

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NEW YORK**

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UNITED STATES OF AMERICA,)		
STATE OF CONNECTICUT,)		
STATE OF IOWA,)		
STATE OF MARYLAND,)		
STATE OF MICHIGAN,)		
STATE OF MISSOURI,)		Civil Action
STATE OF OHIO, and)		No. CV-10-4496
STATE OF TEXAS,)		
)		
Plaintiffs,)		(Garaufis, J.)
)		(Pollak, M.J.)
v.)		
)		
AMERICAN EXPRESS COMPANY,)		
AMERICAN EXPRESS TRAVEL)		
RELATED SERVICES COMPANY, INC.,)		
MASTERCARD INTERNATIONAL)		
INCORPORATED, and VISA INC.,)		
)		
Defendants.)		
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STIPULATION

It is stipulated by and between MasterCard International Incorporated (“MasterCard”), Visa Inc. (“Visa”), the United States, and the States of Connecticut, Iowa, Maryland, Michigan, Missouri, Ohio, and Texas (collectively the “Stipulating Parties”), by their respective attorneys, that:

1. The Court has jurisdiction over the subject matter of this action and over MasterCard and Visa, and venue of this action is proper in the United States District Court for the Eastern District of New York.

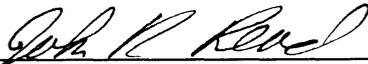
2. The Stipulating Parties stipulate that a Final Judgment in the form attached hereto as Exhibit A may be filed with and entered by the Court, upon the motion of any Stipulating Party or upon the Court's own motion, at any time after compliance with the requirements of the Antitrust Procedures and Penalties Act (15 U.S.C. § 16), and without further notice to any Stipulating Party or other proceedings, provided that the United States has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on MasterCard and Visa and by filing that notice with the Court. Defendants MasterCard and Visa agree to arrange, at their expense, publication as quickly as possible of the newspaper notices required by the APPA. The publication shall be arranged no later than five (5) calendar days after they receive from the United States the text of the notices and the identity of the newspapers within which the publication shall be made. Defendants MasterCard and Visa shall promptly send to the United States (1) confirmation that publication of the newspaper notices has been arranged, and (2) the certification of the publication prepared by the newspapers within which the notices were published.

3. Defendants MasterCard and Visa shall abide by and comply with the provisions of the proposed Final Judgment, pending the Judgment's entry by the Court, or until expiration of time for all appeals of any Court ruling declining entry of the proposed Final Judgment, and shall, from the date of the signing of this Stipulation by the Stipulating Parties, comply with all the terms and provisions of the proposed Final Judgment as though the same were in full force and effect as an order of the Court.

4. This Stipulation shall apply with equal force and effect to any amended proposed Final Judgment agreed upon in writing by the Stipulating Parties and submitted to the Court.

5. In the event (1) the United States has withdrawn its consent, as provided in Paragraph 2 above, or (2) the proposed Final Judgment is not entered pursuant to this Stipulation, the time has expired for all appeals of any Court ruling declining entry of the proposed Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and provisions of the proposed Final Judgment, then the Stipulating Parties are released from all further obligations under this Stipulation, and the making of this Stipulation shall be without prejudice to any Stipulating Party in this or any other proceeding.

FOR PLAINTIFF
UNITED STATES OF AMERICA



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Dated: October 1, 2010

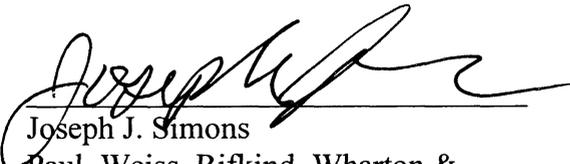
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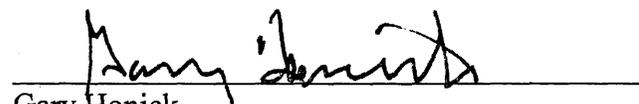
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A handwritten signature in black ink that reads "Chris Koster". The signature is fluid and cursive, with a long horizontal stroke at the end.

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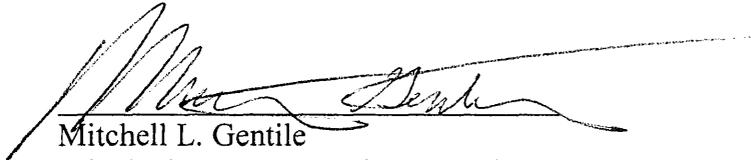
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