

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

UNITED STATES OF AMERICA,)	
)	
Plaintiff,)	
)	
v.)	
)	Civil Action No. 98-7076 (BSJ)
VISA U.S.A. INC.,)	
VISA INTERNATIONAL CORP., AND)	
MASTERCARD INTERNATIONAL)	
INCORPORATED,)	
)	
Defendants.)	
)	

SCHEDULE OF DOCUMENTS TO THE DECLARATION OF JOEL I. KLEIN

As described in the Declaration of Joel I. Klein, the following is a schedule of documents responsive to Visa U.S.A.’s request for economic memoranda (as described in its Motion to Compel and clarified in subsequent correspondence among counsel). All of the documents are intra-Antitrust Division communications concerning its investigation of Visa U.S.A. and the credit card industry that culminated in this litigation. The Division maintains that these documents are protected from discovery by both the deliberative process privilege and the work product doctrine.

Any facts found in the listed documents were selected by the document’s author(s) from materials (1) produced to the Antitrust Division by the defendants in this action, (2) produced by the Antitrust Division to defendants, or (3) available from public sources. Moreover, any facts contained in the documents are not segregable in that they reflect the author’s or authors’ selective judgment or opinion about which particular facts to include for review and, in many

cases, are inextricably intertwined with the author's or authors' opinions, thoughts, and analyses concerning those facts.

The titles of the authors and recipients listed herein are as follows:

Andrew R. Dick	Economist, Economic Analysis Group
Rebecca P. Dick	Director of Civil Non-Merger Enforcement
Susan L. Edelheit	Assistant Chief, Civil Task Force
Ian Gale	(Former) Economist, Economic Analysis Group
Richard J. Gilbert	(Former) Deputy Assistant Attorney General
Andrew Joskow	(Former) Deputy Assistant Attorney General
Joel I. Klein	Assistant Attorney General
M.J. Moltenbrey	Chief, Civil Task Force
John M. Nannes	Deputy Assistant Attorney General
Alexander Raskovich	Economist, Economic Analysis Group
George A. Rozanski	Chief, Economic Reg. Section, Economic Analysis Group
Steven Semeraro	Trial Attorney, Civil Task Force
Marius Schwartz	Director of Economic Enforcement
Melvin A. Schwarz	Special Counsel for Civil Enforcement
Robert Town	(Former) Economist, Economic Analysis Group
Gregory J. Werden	Chief, Appellate Liaison Unit, Economic Analysis Group
K. Craig Wildfang	(Former) Trial Attorney, Civil Task Force

In addition, Plaintiff has not logged preliminary drafts of any documents listed below due to its understanding of Visa U.S.A.'s request and the unnecessary burden of such an undertaking.

1. P-1: A three page, undated collection of notes by Andrew Dick concerning a September 1996 bank presentation to the Antitrust Division in connection with the Antitrust Division's credit card investigation. The notes reflect the author's summary of the presentation, including the author's thoughts and analyses of the possible competitive effects of Visa's and MasterCard's exclusionary rules.

2. P-2: A nine page memorandum dated September 26, 1996 from Andrew Dick and Alexander Raskovich to George Rozanski. The memorandum evaluates arguments made by a card network's economic expert to the Antitrust Division in September 1996.

3. P-3: A five page memorandum dated October 4, 1996 from Andrew Dick to George Rozanski and Alexander Raskovich. The memorandum identifies and analyzes issues for further investigation in light of information obtained from interviews of industry participants.

4. P-4: A nine-page memorandum dated November 7, 1996 from Andrew Dick and Alexander Raskovich to George Rozanski. The memorandum reviews and critiques arguments presented by a credit card network's economic expert to the Antitrust Division in October 1996.

5. P-5: A twelve page memorandum dated November 21, 1996 from Andrew Dick and Alexander Raskovich to George Rozanski. The memorandum outlines and assesses theories of competitive harm resulting from Visa's and MasterCard's practices.

6. P-6: An eight page memorandum dated December 13, 1996 from Andrew Dick and Alexander Raskovich to George Rozanski. The memorandum outlines and assesses potential relief options in the credit card investigation.

7. P-7: A three page memorandum dated January 15, 1997 from George Rozanski to Andrew Joskow. The memorandum summarizes and assesses the arguments relating to potential relief options in the credit card investigation.

8. P-8: An eight page memorandum and two page appendix dated January 15, 1997 from Andrew Dick and Alexander Raskovich to George Rozanski. The memorandum discusses, reviews and assesses potential relief options in the credit card investigation. The appendix describes the economic assumptions underlying certain calculations found in the memorandum.

9. P-9: A three page, undated memorandum from Andrew Dick and Alexander Raskovich to Rebecca Dick. The memorandum reviews potential relief options in the credit card investigation.

