

Robert E. Norton, Jr.  
Senior Vice President  
General Counsel & Secretary

MasterCard International  
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MasterCard  
International



VIA FACSIMILE (202-514-7308)

CONFIDENTIAL

July 16, 1996

U.S. Department of Justice  
Liberty Place Building  
325 7<sup>TH</sup> Street, NW  
Washington, DC 20530

Att: Robert J. Zastrow, Jr., Esq.

Dear Sirs:

As we previously discussed, pursuant to Civil Investigative Demand 15160, dated July 14, 1996 ("CID"), we submit this letter and the following attached documents (MC012 to MC020):

1. lists of the members of the MasterCard International Board of Directors and the MasterCard U.S. Region Board of Directors, and
2. attendance sheets of the meetings of such boards on June 29, 1996 and June 28, 1996, respectively.

Also, at the meeting of the MasterCard International Board of Directors, all directors in attendance voted in favor of the second resolution on page MC009 (with the words "the foregoing notwithstanding" deleted from the final resolution), except for Messrs. Boylan, Greenawalt and Nissen, who voted against such resolution. At the meeting of the U.S. Region Board of Directors, all directors in attendance voted in favor of adoption of both resolutions set forth on page MC002, except Messrs. Garcia, Greenawalt, Hartnack, Hunt, Schauer and Zebeck, who voted against such resolutions. Please note that in the July 12, 1996 letter from Joyce Bartoo to Jay Fastow, our outside counsel, the description of the policy is somewhat inaccurate.

Although it has not come up in our discussions, this issue was also discussed with the Executive Committee of the International Board at its meeting on June 28, 1996. The Executive Committee is a subset of the International Board, consisting of 16 directors from that board.

This information is submitted pursuant to all applicable confidentiality provisions, including those in the Antitrust Civil Process Act.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert E. Norton, Jr.", written in black ink.

P-1105

MC012

**CONFIDENTIAL - NOT FOR DISTRIBUTION**

**MasterCard International Board of Directors**

**PATRICK J. BOYLAN**  
Managing Director, Card Services  
NatWest UK

**CHARLES M. CAWLEY**  
Chairman and Chief Executive Officer  
MBNA America Bank, N.A.

**RICHARD D. FIELD**  
Senior Executive Vice President  
The Bank of New York

**PAUL R. GARCIA**  
President  
First Financial Bank

**RICHARD A. GREENAWALT**  
President and Chief Executive Officer  
Advanta National Bank USA

**ERNESTO E. GREYER**  
Director  
Argencard S.A.

**DR. PETER HOCH**  
Member of the Board of Directors  
Bayerische Hypotheken-und Wechsel-Bank AG

**JEAN-PIERRE LEDRU**  
Executive Vice President  
Credit Agricole

**H. EUGENE LOCKHART**  
President and Chief Executive Officer  
MasterCard International Incorporated

**TAN SRI DATO LOY, HEAN HEONG**  
President and Chief Executive Officer  
MBF Group of Companies

**MICHEL LUCAS**  
Président du Directoire  
Banque Fédérative du Crédit Mutuel

**MARTIN G. MC GUINN**  
Vice Chairman  
Mellon Bank Corporation

**MARCOS MARTINEZ**  
Deputy President  
Banco Nacional de Mexico, S.A.

**DUDLEY M. NIGG**  
Executive Vice President  
Wells Fargo Bank

**DAVID R. NISSEN**  
President and Chief Executive Officer  
International Consumer Financial Services  
GE Capital Corporation

**MOO YOUNG OH**  
Chairman of the Board and President  
BC Card Co., Ltd.

**DRS. PAUL RIBOURDOUILLE**  
Member of the Managing Board  
ABN AMRO Bank N.V.  
(Vice Chairman, MasterCard International)

**DR. KURT RICHOLT**  
Chairman  
Europay International S.A.

**RONALD G. ROGERS**  
Vice Chairman  
Personal & Commercial Financial Services  
Bank of Montreal

**JOSEPH W. SAUNDERS**  
President and Chief Executive Officer  
Household Credit Services, Inc.  
(Chairman, MasterCard International)

**NORMAN J. TICE**  
(Retired Chairman, Boatmen's Credit Card  
Bank - retired 6/1/96)

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**MasterCard International Board of Directors**

**TAKESHI TSUJINO**

Chairman of the Board and President  
UC Card Co., Ltd.

