

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

**IN RE PAYMENT CARD
INTERCHANGE FEE AND MERCHANT
DISCOUNT ANTITRUST LITIGATION**

No. 05-MD-1720 (JG) (JO)

This Document Applies to: All Cases.

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding sets out the parties' binding obligation to enter into a Class Settlement Agreement in the form attached as Exhibit 1, subject to and promptly after satisfaction of all of the following conditions:

(1) the parties' successful completion of all Appendices to Exhibit 1 hereto, which, except as to the Plan of Administration and Distribution, the parties shall negotiate in good faith with the intent of completing on or before September 21, 2012, and as to the Plan of Administration and Distribution the plaintiffs shall develop and complete, with timely and regular consultation with defendants, on or before September 21, 2012; provided, however, that if all of the Appendices are not mutually agreed to by September 21, 2012, then the parties shall confer with the Court, at a time convenient to the Court, regarding any open issues pertaining to such Appendices (the Appendices, together with Exhibit 1 hereto, constitute the "Definitive Settlement Agreement");

(2) the successful negotiation of a settlement agreement between and among the parties to the non-class actions now pending as part of MDL 1720;

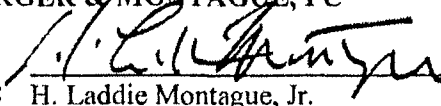
(3) any necessary approvals of the Definitive Settlement Agreement by the board of directors or other comparable decision-making body of any party, which the parties shall seek promptly upon completion of the Definitive Settlement Agreement; and

(4) approval of the Definitive Settlement Agreement by the requisite vote of the members of Visa U.S.A. Inc. entitled to vote thereon, which Visa U.S.A. Inc. shall seek to obtain promptly after each of the foregoing conditions is satisfied.

In addition, from the date of execution of this Memorandum of Understanding to the execution of the Class Settlement Agreement, the Visa Defendants shall provide Class Counsel with advance notice of any material changes to their by-laws, rules, operating regulations, practices, policies, or procedures that pertain to Paragraphs 40-45 and 48 of Exhibit 1 hereto, and the MasterCard Defendants shall provide Class Counsel with advance notice of any material changes to their by-laws, rules, operating regulations, practices, policies, or procedures that pertain to Paragraphs 53-58 and 61 of Exhibit 1 hereto.

This Memorandum of Understanding may be executed in counterparts.

BERGER & MONTAGUE, PC

By: 
H. Laddie Montague, Jr.
Merrill G. Davidoff
Bart D. Cohen
Michael J. Kane
1622 Locust Street
Philadelphia, PA 19103

ROBINS, KAPLAN, MILLER & CIRESI

By: _____
K. Craig Wildfang
Thomas J. Undlin
Ryan W. Marth
800 LaSalle Avenue, Suite 2800
Minneapolis, MN 55402

(4) approval of the Definitive Settlement Agreement by the requisite vote of the members of Visa U.S.A. Inc. entitled to vote thereon, which Visa U.S.A. Inc. shall seek to obtain promptly after each of the foregoing conditions is satisfied.

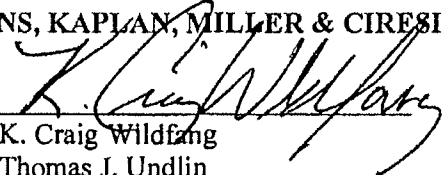
In addition, from the date of execution of this Memorandum of Understanding to the execution of the Class Settlement Agreement, the Visa Defendants shall provide Class Counsel with advance notice of any material changes to their by-laws, rules, operating regulations, practices, policies, or procedures that pertain to Paragraphs 40-45 and 48 of Exhibit 1 hereto, and the MasterCard Defendants shall provide Class Counsel with advance notice of any material changes to their by-laws, rules, operating regulations, practices, policies, or procedures that pertain to Paragraphs 53-58 and 61 of Exhibit 1 hereto.

This Memorandum of Understanding may be executed in counterparts.

