

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

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IN RE	:	MASTER FILE NO.
	:	CV-06-5238
VISA CHECK/MASTERMONEY ANTITRUST	:	(Gleeson, K.) (Mann, M.J.)
LITIGATION	:	
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This Document Relates to:	:	
All Actions	:	
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DECLARATION OF HOWARD YELLEN

I, Howard Yellen, hereby declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the following is true and correct:

1. I am the Founder and CEO of Spectrum Settlement Recovery LLC ("Spectrum"), which I founded in 2003. As such, I am personally familiar with the matters set forth herein. I submit this Declaration in opposition to Lead Counsel's request to enjoin Spectrum and set aside its contracts.

2. Spectrum is one of the nation's largest claim filing and fund recovery services for commercial and securities class-action settlements.

3. I am also the Founder and CEO of a similar company, Settlement Recovery Center ("SRC"). Between 2003 and 2004, SRC filed claims for businesses worth tens of millions of dollars in various antitrust settlements with Microsoft.

4. Prior to founding Spectrum and SRC, I was a practicing attorney with Orrick, Herrington & Sutcliffe, a major San Francisco-based law firm.

5. The claim filing and fund recovery business has grown in recent years, in response to a number of large class action settlements that come with complicated claims processes.

6. Most businesses have neither the technical expertise nor the time to devote corporate personnel to obtain and sift through corporate records needed to properly support a claim for such settlements.

7. Spectrum often increases participation rates in such settlements by generating corporate interest in submitting claims. It does this by managing the claims filing process for the customer.

8. Spectrum's customers have in effect outsourced to Spectrum the package of work required to submit a solid claim, or where appropriate, a solid challenge to the estimate from the Claims Administrator.

9. Spectrum's work includes compiling and analyzing transaction data for the applicable claim period, testing the data to determine the maximum claim amount, preparing the claim, filing the claim and monitoring the claim with the claims administrator through to the final payout.

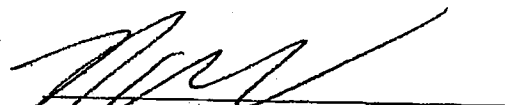
10. Because Spectrum is paid on a contingent fee basis, there are no up-front costs to Spectrum's customers.

11. To date, more than five hundred members of the merchant class -- many of them in the Fortune 500 -- have contracted to use Spectrum's services to guide them through this claims process. Our customers include Barnes & Noble, Inc. and Enterprise Rent-A-Car. A number of trade associations, such as Society of American Florists and the Asian American Hotel Owners Association, have also agreed to market Spectrum's services to their members.

12. Attached as Exhibit A is the current form of the service agreement that Spectrum would propose to a merchant with a potential claim in the Visa/MasterCard

settlement process. This form is not the exact agreement in effect with each customer, as we will individually negotiate with each customer to accommodate their specific needs. However, many of our service agreements currently in effect are similar to this form, and many contain the same or nearly identical choice of law and arbitration clauses.

Dated: San Francisco, California
September 26, 2005



HOWARD YELLEN