**OWEN VAN DER WALL**

Group Executive  
Retail Banking  
Westpac Banking Corporation

**STEPHEN E. WALL**

Executive Vice President  
KeyCorp

**CHARLES R. WALSH**

Executive Vice President & Group Executive  
The Chase Manhattan Bank

**NOEL T. WEBB**

Managing Director  
Retail Banking  
Standard Bank of South Africa

**MARK H. WRIGHT**

President and Chief Executive Officer  
USAA Federal Savings Bank

**DR. ZHOU, XIAOCHUAN**

Managing Director of the Board  
Bank of China

**ARTHUR B. ZIEGLER**

Chairman Emeritus  
MasterCard International

**MASTERCARD INTERNATIONAL INCORPORATED**  
**U.S. REGION BOARD OF DIRECTORS - 1996**

· **BARBARA J. BRADY-SMITH**  
Executive Vice President  
Wells Fargo Bank

· **DAVID K. HUNT**  
President & Chief Executive Officer  
AT&T Universal Card Services Corp.

· **JOHN R. COCHRAN**  
Vice Chairman  
MBNA America Bank, N.A.

· **THOMAS P. JOHNSON, JR.**  
Executive Vice President  
Boatmen's Bancshares, Inc.

· **RICHARD D. FAIRBANK**  
Chairman and Chief Executive Officer  
Capital One Financial Corporation

**H. EUGENE LOCKHART**  
President & Chief Executive Officer  
MasterCard International Incorporated

· **RICHARD D. FIELD (Chairman)**  
Senior Executive Vice President  
Bank of New York

· **MALCOLM S. McDONALD**  
President and Chief Operating Officer  
Signet Banking Corporation

· **PAUL R. GARCIA**  
President  
First Financial Bank

· **MARTIN G. McGUINN (Vice Chairman)**  
Vice Chairman  
Mellon Bank

· **RICHARD A. GREENAWALT**  
President & C.E.O.  
Advanta National Bank USA

**SHAILESH J. MEHTA**  
President and Chief Operating Officer  
Provident Corporation

**RICHARD C. HARTNACK**  
Vice Chairman  
Union Bank of California

**MARIBETH S. RAHE**  
Vice Chair of the Board  
Harris Bank

**ALAN J. HEUER**  
President, U.S. Region  
MasterCard International Incorporated

· **JOSEPH W. SAUNDERS**  
President and Chief Executive Officer  
Household Credit Services, Inc.

**L. PHILLIP HUMANN**  
President  
SunTrust Banks Inc.

· **MICHAEL D. SCHAUER**  
President & Chief Quality Officer  
Consumer Financial Services  
GE Capital

*MC015*

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**MASTERCARD INTERNATIONAL INCORPORATED**  
**U.S. REGION BOARD OF DIRECTORS - 1996**  
**(CONTINUED)**