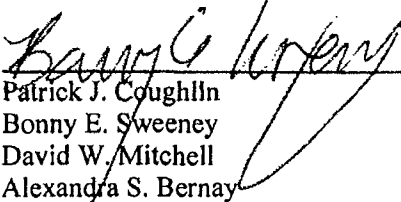
BERGER & MONTAGUE, PC

By: _____
H. Laddie Montague, Jr.
Merrill G. Davidoff
Bart D. Cohen
Michael J. Kane
1622 Locust Street
Philadelphia, PA 19103

ROBINS, KAPLAN, MILLER & CIRESI

By: 
K. Craig Wildfang
Thomas J. Undlin
Ryan W. Marth
800 LaSalle Avenue, Suite 2800
Minneapolis, MN 55402

ROBBINS GELLER RUDMAN & DOWD LLP

By: 
Patrick J. Coughlin
Bonny E. Sweeney
David W. Mitchell
Alexandra S. Bernay
Carmen A. Medici
655 West Broadway, Suite 1900
San Diego, CA 92101

Co-Lead Counsel for Class Plaintiffs

ARNOLD & PORTER LLP

By: _____
Robert J. Vizas
Three Embarcadero Center, Seventh Floor
San Francisco, CA 94111-4024

Robert C. Mason
399 Park Avenue
New York, NY 10022-4690

Mark R. Merley
Matthew A. Eisenstein
555 12th Street, N.W.
Washington, DC 20004-1206

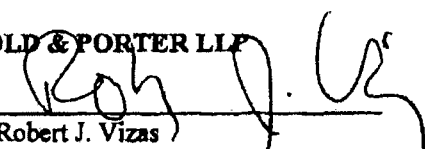
*Attorneys for Defendants Visa Inc., Visa U.S.A. Inc.,
and Visa International Service Association*

ROBBINS GELLER RUDMAN & DOWD LLP

By: _____
Patrick J. Coughlin
Bonny E. Sweeney
David W. Mitchell
Alexandra S. Bernay
Carmen A. Medici
655 West Broadway, Suite 1900
San Diego, CA 92101

Co-Lead Counsel for Class Plaintiffs

ARNOLD & PORTER LLP

By: 
Robert J. Vizas
Three Embarcadero Center, Seventh Floor
San Francisco, CA 94111-4024

Robert C. Mason
399 Park Avenue
New York, NY 10022-4690

Mark R. Merley
Matthew A. Eisenstein
555 12th Street, N.W.
Washington, DC 20004-1206

*Attorneys for Defendants Visa Inc., Visa U.S.A. Inc.,
and Visa International Service Association*

WILLKIE FARR & GALLAGHER LLP



By: Keila D. Ravelo
Wesley R. Powell
Matthew Freimuth
787 Seventh Avenue
New York, New York 10019-6099


**PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP**

Kenneth A. Gallo
Joseph J. Simons
2001 K Street, N.W.
Washington, DC 20006-1047

Andrew C. Finch
Gary R. Carney
1285 Avenue of the Americas
New York, New York 10019-6064

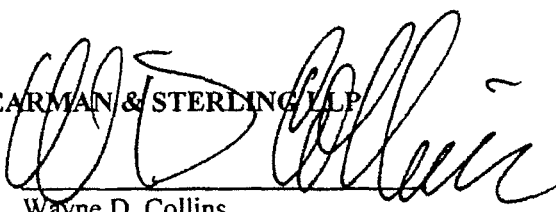
*Attorneys for Defendant MasterCard Incorporated
and MasterCard International Incorporated*

MORRISON & FOERSTER LLP

By: 
Mark P. Ladner
Michael B. Miller
1290 Avenue of the Americas
New York, NY 10104-0050


*Attorneys for Defendants Bank of America, N.A., BA
Merchant Services LLC (f/k/a Defendant National
Processing, Inc.), Bank of America Corporation, and
MBNA America Bank, N.A.*

