Courthouse, 500 Pearl Street, New York, NY 10007-1581.

Or mail your questions to the attorneys for the class:

Bonny E. Sweeney Coughlin Stoia, et al, LLP 655 West Broadway, Ste. 1900 San Diego, CA 92101	Merrill G. Davidoff Berger & Montague, P.C. 1622 Locust Street Philadelphia, PA 19103
--	---

Questions?

Go to: www.ccfsettlement.com

Or call: **1-800-945-9890**

Do not contact the Court, the Defendants, or your bank with questions about this case.

¹Certified statewide classes: **Cavette v. MasterCard*, CT-002506-03 (Shelby Cty., TN), W2005-02422-SC-S09-CV (TN Sup Ct) (conditionally decertified on May 23, 2007); *Schrank v. Citibank*, 03 Civ. 2843 (SDNY, NY). Proposed statewide classes: **Fischer v. MasterCard*, 03600572/2003 (NY Cty., NY), **Friedman v. MasterCard*, CV 04-539330 (Cuyahoga Cty., OH), **Gastineau v. MasterCard*, CV 2004-283 (Lonokey Cty., AK), **Gillard v. MasterCard*, 03 CH06659 (Cook Cty., IL), 05-3143 (IL Ct App, 1st Dist), **Hernandez v. MasterCard*, C-1056-03-C (Hidalgo Cty., TX), **Johnson v. MasterCard*, 62-C7-04-009691 (Ramsey Cty., MN), **Perry v. MasterCard*, CV 2003-007154 (Maricopa Cty., AZ), **Rubin v. MasterCard*, 03-09368 CA 20 (Dade Cty., FL), 3D05-2373 (FL Ct App, 3rd Dist), **Salkin v. MasterCard*, 002648 (Phila. Cty., PA), 1741 EDA 2005 (PA Super Ct, Eastern Dist), *Sandera v. Bank of America*, CG06-458404 (NDCA, CA) (transferred to MDL 1409, at 07-CV-05583), *Bildstein v. MasterCard*, 03 Civ 9826 (SDNY, NY). Proposed nationwide classes: *Clarken v. Diners Club*, 01 Civ 10857 (SDNY, NY), **Gaffigan v. MasterCard*, 042-07768 (St. Louis, MO) (nationwide, except IL and CA) (subject to signing the settlement agreement), *Mattingly v. Visa*, RG05198142 (Alameda Cty., CA) (nationwide for Visa; CA for MasterCard), *Shrieve v. Visa*, RG04155097 (Alameda Cty., CA) (nationwide for Visa; CA for MasterCard; also on behalf of general public). Includes proposed nationwide class: +*Baker v. Visa*, 06-CV-15447 (SDNY, NY) (coordinated or consolidated with MDL 1409). General public nationwide: *Schwartz v. Visa*, 822404-4 (Alameda Cty., CA) (CA general public only for MasterCard), A105222 (CA Ct App, 1st Dist), S-138751 (CA Sup Ct). For more information about these cases, go to: www.ccfsettlement.com, or call: 1-800-945-9890.



**Refund Option 1
Easy Refund of \$25**

You can complete this form to request the **Easy Refund** of \$25 or submit your application online at www.ccfsettlement.com.

You can apply for only **ONE** refund for **ALL** of the fees charged for foreign transactions for **ALL** of the Visa, MasterCard and/or Diners Club credit, charge, or debit/ATM cards you had from February 1, 1996 to November 8, 2006, no matter how many cards you used.

If your total travel time outside the United States from February 1, 1996 to November 8, 2006 was one week or less, or if you did not have more than \$2,500 in foreign transactions during that time, you may prefer this Option.

To request the **Easy Refund**, submit your application online or complete the following and mail this form as directed below:

1. Enter your current name and address in the boxes below.

NAME
(Last Name, First Name)

ADDRESS
(Street Address)

CITY
(City)

STATE ZIP
(State) (Zip)

2. For identification purposes, provide the last four (4) digits of your social security number in the following boxes:

3. Your refund will cover ALL fees for ALL eligible cards that you used for foreign transactions from February 1, 1996 to November 8, 2006. In order to establish your qualification for the Easy Refund of \$25, you must provide information for ONE of your eligible cards. You must have been the primary cardholder during the 1996 to 2006 time period above. In the boxes below, please provide the account number and the name of the bank that issued the card for ONE of your eligible cards.