10. P-10: A nine page memorandum dated March 27, 1997 from Andrew Dick and Alexander Raskovich to George Rozanski. The memorandum summarizes the authors' analysis and assessment of the evidence relating to the economic issues involved in the credit card investigation and makes recommendations on pursuing relief.

11. P-11: An eighteen page memorandum dated March 27, 1997 from Andrew Dick and Alexander Raskovich to George Rozanski. The memorandum summarizes and assesses quantitative evidence on retail bank relationships in bank-card issuance and merchant acquisition.

12. P-12: A five page memorandum dated March 27, 1997 from George Rozanski to Andrew Joskow. The memorandum summarizes and assesses the economic issues relating to the credit card investigation and provides thoughts, recommendations and conclusions.

13. P-13: A seven page memorandum dated April 9, 1997 from Andrew Dick and Alexander Raskovich to George Rozanski. The memorandum assesses litigation strategy and potential relief options relating to the credit card investigation.

14. P-14: A seven page, undated collection of notes by Andrew Dick and Alexander Raskovich. The notes reflect the authors' comments on draft litigation documents.

15. P-15: A twenty-two page memorandum dated June 20, 1997 from Andrew Dick and Alexander Raskovich to George Rozanski. The memorandum evaluates a card network's claims relating to retail banking relationships and card issuance.

16. P-16: A thirteen page memorandum dated July 1, 1997 from Andrew Dick and Alexander Raskovich to George Rozanski. The memorandum critiques and analyzes the presentations by a bank to AAG Klein and other Antitrust Division officials and staff relating to the credit card investigation.

17. P-17: A three page, undated collection of notes by Andrew Dick. The notes outline and assess various credit card investigation issues in preparation for an internal Antitrust Division meeting with a Deputy Assistant Attorney General.

18. P-18: A five page, undated collection of notes by Andrew Dick and Alexander Raskovich. The notes reflect the author's comments on draft litigation documents.

19. P-19: A two page memorandum dated September 25, 1997 from Andrew Dick to George Rozanski. The memorandum provides an assessment of economic theories relating to the credit card investigation.

20. P-20: A thirteen page memorandum dated August 8, 1997 from Andrew Dick and Alexander Raskovich to George Rozanski. The memorandum evaluates barriers to entry into debit card issuance.

21. P-21: A two page, undated collection of notes by Andrew Dick. The notes outline and assess various credit card investigation issues in preparation for an internal Antitrust Division meeting with a Deputy Assistant Attorney General.

22. P-22: A seven page memorandum dated October 30, 1997 from Andrew Dick and Alexander Raskovich to George Rozanski. The memorandum provides economic analysis of potential relief proposals in the credit card investigation.

23. P-23: A seventeen page memorandum dated November 18, 1997 from Andrew Dick and Alexander Raskovich to George Rozanski. The memorandum analyzes evidence of competitive harm in card network competition.

24. P-24: A four page memorandum dated October 31, 1997 from Andrew Dick and Alexander Raskovich to George Rozanski. The memorandum reflects the authors' comments on draft litigation documents.

25. P-25: A four page, undated collection of notes by Andrew Dick and Alexander Raskovich. The notes provide comments on draft litigation documents.

26. P-26: A twelve page memorandum dated January 13, 1998 from Andrew Dick and Alexander Raskovich to George Rozanski. The memorandum critiques and analyzes the presentations by a Visa-member bank to Antitrust Division officials and staff relating to the credit card investigation.

27. P-27: A twenty-five page memorandum dated January 29, 1998 from Andrew Dick and Alexander Raskovich to George Rozanski. The memorandum analyzes the competitive effects of Visa's and MasterCard's rules barring their members from issuing cards on competing networks.

28. P-28: A twelve page memorandum dated March 5, 1998 from Andrew Dick and Alexander Raskovich to George Rozanski. The memorandum analyzes economic aspects of potential relief measures relating to the credit card investigation.

29. P-29: A five page, undated collection of notes by Andrew Dick and Alexander Raskovich. The notes provide comments on a draft litigation document.

30. P-30: A thirteen page collection of notes dated March 12, 1998 by Andrew Dick and Alexander Raskovich. The notes were distributed at an internal meeting of Antitrust Division officials and staff concerning potential relief measures relating to the credit card investigation.

31. P-31: A five page memorandum dated March 27, 1998 from Andrew Dick and Alexander Raskovich to George Rozanski. The memorandum analyzes economic issues concerning potential relief measures relating to the credit card investigation.

32. P-32: A three page memorandum dated October 1, 1998 from Andrew Dick and Alexander Raskovich to George Rozanski. The memorandum provides analysis and recommendations concerning potential relief measures relating to the credit card investigation.

