

Cardholders that were not sent a Statement Insert Notice in their monthly billing statement (“Stand Alone Mailing Notice”). This second phase mailing was scheduled for mid-2007, but did not occur for the reasons discussed below.

3. In an Order dated June 8, 2007, with the concurrence of the parties, the Court appointed Professor Francis E. McGovern as Special Master, “to work with the parties to review and amend, as appropriate, the parties’ plan for class notice and distribution of the Net Settlement Fund.” Thereafter, numerous meetings and discussions were conducted with the Special Master, his designee (consultant Analysis Research Planning Corporation (“ARPC”)), the Settlement Administrator, and the parties. The Parties agreed to a revised notice plan and revised claim form procedures that gave claimants the opportunity to select from three options to file a claim form. Refund Option 1 (Green Form) is an “Easy Refund” form, which entitles a qualifying claimant to a refund of \$25 (unless the Net Settlement Fund is oversubscribed), which is recommended to cardholders if they traveled outside of the U. S. for less than one week or had foreign transactions of less than \$2,500 using their eligible cards during the Class Period. Refund Option 2 (Blue Form) is a Total Estimation Refund form that provides for a refund based on typical spending patterns during travel, using an algorithm that is currently being developed by Mr. B. Thomas Florence of ARPC, consultant to Professor McGovern. This option is recommended if the cardholder traveled outside the U. S. for more than one week or had foreign transactions of more than \$2,500 using their eligible cards during the class period. Refund Option 3 (Red Form) is the Annual Estimated Refund option, which is recommended if the cardholder had extensive foreign travel or foreign transactions and is willing to provide year-by-year information.

4. The plan and the proposed Notice were tested under the supervision of a behavioral scientist at the Rand Corporation, Dr. Patricia A. Ebener. Dr. Ebener conducted focus interview testing. Feedback from the focus interviews was incorporated into the final notice and claim form package to ensure understandability, readability and visibility. A single self-mailer of the Notice and claim forms was developed containing a letter and claim forms for all three

options. The Notices were prepared for all cardholders identified by the Bank Defendants as having foreign transactions and being members of the class ("Targeted Cardholders"). A separate cover letter was developed for mailing upon request to any individual or entity not identified by the Bank Defendants as cardholders who used a credit card to make a Foreign Transaction during the Class Period. The forms were similar in design; however, those claimants not identified by the Bank Defendants as Targeted Cardholders are required to supply additional information such as account number, bank name and last four digits of the claimant's social security number. The revised notice program, schedule, Notices and claim forms were approved by the Court by Order dated September 24, 2007.

5. HR&S has performed administration services under my supervision relating to the dissemination of the revised "Notice of Class Action Settlement", dated November 23, 2007, along with the "Refund Options 1, 2 & 3" forms attached thereto (herein referred to collectively as the "Notice"), to the Class in accordance with the Court's Order dated September 24, 2007. The settlement notice and claims process is being performed under the supervision of Co-Lead Counsel, Berger & Montague, P.C. and Coughlin, Stoia, Geller, Rudman & Robbins LLP. A copy of the revised Notice is annexed hereto as Exhibit A.

6. In accordance with the Order dated September 4, 2007, HR&S received transmissions of files from the Bank Defendants that contained 45,393,380 names and addresses representing Targeted Cardholders identified from the Bank Defendants' database records. Certain of the Bank Defendants attempted to 'de-dup' their files to eliminate duplicate names and addresses, where possible, prior to transmitting their database records to HR&S. After HR&S received the Bank Defendants' database records, HR&S combined all of the Bank Defendants' records into one database, and sought to de-dup each Bank Defendant's records against the records supplied by all other Bank Defendants, using various procedures in order to eliminate as many duplicates as possible, without jeopardizing the integrity of the file by eliminating names and addresses that were not unquestionably duplicates. Also, data that was incomplete or

insufficient to permit the mailing of the revised Notice were also removed from the list. The final 'de-duped' file contained 38,477,753 names and addresses. The process employed by HR&S to gather the Targeted Cardholder information and to prepare the data for mailing was as follows:

- a. The Bank Defendants were requested to provide the following information as agreed to by all Parties (Bank Defendants, Class Counsel and the Claims Administrator), for each Targeted Cardholder:
 - i. Account Number
 - ii. Name and Address
 - iii. Last 4 digits of each Targeted Cardholder's Taxpayer Identification Number ("TIN")
 - iv. A code indicating if a Spanish language Notice needed to be mailed to the Targeted Cardholder
 - v. A code to identify any Agencies and Companies included in the list, if applicable.
- b. HR&S negotiated file specifications and transfer protocols with the Bank Defendants.
- c. HR&S received the databases from each Bank Defendant (in different formats) and performed the 'de-dup' process on each Bank Defendant's file. Each database file was sent to the United States Postal Service's National Change of Address service ("NCOA") to obtain updated addresses. The files were then combined to create one master database. The de-duping analysis was performed again on the whole master file to determine if any further reduction to the file could be obtained. In coordination with the printer, the Targeted Cardholder files were formatted and preprinted Notices were produced listing each Targeted Cardholder's name and address on each form.

7. HR&S submitted the file of names and addresses to a printing vendor approved by class counsel. The printing vendor then used postal software and identified various records that did not have the proper address data to mail the Notice. These incomplete names and addresses were eliminated from the file. Between November 23, 2007 and November 30, 2007,

38,199,715 Notices were mailed to Targeted Cardholders via standard mail. In addition, 102,735 Notices were mailed to Targeted Cardholder claimants who had already filed a claim using the original claim form that was mailed via the Statement Insert Notice. These claimants also received a letter stating that HR&S received their claims, and which gave them the opportunity of either keeping the claim they had already submitted (comparable to Refund Option 3), or of resubmitting a claim using Refund Option 2. Letters were also mailed to Agencies and Companies advising them that while the Statement Insert Notice they had previously received did not change the procedures for the submission of Agency or Company claims, the exclusion, objection and filing deadlines had been extended. A total of 310,141 such letters were mailed on November 30, 2007.

8. In addition to the mailed Notices, a Revised Publication Notice plan was approved by the Court on September 24, 2007. This plan called for a Publication Notice to be placed in over twenty-five newspapers and magazines throughout the country and on internet sites. The Publication Notice was released to these publications over a two week period designed to coincide with the mailing of the revised Notice to Targeted Cardholders.

9. As part of its administration services, HR&S was asked to and did set up a website (www.ccfsettlement.com) for the purpose of 1) informing potential class members of the settlement; 2) giving them access to legal documents relating to the settlement; 3) allowing potential class members to view frequently asked questions concerning the settlement and claims process; 4) allowing potential class members to submit questions to be answered by the Settlement Administrator; 5) allowing potential class members to request Notices and 6) allowing class members to submit claims electronically. Through January 17, 2008, more than 4,267,000 viewers have accessed the website, viewing in total over 24.5 million pages on the website. In addition, through January 17, 2008, a total of 34,938 potential class members have submitted

questions which have been responded to by the Settlement Administrator, and over 3,590,000 class members have submitted claims electronically.

10. HR&S was asked to establish an '800' number telephone service to help potential claimants through the claims process. This service consists of two components. The first is an IVR response system that allows potential class members to scroll through frequently asked questions, similar to those on the website, without requiring the more expensive live operator intervention. The second component allows the caller to speak with a live operator to request a Notice or ask a question that may not have been answered through the frequently asked questions. Through January 17, 2008, over 400,000 callers have taken advantage of the IVR service and over 90,000 of these callers have had interaction with live operators.