Visa, MasterCard, or Diners Club Account Number

Bank That Issued Card

4. Please date and sign below:

I certify that the information I have provided on this claim is true and correct to the best of my knowledge, and that this is the only claim form that I have submitted. I understand that I will receive only **ONE** payment from this settlement.

Date: _____ Signature: 

5. Refund requests must be submitted by May 30, 2008. You may submit your application online at www.ccfsettlement.com or mail your completed form to:

**Settlement Administrator
P.O. Box 290
Philadelphia, PA 19105-0290**



Refund Option 2 Total Estimation Refund

You can complete this form to request the **Total Estimation Refund** or submit your application online at www.ccfsettlement.com.

The **Total Estimation Refund** is based on a 1% refund for estimates of typical foreign transaction activity using Visa, MasterCard and/or Diners Club credit, charge, or debit/ATM cards. The Settlement Administrator will estimate a fee refund using your responses to a few simple questions and available information that can be accessed by computer.

If you spent more than one week outside the United States or had more than \$2,500 in foreign transactions from February 1, 1996 to November 8, 2006, you may prefer this Option to the Easy Refund. If you had extensive foreign travel or foreign transactions, you may prefer to provide more detailed annual estimates by using the Annual Estimation Refund Option, which may allow for refunds of up to 3% of foreign transactions.

To request the **Total Estimation Refund**, submit your application online or complete the following and mail this form as directed below:

1. Enter your current name and address in the boxes below.

NAME
(Last Name, First Name)

ADDRESS
(Street Address)

CITY
(City)

STATE ZIP
(State) (Zip)

2. For identification purposes, provide the last four (4) digits of your social security number in the following boxes:
3. Your refund will cover ALL fees for ALL eligible cards that you used for foreign transactions from February 1, 1996 to November 8, 2006. In order to establish your qualification for the Total Estimation Refund, you must provide information for ONE of your eligible cards. You must have been the primary cardholder during the 1996 to 2006 time period above. In the boxes below, please provide the account number and the name of the bank that issued the card for ONE of your eligible cards.

Visa, MasterCard, or Diners Club Account Number

Bank That Issued Card

4. Consider any trips that you took outside the United States from February 1, 1996 to November 8, 2006. For those trips, add up the total number of days that you spent outside of the U.S. Please enter your estimate of the total number of days outside of the U.S.:

Estimated Total Number of Days Outside of the U.S. From February 1, 1996 to November 8, 2006

5. Most travel has a major purpose: business, visiting friends or relatives, or leisure/vacation. For your total estimated foreign travel days from February 1, 1996 to November 8, 2006, how often did you travel for each of those purposes? Please check one box for each travel purpose.

	Never	Rarely	Sometimes	Often	Mostly
Traveling on business	<input style="width: 20px; height: 20px; border: 1px solid red;" type="checkbox"/>	<input style="width: 20px; height: 20px; border: 1px solid red;" type="checkbox"/>	<input style="width: 20px; height: 20px; border: 1px solid red;" type="checkbox"/>	<input style="width: 20px; height: 20px; border: 1px solid red;" type="checkbox"/>	<input style="width: 20px; height: 20px; border: 1px solid red;" type="checkbox"/>
Visiting friends or relatives	<input style="width: 20px; height: 20px; border: 1px solid red;" type="checkbox"/>	<input style="width: 20px; height: 20px; border: 1px solid red;" type="checkbox"/>	<input style="width: 20px; height: 20px; border: 1px solid red;" type="checkbox"/>	<input style="width: 20px; height: 20px; border: 1px solid red;" type="checkbox"/>	<input style="width: 20px; height: 20px; border: 1px solid red;" type="checkbox"/>
Vacation or leisure	<input style="width: 20px; height: 20px; border: 1px solid red;" type="checkbox"/>	<input style="width: 20px; height: 20px; border: 1px solid red;" type="checkbox"/>	<input style="width: 20px; height: 20px; border: 1px solid red;" type="checkbox"/>	<input style="width: 20px; height: 20px; border: 1px solid red;" type="checkbox"/>	<input style="width: 20px; height: 20px; border: 1px solid red;" type="checkbox"/>
Other purpose for travel	<input style="width: 20px; height: 20px; border: 1px solid red;" type="checkbox"/>	<input style="width: 20px; height: 20px; border: 1px solid red;" type="checkbox"/>	<input style="width: 20px; height: 20px; border: 1px solid red;" type="checkbox"/>	<input style="width: 20px; height: 20px; border: 1px solid red;" type="checkbox"/>	<input style="width: 20px; height: 20px; border: 1px solid red;" type="checkbox"/>

6. Please date and sign below:

I certify that the information I have provided on this claim is true and correct to the best of my knowledge, and that this is the only claim form that I have submitted. I understand that I will receive only **ONE** payment from this settlement.

