

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

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IN RE: :
 :
VISA CHECK/MASTERMONEY :
ANTITRUST LITIGATION :
This Document Relates To :
 :
ALL ACTIONS :
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MASTER FILE NO. CV-96-5238

(Gleeson, J.) (Orenstein, M. J.)

DECLARATION OF PATRICK M. PASSARELLA OF THE GARDEN CITY GROUP, INC.

I, PATRICK M. PASSARELLA, declare as follows:

1. I am an Assistant Vice President, Operations for The Garden City Group, Inc. (“GCG”), the Class Notice and Claims Administrator approved by the Court in this action. Lead Counsel for Plaintiffs and the class have asked me to give an account of GCG’s involvement with U.S. Government claims.

2. On or about November 16, 2005, Lead Counsel for Plaintiffs requested that GCG search the Visa Transaction Database (“database”) to identify potential government entity name and address records. Lead Counsel for Plaintiffs made GCG aware that there is a statute which provides that the Department of Justice has sole discretion to represent the federal government in the courts; therefore, no federal government agency or entity may be a class member of a private litigation if it is not represented by the U.S. Attorney General and/or Department of Justice. On that same date, Lead Counsel for Plaintiffs further instructed GCG to exclude from a December 19, 2005 distribution for which it was preparing all claims that were, or appeared to be, from U.S. Government entities.

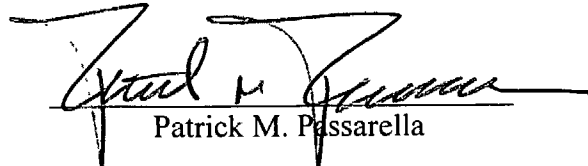
3. Information in the database is organized on a store location level, and GCG did not have merchant identification numbers and other necessary data to isolate potential federal government entities. GCG's Quality Assurance department searched two government websites that each list U.S. Government agencies, <http://www.firstgov.gov> and <http://www.lib.lsu.edu/gov/tree> and located hundreds of phrases that could correspond to relevant government entities. GCG ran these terms against the December 19, 2005 distribution list and located 81 potential federal government claims. These were flagged for exclusion from the December 19, 2005 distribution. In addition to the claims excluded from the distribution, GCG used the hundreds of phrases to locate another 329 name and address records in the transactional database and flagged them as potential federal government entities.

4. On January 27, 2006, Lead Counsel for Plaintiffs forwarded consolidated claims from 12 federal government agencies (which included data for hundreds of individual locations) to GCG. GCG searched for and flagged 601 claims corresponding to these locations.

5. On February 13, 2006, GCG and Lead Counsel for Plaintiffs participated in a conference call to discuss the status of the administration. During this call, GCG was instructed by Lead Counsel for Plaintiffs to discontinue looking for potential U.S. Government entity claims until a decision is reached by the Court.

I hereby declare, pursuant to the penalties of perjury, that the foregoing is true and correct, based upon my personal knowledge.

April 19, 2006


Patrick M. Passarella