

EXHIBIT

A

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

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IN RE :

VISA CHECK/MASTERMONEY :
ANTITRUST LITIGATION :

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This Document Relates To: :
All Actions :

MASTER FILE NO.
CV-96-5238
(Gleeson, J.) (Orenstein, M.J.)

AFFIDAVIT OF
KEVIN J. ARQUIT

STATE OF NEW YORK)
: ss.
COUNTY OF NEW YORK)

1. I am a member of the firm of Simpson Thacher & Bartlett LLP, one of the attorneys for Defendant MasterCard International Incorporated ("MasterCard") in the above-captioned matter. I submit this affidavit in support of the application of the Department of Justice that the Government Merchants (other than the United States Postal Service) should be able to participate in the distribution of the net settlement funds.

2. I was the lead negotiator for MasterCard in the settlement negotiations between MasterCard and Plaintiff Class that resulted in the June 4, 2003 Settlement Agreement.

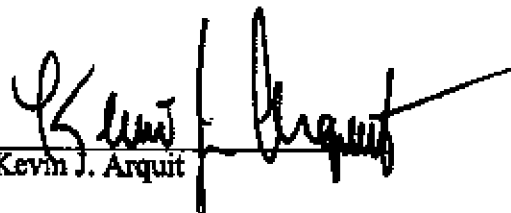
3. MasterCard's intent throughout the settlement negotiations was to achieve a full and final resolution of all claims and controversies arising from the allegations made in the instant matter by the Plaintiff Class.

4. In order to achieve its goal of a full and final resolution of all claims and controversies against MasterCard, MasterCard relied upon the opt-out list and opt-out letters provided to MasterCard to know the identity of those who were and were not included in the

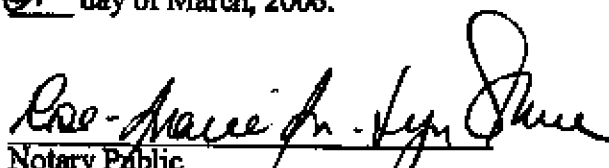
Plaintiff Class. On information and belief, other than the United States Postal Service, no other Government Merchant was included on the opt-out list.

5. I have no recollection of ever learning of the November 14, 2002 letter from the United States Department of Justice Civil Division to Lloyd Constantine ("DOJ Letter") before or during the settlement negotiations or being told by Lead Counsel during our negotiations that Government Merchants were not included in the Plaintiff Class.

6. In negotiating the amount of consideration to be paid by MasterCard under the Settlement Agreement, MasterCard relied on the opt-out list to evaluate its potential exposure if the case was not settled amicably. On information and belief, the Plaintiff Class included the Government Merchant transactions in its damages calculations and that was what MasterCard had to weigh against making any settlement payment when considering whether to settle the action and, if so, at what amount.


Kevin J. Arquit

Subscribed and sworn to before me this
21st day of March, 2006.


Notary Public

ROSE MARIE M. LYN SHUE
NOTARY PUBLIC, State of New York
No. 011,168,719
Qualified in Queens County
Commission Expires March 31, 2007