**MICHAEL J. SCHMITZ**  
Senior Executive Vice President  
Firststar Bank Milwaukee, N.A.

**ROBERT B. WILLUMSTAD**  
Chairman  
Travelers Bank/

**STEPHEN E. WALL**  
Executive Vice President  
KeyCorp

**MARK H. WRIGHT**  
President and Chief Executive Officer  
USAA Federal Savings Bank

**CHARLES R. WALSH**  
Executive Vice President & Group  
Executive  
The Chase Manhattan Bank

**RONALD N. ZEBECK**  
President  
Fingerhut Financial Services Corporation

MC 016



**Board of Directors Meeting - Directors' Attendance**

**June 29, 1996**

	<u>Present</u>		<u>Absent</u>
	<u>In Person</u>	<u>Telephone</u>	
Joseph W. Saunders, Chairman	<u>✓</u>	<u>      </u>	<u>      </u>
Paul Ribourdouille, Vice Chairman	<u>✓</u>	<u>      </u>	<u>      </u>
Patrick J. Boylan	<u>✓</u>	<u>      </u>	<u>      </u>
Charles M. Cawley	<u>      </u>	<u>      </u>	<u>✓</u>
Richard D. Field	<u>✓</u>	<u>      </u>	<u>      </u>
Paul R. Garcia	<u>✓</u>	<u>      </u>	<u>      </u>
Richard A. Greenawalt	<u>✓</u>	<u>      </u>	<u>      </u>
Ernesto E. Grether	<u>✓</u>	<u>      </u>	<u>      </u>
Peter Hoch	<u>✓</u>	<u>      </u>	<u>      </u>
Jean-Pierre Ledru	<u>✓</u>	<u>      </u>	<u>      </u>
Loy, Hean Heong	<u>✓</u>	<u>      </u>	<u>      </u>
Michel Lucas	<u>✓</u>	<u>      </u>	<u>      </u>
Martin G. McGuinn	<u>✓</u>	<u>      </u>	<u>      </u>
Marcos Martinez	<u>✓</u>	<u>      </u>	<u>      </u>
Dudley M. Nigg	<u>✓</u>	<u>      </u>	<u>      </u>
David R. Nissen	<u>✓</u>	<u>      </u>	<u>      </u>

MCO/7

**Board of Directors Meeting - Directors' Attendance**  
**June 29, 1996**

	Present		Absent
	In Person	Telephone	
Moo Young Oh	✓		
Kurt Richolt	✓		
Ronald G. Rogers	✓		
Norman J. Tice	✓		
Takeshi Tsujino	✓		
Owen van der Wall			X
Stephen E. Wall	✓		
Charles R. Walsh	✓		
Noel T. Webb	✓		
Mark H. Wright	✓		
Zhou, Xiaochuan	✓		
Arthur B. Ziegler	✓		
<u>MasterCard:</u>			
H. Eugene Lockhart	✓		

  
 Name

  
 Date

MCO18

**U.S. Region Board of Directors Meeting -- Directors' Attendance  
June 28, 1996**

	<u>Present</u>		<u>Absent</u>
	<u>Telephone</u>	<u>In Person</u>	
Richard D. Field, Chairman Bank of New York	_____	_____ ✓	_____
Barbara J. Brady-Smith Wells Fargo Bank	_____	_____ ✓	_____
John R. Cochran MBNA America Bank, N.A.	_____	_____ ✓	_____
Richard D. Fairbank Capital One Financial Corp.	_____	_____ ✓	_____
Paul R. Garcia First Data Corporation	_____	_____ ✓	_____
Richard A. Greenawalt Advanta National Bank USA	_____	_____ ✓	_____
Richard C. Hartnack Union Bank of California	_____	_____ ✓	_____
L. Phillip Humann SunTrust Banks Inc.	_____	_____	_____ ✓
David K. Hunt AT&T Universal Card Services Corp	_____	_____ ✓	_____
Thomas P. Johnson, Jr. Boatmen's Bancshares, Inc.	_____	_____ ✓	_____
Malcolm S. McDonald Signet Banking Corporation	_____	_____ ✓	_____
Martin G. McGuinn Mellon Bank	_____	_____ ✓	_____
Shailesh J Mehta Providian Corporation	_____	_____ ✓	_____

MC019



	Present		Absent
	Telephone	In Person	
Maribeth S. Rahe Harris Bank	_____	_____ / _____	_____
Joseph W. Saunders Household Credit Services, Inc	_____	_____ / _____	_____
Michael D. Schauer GE Capital	_____	_____ / _____	_____
Michael J. Schmitz Firststar Bank Milwaukee, N.A.	_____	_____ / _____	_____
Stephen E. Wall KeyCorp	_____	_____ / _____	_____
Charles R. Walsh Chase Manhattan Bank	_____	_____ / _____	_____
Robert B. Willumstad Commercial Credit Corp.	_____	_____ / _____	_____
Mark H. Wright USAA Federal Savings Bank	_____	_____ / _____	_____
Ronald N. Zebeck Fingerhut Financial Services Corporation	_____	_____ / _____	_____

MasterCard

Alan J. Heuer President, U.S. Region	_____	_____ / _____	_____
H. Eugene Lockhart President & Chief Executive Officer	_____	_____ / _____	_____

Secretary (or Attendance Tracker) Name: ~~Noah J. Harft~~ M. J. Tomlin  
 Signature: MJ Tomlin  
 Date: 6/28/96

MC020