

**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,)	Civil Action No.
STATE OF MISSOURI,)	CV-10-4496 (NGG) (RER)
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.)	

**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

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UNITED STATES OF AMERICA**

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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.