SHEARMAN & STERLING LLP


By: Wayne D. Collins
Lisl J. Dunlop
599 Lexington Avenue
New York, NY 10022-6069


*Attorneys for Defendants Barclays Financial Corp.
and Barclay's Bank plc*

O'MELVENY & MYERS LLP

By: 
Andrew J. Frackman
Times Square Tower
7 Times Square
New York, N.Y. 10036

*Attorneys for Defendants Capital One Bank (USA),
N.A., Capital One F.S.B., and Capital One Financial
Corp.*

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: 
Peter E. Greene
Peter S. Julian
Four Times Square
New York, NY 10036

Michael Y. Scudder
155 North Wacker Drive
Chicago, IL 60606-1720

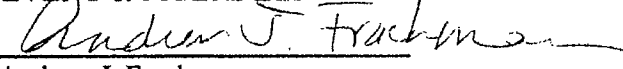
*Attorneys for Defendants JPMorgan Chase & Co.,
JPMorgan Chase Bank, N.A., Chase Bank USA,
N.A., Chase Manhattan Bank USA, N.A., Chase
Paymentech Solutions, LLC, Bank One
Corporation, Bank One Delaware, N.A., and J.P.
Morgan Chase Bank, N.A. as acquirer of certain
assets and liabilities of Washington Mutual Bank*

SHEARMAN & STERLING LLP

By: _____
Wayne D. Collins
Lisl J. Dunlop
599 Lexington Avenue
New York, NY 10022-6069

*Attorneys for Defendants Barclays Financial Corp.
and Barclay's Bank plc*

O'MELVENY & MYERS LLP


By: Andrew J. Frackman
Times Square Tower
7 Times Square
New York, N.Y. 10036

*Attorneys for Defendants Capital One Bank (USA),
N.A., Capital One F.S.B., and Capital One Financial
Corp.*

**SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP**

By: _____
Peter E. Greene
Peter S. Julian
Four Times Square
New York, NY 10036

Michael Y. Scudder
155 North Wacker Drive
Chicago, IL 60606-1720

*Attorneys for Defendants JPMorgan Chase & Co.,
JPMorgan Chase Bank, N.A., Chase Bank USA,
N.A., Chase Manhattan Bank USA, N.A., Chase
Paymentech Solutions, LLC, Bank One
Corporation, Bank One Delaware, N.A., and J.P.
Morgan Chase Bank, N.A. as acquirer of certain
assets and liabilities of Washington Mutual Bank*

SHEARMAN & STERLING LLP

By: Wayne D. Collins
Lisl J. Dunlop
599 Lexington Avenue
New York, NY 10022-6069

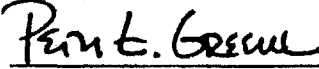
*Attorneys for Defendants Barclays Financial Corp.
and Barclay's Bank plc*

O'MELVENY & MYERS LLP

By: Andrew J. Frackman
Times Square Tower
7 Times Square
New York, N.Y. 10036

*Attorneys for Defendants Capital One Bank (USA),
N.A., Capital One F.S.B., and Capital One Financial
Corp.*

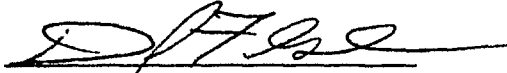
**SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP**


By: Peter E. Greene
Peter S. Julian
Four Times Square
New York, NY 10036

Michael Y. Scudder
155 North Wacker Drive
Chicago, IL 60606-1720

*Attorneys for Defendants JPMorgan Chase & Co.,
JPMorgan Chase Bank, N.A., Chase Bank USA,
N.A., Chase Manhattan Bank USA, N.A., Chase
Paymentech Solutions, LLC, Bank One
Corporation, Bank One Delaware, N.A., and J.P.
Morgan Chase Bank, N.A. as acquirer of certain
assets and liabilities of Washington Mutual Bank*