11. The Plan of Administration and Distribution established a process allowing claimants to submit claims via the website, by mail or by fax. The claims submitted electronically are transmitted directly to the claims database. The claims submitted by mail have to be opened, sorted, batched and scanned. Due to the heavy volume of mail (approximately 3,747,000 pieces of mail received through January 17, 2008), and the pending exclusion deadline of February 14, 2008, the mail is being opened, sorted and batched so all exclusions can be logged timely. The paper claims received by mail and fax have not yet been entered into the database. Through January 17, 2008, HR&S has received the following:

Proof of Claim Forms

Electronic Claim Forms – Option 1	2,661,975
Electronic Claim Forms – Option 2	884,337
Electronic Claim Forms – Option 3	46,241
Estimated Paper Claim Forms – Option 1	2,781,218
Estimated Paper Claim Forms – Option 2	865,583

Estimated Paper Claim Forms – Option 3	29,562
Claim Forms filed from original mailing	<u>108,064</u>
Total Claim Forms Through 1/17/08	<u>7,376,980</u>

<u>Requests for Exclusion from Settlement</u>	<u>1,822</u>
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Requests for Notices

Requests Received	<u>13,219</u>
Notices Mailed	<u>7,559</u>

Correspondence

E-mails Received	<u>36,107</u>
E-mail Responses	<u>34,938</u>
Questions Received via Mail	<u>414</u>
Responses to Questions Received via Mail	<u>130</u>

I declare under penalty of perjury that the forgoing is true and correct.

Executed this 21st day of January, 2008, at Philadelphia, Pennsylvania.



Edward J. Radetich, Jr., C.P.A.

EXHIBIT A

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

[DATE]

REFUND ID [xxxxxxxxxx]

[CARDHOLDER NAME]

[ADDRESS]

[CITY, ST ZIP]

Dear [Cardholder Name],

We are writing on behalf of the U.S. District Court because you are eligible to receive a Court-approved refund of fees charged to your eligible cards, which are Visa, MasterCard, and/or Diners Club credit, charge, and/or debit/ATM cards. The fees were based on foreign transactions, including both purchases and ATM withdrawals, from February 1, 1996 to November 8, 2006.

Please read the enclosed Notice explaining the proposed \$336 million settlement and all of your options under the settlement.

If you 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, using your Refund ID on the top of this letter. 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

EXHIBIT A

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
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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), **Gasineau v. MasterCard*, CV 2004-283 (Lanoka 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), *Mallingly 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. If your name and/or address listed below is correct, leave the boxes to the right blank. Otherwise, cross out the incorrect information and print corrections in the boxes to the right.

(Use boxes for name or address corrections)

[NAME]

_____ (Last Name, First Name)

[ADDRESS]

_____ (Street Address)

[CITY]

_____ (City)

[STATE ZIP]

_____ (State) _____ (Zip)

2. Please date and sign below:

I certify that the information 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:  _____

3. 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**

DECLARATION OF SERVICE BY MAIL

I, the undersigned, declare:

1. That declarant is and was, at all times herein mentioned, a citizen of the United States and a resident of the County of San Diego, over the age of 18 years, and not a party to or interested party in the within action; that declarant's business address is 655 West Broadway, Suite 1900, San Diego, California 92101.

2. That on January 29, 2008, declarant served the **DECLARATION OF EDWARD J. RADETICH, JR., CPA REGARDING THE DISSEMINATION OF NOTICE TO THE CLASS** by depositing a true copy thereof in a United States mailbox at San Diego, California in a sealed envelope with postage thereon fully prepaid and addressed to the parties listed on the attached Service List.

3. That there is a regular communication by mail between the place of mailing and the places so addressed.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 28th day of January, 2008, at San Diego, California.


ADRIANA DEL CARMEN

VISA ANTITRUST (MDL)

Service List - 1/23/2008 (201-093)

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VISA ANTITRUST (MDL)

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VISA ANTITRUST (MDL)

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VISA ANTITRUST (MDL)

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