

EXHIBIT

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

IN RE

VISA CHECK/MASTERMONEY
ANTITRUST LITIGATION

This Document Relates To:
All Actions

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

AFFIDAVIT OF
WESLEY R. POWELL

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

1. I am a partner in the New York office of Hunton & Williams LLP. I was previously at the firm of Clifford Chance LLP where I was one of the attorneys representing Defendant MasterCard International Incorporated ("MasterCard") in the above-captioned matter.


2. As counsel for MasterCard in the above-referenced action, I was one of the lawyers with principal responsibility for the Class notice and opt-out process.

3. MasterCard and co-Defendant Visa U.S.A. Inc. ("Visa") received the complete list of opt-outs from the class and a copy of all opt-out letters from the Class Claims Administrator, The Garden City Group, Inc. ("Garden City"). I recall that the United States Postal Service ("USPS") opted out of the Class and was included on the opt-out list.

4. I do not recall seeing the November 14, 2002 letter from the United States Department of Justice Civil Division to Lloyd Constantine ("DOJ Letter") prior to being provided a copy in connection with the Department of Justice's application to have Government Merchants included in the Plaintiff Class.

5. Throughout the above-referenced litigation (including the settlement negotiations), it was my understanding that the United States government merchant entities were


members of the Class action for all purposes, including settlement, with the exception of the USPS which had opted-out of the Class.


Wesley R. Powell

Subscribed and sworn to before me this

20th day of March, 2006.

NICHELLE KASS
Notary Public, State of New York
No. 31-01KAS080053
Qualified in New York County
Commission Expires 10/25/06



Notary Public