SIDLEY AUSTIN LLP

By: 
David F. Graham
Eric H. Grush
One South Dearborn Street
Chicago, IL 60603

Benjamin R. Nagin
787 Seventh Ave
New York, N.Y. 10019

*Attorneys for Defendants Citibank (South Dakota),
N.A., Citibank, N.A., Citigroup Inc., and Citicorp*

KEATING MUETHING & KLEKAMP PLL

By: _____
Richard L. Creighton
Joseph M. Callow, Jr.
Drew M. Hicks
One East Fourth Street
Suite 1400
Cincinnati, OH 45202

Attorneys for Defendant Fifth Third Bancorp

KUTAK ROCK LLP

By: _____
John P. Passarelli
James M. Sulentic
The Omaha Building
1650 Farnam Street
Omaha, NE 68102-2186

*Attorneys for Defendant First National Bank of
Omaha*

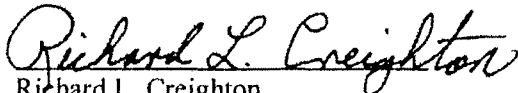
SIDLEY AUSTIN LLP

By: _____
David F. Graham
Eric H. Grush
One South Dearborn Street
Chicago, IL 60603

Benjamin R. Nagin
787 Seventh Ave
New York, N.Y. 10019

*Attorneys for Defendants Citibank (South Dakota),
N.A., Citibank, N.A., Citigroup Inc., and Citicorp*

KEATING MUETHING & KLEKAMP PLL

By: 
Richard L. Creighton
Joseph M. Callow, Jr.
Drew M. Hicks
One East Fourth Street
Suite 1400
Cincinnati, OH 45202

Attorneys for Defendant Fifth Third Bancorp

KUTAK ROCK LLP

By: _____
John P. Passarelli
James M. Sulentic
The Omaha Building
1650 Farnam Street
Omaha, NE 68102-2186

*Attorneys for Defendant First National Bank of
Omaha*

SIDLEY AUSTIN LLP

By: _____
David F. Graham
Eric H. Grush
One South Dearborn Street
Chicago, IL 60603

Benjamin R. Nagin
787 Seventh Ave
New York, N.Y. 10019

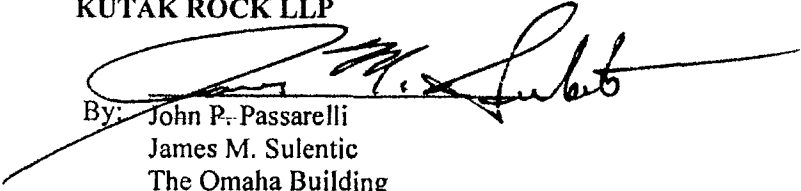
*Attorneys for Defendants Citibank (South Dakota),
N.A., Citibank, N.A., Citigroup Inc., and Citicorp*

KEATING MUETHING & KLEKAMP PLL

By: _____
Richard L. Creighton
Joseph M. Callow, Jr.
Drew M. Hicks
One East Fourth Street
Suite 1400
Cincinnati, OH 45202


Attorneys for Defendant Fifth Third Bancorp

KUTAK ROCK LLP


By: John P. Passarelli
James M. Sulentic
The Omaha Building
1650 Farnam Street
Omaha, NE 68102-2186

*Attorneys for Defendant First National Bank of
Omaha*

**WILMER CUTLER PICKERING HALE AND
DORR LLP**


By: David S. Lesser
399 Park Avenue
New York, N.Y. 10022

Ali M. Stoeppelwerth
Perry A. Lange
1875 Pennsylvania Ave., N.W.
Washington, D.C. 20006

*Attorneys for HSBC Finance Corporation and HSBC
North America Holdings Inc.*

JONES DAY

By: _____
John M. Majoras
Joseph W. Clark
51 Louisiana Avenue, NW
Washington, DC 20001

*Attorneys for Defendants National City Corporation,
National City Bank of Kentucky*