33. P-33: A seven page memorandum dated October 2, 1998 from Marius Schwartz to John Nannes, Rebecca Dick, M.J. Moltenbrey and George Rozanski. The memorandum provides economic analysis and recommendations concerning potential relief measures relating to the credit card investigation.

34. P-34: A sixteen page, undated working memorandum by Andrew Dick and Alexander Raskovich constituting continuing analysis of economic theories and issues relating to Visa's restrictive by-laws.

35. P-35: A four page, undated collection of notes by Andrew Dick and Alexander Raskovich. The notes, distributed to AAG Klein and other Antitrust Division officials and staff, provide economic analysis of issues relating to the credit card investigation, critique arguments proffered by a bank and its experts to the Antitrust Division, and identify tasks to be undertaken in connection with the investigation.

36. P-36: A two page, undated memorandum from Andrew Dick and Alexander Raskovich to George Rozanski. The memorandum provides the authors' answers to questions posed by the Assistant Attorney General regarding economic issues relating to the credit card investigation.

37. P-37: An eight page, undated collection of notes by Andrew Dick and Alexander Raskovich to George Rozanski. The notes outline and analyze empirical projects relating to market definition issues.

38. P-38: A fifteen page, undated collection of calculations and analyses created by Andrew Dick and Alexander Raskovich in connection with the drafting of memorandum P-27 and distributed to AAG Klein and other Antitrust Division officials and staff.

39. P-39: A one page, undated collection of notes by Alexander Raskovich providing thoughts, opinions and reactions to issues raised by credit card investigation staff.

40. P-40: A twenty-four page, undated chart and collection of notes created by Andrew Dick and Alexander Raskovich compiling credit card-related statistics and factual information relating to individual Visa-member banks.

41. P-41: A three page, undated collection prepared by Andrew Dick of citations to evidence relating to various credit card investigation issues.

42. P-42: A five page, undated collection of notes created by Andrew Dick and Alexander Raskovich providing comments on a draft litigation document.

43. P-43: A one page, undated chart created by Andrew Dick compiling credit card statistics from publicly-available sources at the request of AAG Klein and distributed to the AAG and other Antitrust Division officials and staff.

44. P-44: A two page, undated set of notes by Andrew Dick providing analysis of data relating to credit card advertising.

45. P-45: A seventeen page collection of charts created by Andrew Dick and Antitrust Division attorneys relating to credit card-related market shares, prepared for senior Antitrust Division officials.

46. P-46: A two page, undated list compiled by Andrew Dick of citations to evidence relating to specific credit card investigation issues.

47. P-47: A two page, undated list compiled by Andrew Dick of information sources on the credit card industry with annotations relating to specific credit card investigation issues.

48. P-48: A sixty-seven page, undated analysis and econometric study performed by Andrew Dick and Alexander Raskovich evaluating quantitative evidence. The results of this study were used in the drafting of memorandum P-15.

49. P-49: A forty-four page, undated collection of notes by Andrew Dick analyzing data. The results of this analysis were used in drafting memoranda P-11 and P-27.

50. P-50: A thirty page, undated collection of notes by Andrew Dick consisting of data analysis and econometric studies used in the drafting of memorandum P-27.

51. P-51: A three-page, undated memorandum by Andrew Dick and Alexander Raskovich outlining a model to be used for numerical simulations of economic harm caused by restraints on competition among card networks.

52. P-52: A twenty-eight page, undated collection of notes by Andrew Dick reflecting analysis and econometric studies used in the drafting of memorandum P-8.

53. P-53: A two page, undated analysis and outline of possible empirical projects created by Andrew Dick and Alexander Raskovich.

54. P-54: A four page memorandum dated February 21, 1995 by Ian Gale to George Rozanski. The memorandum analyzes the impact of a card network's regulations constraining the ability of banks to issue proprietary cards.

55. P-55: A two page memorandum dated October 17, 1994 from Ian Gale to K. Craig Wildfang, commenting on a legal analysis drafted by Antitrust Division attorneys.

56. P-56: An eight page memorandum dated June 10, 1994 from Alexander Raskovich to George Rozanski. The memorandum outlines and analyzes competitive issues arising from restraints on competition among card networks.

57. P-57: A two page memorandum dated April 1, 1997 from George Rozanski to AAG Klein analyzing arguments made by a card network's economic expert to the Antitrust Division.

58. P-58: A one page memorandum dated May 9, 1997 from Alexander Raskovich to George Rozanski and Andrew Dick. The memorandum outlines and assesses economic theories advanced by a card network's economic expert.

59. P-59: A one page memorandum dated May 29, 1997 from Alexander Raskovich to Andrew Dick and George Raskovich. The memorandum outlines potential theories for analyzing a publicly available data set.