Date: _____ Signature: _____

7. Refund requests must be submitted by May 30, 2008. You may submit your application online at www.ccfsettlement.com or mail your completed form to:

Settlement Administrator
P.O. Box 290
Philadelphia, PA 19105-0290



Refund Option 3 Annual Estimation Refund

You can complete this form to request the **Annual Estimation Refund** or submit your application online at www.ccfsettlement.com. This is the only Option you can use to get a refund for corporate card use. You will need to report your estimated foreign transactions using your Visa, MasterCard and Diners Club credit, charge, or debit/ATM cards for each year from February 1, 1996 to November 8, 2006. You will not be required to submit supporting receipts or bills with your refund request. However, if your request is audited, it may be disallowed if you cannot provide supporting documents.

If you choose this Refund Option, participating banks will make available to you, on request, monthly statements or other information to assist you, if electronically retrievable. If statements are not available, you may support your claim with receipts, travel journals, or other forms of documentation. Your refund will generally be 1% to 3% of your *Annual Estimation* foreign transactions, depending on the card and date of use. To request a refund based on your *Annual Estimation* foreign transactions, submit your application online or complete the following and mail this form as directed below:

1. Enter your current name and address in the boxes below.

NAME

 (Last Name, First Name)

ADDRESS

 (Street Address)

CITY STATE ZIP

 (City) _____ (State) _____ (Zip)

2. For identification purposes, provide the last four (4) digits of your social security number in the following boxes: _____
3. If you will be entering information for more than two credit, charge, or debit/ATM cards, please copy this form and complete all sections for each copy.
4. In the table below, provide account numbers and issuing bank for each of the Visa, MasterCard and Diners Club credit, charge, or debit/ATM cards that you used for at least one foreign transaction during the periods listed. You must have been the primary cardholder during that period. Check the box that indicates whether a card is a personal or a corporate card.
5. If you include foreign transactions using **corporate** cards, you must list their account numbers on the table below and verify with your employer that no opt-out letter and no other claims will be filed for the accounts. Do not include charges made with a government agency card unless the agency has authorized you to do so. If you do not have your account number for a **personal** account, you may include foreign transaction information for that account, but your refund may be reduced.
6. For each card during each time period, provide the total U.S. dollar amount of foreign transactions.

Account number and name of bank that issued your card	List the amount (in U.S. \$) of your foreign transactions per year.								
	<i>If you need more space, make a copy of this form to list your other transactions. Write your name on each form. Or file online at: www.ccfsettlement.com</i>								
Acct. # _____ Bank: _____ <input type="checkbox"/> Personal card <input type="checkbox"/> Corporate card	02/01/96 – 12/31/97	1998	1999	2000	2001	2002	2003	2004	01/01/05 – 11/08/06
Acct. # _____ Bank: _____ <input type="checkbox"/> Personal card <input type="checkbox"/> Corporate card									
TOTAL ALL CARDS	\$	\$	\$	\$	\$	\$	\$	\$	\$
TOTAL all foreign transactions								\$	\$

7. Please date and sign below:
 I certify that the information I have provided on this claim is true and correct to the best of my knowledge, and that this is the only claim form that I have submitted. I understand that I will receive only **ONE** payment from this settlement.

Date: _____ Signature:

8. Refund requests must be submitted by May 30, 2008. You may submit your application online at www.ccfsettlement.com or mail your completed form to: **Settlement Administrator, P. O. Box 290, Philadelphia, PA 19105-0290**. Do not include documentation with your filing. However, all claims are subject to audit and you may be required to provide your documentation at a later date. Keep any documentation until you receive your refund.

U.S. District Court Settlement Administrator
P.O. Box 290
Philadelphia, PA 19105-0290



PRESORT STD
US POSTAGE
PAID
SMITH-EDWARDS-DUNLAP

Cardholder Name
Address
City, ST 00000

U.S. DISTRICT COURT APPROVED REFUND NOTICE