PULLMAN & COMLEY, LLC

By: _____
Jonathan B. Orleans
Adam S. Mocchiolo
850 Main Street
Bridgeport, CT 06601-7006

*Attorneys for Defendant Texas Independent
Bancshares, Inc.*

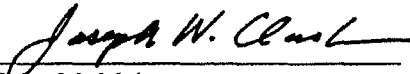
**WILMER CUTLER PICKERING HALE AND
DORR LLP**

By: _____
David S. Lesser
399 Park Avenue
New York, N.Y. 10022

Ali M. Stoepfelwerth
Perry A. Lange
1875 Pennsylvania Ave., N.W.
Washington, D.C. 20006

*Attorneys for HSBC Finance Corporation and HSBC
North America Holdings Inc.*

JONES DAY

By: 

John M. Majoras
Joseph W. Clark
51 Louisiana Avenue, NW
Washington, DC 20001

*Attorneys for Defendants National City Corporation,
National City Bank of Kentucky*

PULLMAN & COMLEY, LLC

By: _____
Jonathan B. Orleans
Adam S. Mocchiolo
850 Main Street
Bridgeport, CT 06601-7006

*Attorneys for Defendant Texas Independent
Bancshares, Inc.*

**WILMER CUTLER PICKERING HALE AND
DORR LLP**

By: _____
David S. Lesser
399 Park Avenue
New York, N.Y. 10022

Ali M. Stoeppelwerth
Perry A. Lange
1875 Pennsylvania Ave., N.W.
Washington, D.C. 20006

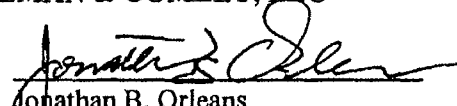
*Attorneys for HSBC Finance Corporation and HSBC
North America Holdings Inc.*

JONES DAY

By: _____
John M. Majoras
Joseph W. Clark
51 Louisiana Avenue, NW
Washington, DC 20001

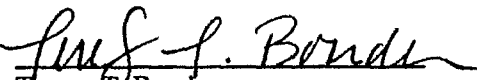
*Attorneys for Defendants National City Corporation,
National City Bank of Kentucky*

PULLMAN & COMLEY, LLC

By: 
Jonathan B. Orleans
Adam S. Mocchiolo
850 Main Street
Bridgeport, CT 06601-7006

*Attorneys for Defendant Texas Independent
Bancshares, Inc.*

ALSTON & BIRD LLP

By: 
Teresa F. Bonder
Valarie C. Williams
Kara F. Kennedy
1201 W. Peachtree Street, N.W.
Atlanta, GA 30309

*Attorneys for Defendants SunTrust Banks, Inc. and
SunTrust Bank*

**PATTERSON BELKNAP WEBB & TYLER
LLP**

By: _____
Robert P. LoBue
Norman W. Kee
Patterson Belknap Webb & Tyler LLP
1133 Avenue of the Americas
New York, NY 10036

*Attorneys for Defendants Wachovia Bank, N.A.,
Wachovia Corporation, and Wells Fargo
& Company and for Wells Fargo Bank, N.A.*

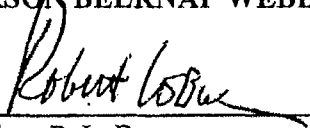
July 13, 2012

ALSTON & BIRD LLP

By: _____
Teresa T. Bonder
Valarie C. Williams
Kara F. Kennedy
1201 W. Peachtree Street, N.W.
Atlanta, GA 30309

*Attorneys for Defendants SunTrust Banks, Inc. and
SunTrust Bank*

**PATTERSON BELKNAP WEBB & TYLER
LLP**

By: 

Robert P. LoBue
Norman W. Kee
Patterson Belknap Webb & Tyler LLP
1133 Avenue of the Americas
New York, NY 10036

*Attorneys for Defendants Wachovia Bank, N.A.,
Wachovia Corporation, and Wells Fargo
& Company and for Wells Fargo Bank, N.A.*

July 13, 2012