

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

IN RE	:	MASTER FILE NO.
	:	CV-96-5238
VISA CHECK/MASTERMONEY	:	(Gleeson, J.) (Orenstein, M.J.)
ANTITRUST LITIGATION	:	
	:	
This Document Relates to: All Actions	:	

DECLARATION OF ROBERT TOWNE

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I. Robert Towne, declare as follows:

1. I am a Senior Vice President in Interchange Strategy for Visa U.S.A. Inc. (“Visa”) and have been employed at Visa since February 1996. My responsibilities include negotiating contracts with merchants that specify the terms on which merchants will accept Visa-branded payment cards.

2. At the time Visa settled with the certified class in *re Visa Check/Mastermoney Antitrust Litigation*, Master file No. CV-96-5238 (hereinafter the “*Wal-Mart*” case), I was aware that the United States Postal Service (“USPS”) was among the large merchants who had opted out of the class. I understood that the fact that the USPS had opted out of the class meant that it could pursue its own legal claims separately and that these claims were not settled as part of the settlement with the class.

3. In July 2003, I engaged in discussions with the USPS concerning an agreement that would (1) specify the terms on which the USPS would continue to accept Visa-and Interlink-branded payment cards, and (2) resolve any potential claim between the USPS and Visa concerning the subject matter of the *Wal-Mart* lawsuit by having the USPS release any such claims. Shortly thereafter, Visa entered such an agreement with the USPS.

4. Within the past several months, I have learned that there is an issue concerning whether United States government merchants other than the USPS are included in the *Wal-Mart* class and may participate in the distribution of settlement funds. Prior to that time, I had never been advised that any United States government merchants

other than the USPS had opted out of the class. In fact, it was my understanding that the USPS was the only U.S. government merchant that had opted out of the class. For this reason, neither I nor my colleagues in the Merchant Relations group at Visa made any attempt to contact United States government merchants other than the USPS about obtaining for Visa a release of the kinds of antitrust claims alleged in the *Wal-Mart* case.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that this declaration was signed at Foster City, California on March 20, 2006.


