

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

-----X		
IN RE	:	<b>MASTER FILE NO.</b>
	:	<b>CV-96-5238</b>
VISA CHECK/MASTERMONEY ANTITRUST	:	<b>(Gleeson, J.) (Orenstein, M.J.)</b>
LITIGATION	:	
-----X		
This Document Relates To:	:	<b>ORDER TO</b>
All Actions	:	<b>SHOW CAUSE</b>
	:	
-----X		

In an application filed on October 6, 2009, Wells Fargo Retail Finance II, LLC (“WFRF”) seeks an order: (i) recognizing that WFRF is lawfully entitled to receive all of the class action settlement proceeds due to certain class members; (ii) permitting WFRF to participate in the class action settlement as a timely filer, on behalf of those members, with respect to seeking future distributions from the settlement fund; (iii) directing Lead Counsel and the Claims Administrator to provide WFRF with all information requested by WFRF about third parties who may have received prior distributions from the settlement fund, or may now be seeking future distributions from the fund; (iv) directing Lead Counsel and the Claims Administrator to provide WFRF with all information requested by WFRF with respect to the processing of WFRF’s late-filed claims, including, without limitation, the dollar value of the settlement proceeds to which each of the class members at issue will be entitled; and (v) ordering the Claims Administrator to pay all of the proceeds from the settlement fund to which the class members at issue would otherwise be entitled, to WFRF, as the senior secured creditor of, and attorney-in-fact for, each of the subject class members.

Lead counsel is directed to respond in writing to WFRF’s application on or before October 30, 2009, and any class member opposing the application shall file its objection on or

before the same deadline. WFRF's reply papers, if any, are due on November 6, 2009. Lead counsel shall post WFRF's moving papers and a copy of this order on the case website and on Lead Counsel's website. Oral Argument on WFRF's application shall be held in Courtroom 6C South on Friday, November 13, 2009 at 10:30 AM.

So ordered.

John Gleeson, U.S.D.J.

Dated: October 8, 2009  
Brooklyn, NY