60. P-60: A one page memorandum dated November 15, 1997 from Andrew Dick to Rebecca Dick, George Rozanski and Alexander Raskovich. The memorandum analyzes economic theories associated with litigation-preparation tasks.

61. P-61: A two page memorandum dated November 11, 1997 from George Rozanski to M.J. Moltenbrey and Susan Edelheit. The memorandum analyzes economic arguments in connection with draft litigation documents.

62. P-62: A one page memorandum dated January 21, 1998 from Andrew Dick to George Rozanski and Alexander Raskovich. The memorandum analyzes issues arising in the credit card investigation and proposes theories to be used in litigation.

63. P-63: A one page memorandum dated February 5, 1998 from George Rozanski to Rebecca Dick and M.J. Moltenbrey. The memorandum analyzes the methodology of economic analyses performed to test theoretical relationships.

64. P-64: A one page memorandum dated February 13, 1997 from George Rozanski to Steven Semeraro providing comments on a memorandum drafted by Antitrust Division attorneys.

65. P-65: A one page memorandum dated February 8, 1996 from Alexander Raskovich to George Rozanski commenting upon and analyzing information obtained from a credit card network.

66. P-66: A one page memorandum dated February 8, 1996 from Alexander Raskovich to credit card investigation economists and attorneys commenting on draft investigation-related documents.

67. P-67: A one page memorandum dated January 22, 1996 from George Rozanski to Rebecca Dick commenting upon a presentation to the Antitrust Division by a credit card network and providing analysis of potentially applicable theories to the investigation.

68. P-68: A one page memorandum dated November 3, 1998 from Gregory Werden to Alexander Raskovich and Andrew Dick providing comments and analysis to draft memoranda.
69. P-69: A one page memorandum dated March 19, 1998 from George Rozanski to John Nannes, Rebecca Dick and M.J. Moltenbrey providing analysis of potential relief options.
70. P-70: A one page memorandum dated September 24, 1998 from George Rozanski to John Nannes, Marius Schwartz and Melvin Schwarz analyzing potential relief options.
71. P-71: A one page memorandum dated June 22, 1998 from Andrew Dick to Alexander Raskovich and George Rozanski analyzing potential relief options.
72. P-72: A one page memorandum dated June 21, 1998 from Alexander Raskovich to George Rozanski and Andrew Dick analyzing potential relief options.
73. P-73: A one page memorandum (and one page attachment) dated June 16, 1998 from Andrew Dick to George Rozanski and Alexander Raskovich outlining and assessing potential relief options.
74. P-74: A two page memorandum dated June 10, 1998 from Alexander Raskovich to Rebecca Dick, George Rozanski and Andrew Dick commenting on draft litigation documents and potential relief options.
75. P-75: A one page memorandum dated June 10, 1998 from George Rozanski to Rebecca Dick, Alexander Raskovich and Andrew Dick outlining and assessing potential relief options.
76. P-76: A nine page, undated collection of notes by George Rozanski consisting of economic calculations.

77. P-77: An eight page, undated collection of working notes by George Rozanski outlining economic issues for presentation to AAG Klein.
78. P-78: A one page memorandum dated July 30, 1998 from Andrew Dick to George Rozanski providing comments on documents reviewed by the author.
79. P-79: A six page collection of notes dated August 12 (no year) by George Rozanski providing analysis on various investigation related issues. The first two pages were presented to AAG Klein in response to a specific inquiry by the AAG while the remaining pages were notes for an oral presentation to the AAG.
80. P-80: A one page memorandum dated July 21, 1997 from Andrew Dick to George Rozanski and Alexander Raskovich commenting on documents reviewed by the author.
81. P-81: A three page, undated memorandum by Andrew Dick analyzing trends in card usage.
82. P-82: A two-page memorandum dated January 30, 1998 reflecting correspondence among Alexander Raskovich, Andrew Dick and Rebecca Dick. The memorandum analyzes potential relief options relating to the investigation.
83. P-83: A two page, undated memorandum by Gregory Werden analyzing draft litigation documents.
84. P-84: A two page, undated memorandum by Gregory Werden analyzing draft litigation documents.
85. P-85: A one page memorandum dated November 16, 1994 from Gregory Werden to Richard Gilbert reviewing case law and economic literature.

86. P-86: A two page memorandum dated April 27, 1995 from Gregory Werden to Joel I. Klein providing analysis and recommendation concerning Antitrust Division policy on matters relating to private litigation.

87. P-87: A five page memorandum dated January 24, 1995 from George Rozanski to Richard Gilbert analyzing the competitive effects of competition among card networks.

88. P-88: A four page memorandum (with two pages of attachments) dated September 14, 1994 from Robert Town to George Rozanski and other Antitrust Division staff and economists. The memorandum analyzes economic literature concerning issues related to credit card networks.