

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

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IN RE:	:	MASTER FILE NO. CV-96-5238
	:	
VISA CHECK/MASTERMONEY	:	(Gleeson, J.) (Orenstein, M. J.)
ANTITRUST LITIGATION	:	
This Document Relates To	:	
	:	
ALL ACTIONS	:	
-----X	:	

DECLARATION OF AMY N. ROTH

I, Amy N. Roth, declare as follows under penalty of perjury pursuant to 28 U.S.C. § 1746 that the following is true and correct:

1. I am an attorney with the law firm of Constantine Cannon, P. C., which is Lead Counsel for the class of merchants in the above-captioned action. I submit this declaration as part of Lead Counsel’s submission regarding the request of the United States to be allowed to participate in the distribution of the settlement funds in this action.

2. In September of 2005, it came to my attention that Walter Alesevich, an attorney with the United States Postal Service (“USPS”), had contacted Robert Begleiter of Constantine Cannon with regard to claim forms that individual USPS locations had received. My understanding was that USPS had excluded itself from the merchant class but was nonetheless receiving claim forms. Accordingly, Lead Counsel directed the claims administrator for this case, The Garden City Group, Inc. (“GCG”), to put safeguards in place to ensure that no claims submitted by USPS outlets would be paid. On September 28, 2005, I wrote a letter to Mr. Alesevich to apologize and assure him that no USPS claims would be paid.

3. Mr. Alesevich responded to my letter with an email (attached hereto as Exhibit A) pointing out that the error had caused “extensive disruption and anxiety” to USPS’ “thousands of

offices.” He asked how Lead Counsel planned to address the “wrongful transmission” of the claim forms. In consultation with GCG, Lead Counsel determined that in addition to screening out any incoming claim forms from USPS outlets, it could also affirmatively send a letter to these locations directing USPS officials to disregard any claim forms. This solution was deemed acceptable by Walter Alesevich.

4. On September 29, 2005, language was drafted by Lead Counsel and approved by the USPS. Immediately thereafter, GCG sent a letter (attached hereto as Exhibit B) to USPS retail locations. It stated:

Dear Postal Service Official, You may have received a claim form for the Visa Check/MasterMoney Antitrust Litigation. Please disregard this claim form as it was erroneously sent to you. The United States Post Office has excluded itself from the class in this case. Accordingly, you should not complete the form and/or return it to the Claims Administrator. If you do return the form, it will not be processed by the claims administrator. We apologize for any inconvenience it may have caused you or your staff.

5. The transactional data provided by Visa for the distribution was broken down to the store location level. Accordingly, it was difficult (and in many cases, impossible) to identify a merchant's individual locations without additional information from that merchant. Merchants with multiple locations were asked to provide additional data, including a list of all of the merchant's stores, store addresses, and card acceptor ID numbers (also known as merchant IDs) that Visa has assigned to the merchant or the merchant's individual locations. With additional data, GCG is able to identify a merchant's records in the database and consolidate the records into a single claim form.

6. Prior to the mailing of claim forms, Lead Counsel contacted a number of large trade associations, including the National Retail Federation (“NRF”), the Food Marketing Institute (“FMI”), and the National Grocers Association (“NGA”) and asked that they

communicate with their members about the consolidation process and the data needed from merchants to consolidate their claims. Lead Counsel contacted these trade associations in the Fall of 2004 and again in March 2005.

7. After the mailing of the claim forms, Lead Counsel again reached out to merchants regarding the consolidation process. On September 19, 2005, a merchant advisory (attached hereto as Exhibit C) was released in English and Spanish informing merchants of the consolidation process:

Merchants that are a chain or own or operate multiple stores may find that claim forms have been sent to their individual stores. Merchants who receive more than one claim form can have them consolidated into one claim to insure that the merchant receives one check from the settlement fund. Merchants who receive multiple claim forms and want to consolidate them should alert their stores that any claim forms received by the stores should be sent to a central location, such as corporate headquarters. Merchants should then follow the instructions on the claim form or case website to consolidate their claim.

Both versions were posted on the claims distribution website, the Constantine Cannon website, and the appropriate national newswires.

8. On October 12, 2005, a merchant advisory (attached hereto as Exhibit D) was released in English and Spanish informing merchants of the extension of time to submit claim forms or challenge estimated cash payments. It also included information on consolidation. Both versions were posted on the claims distribution website, the Constantine Cannon website, and the appropriate national newswires. Copies were also forwarded to 13 trade associations, including the NRF, FMI, NGA, and other trade association members of the Merchants Payments Coalition ("MPC"), for distribution to their members.

9. On October 14, 2005, Lead Counsel offered to conduct presentations regarding the claims process, including the consolidation process, to MPC merchant members. During the Fall of 2005, nine in-person or teleconference presentations were made, reaching hundreds of

merchants. Jeffrey Shinder of my firm also attended the National Association of Convenience Stores annual convention, where he provided information about the claims distribution and consolidation process to merchants.

10. To my knowledge, the United States Government did not provide consolidation data that would allow Lead Counsel and GCG to identify U.S. retail locations in the Visa transactional database until January 27, 2006.

Dated: Washington, DC
April 20, 2006


Amy N. Roth

EXHIBIT A

Roth, Amy

From: Alesevich, Walter C - Washington, DC [walter.c.alesevich@usps.gov]
Sent: Wednesday, September 28, 2005 11:07 AM
To: Roth, Amy
Cc: Cooper, Richard T - Washington, DC
Subject: VISA Check/Master Money Antitrust Litigation

Amy--

Thank you for your letter apologizing for any inconvenience concerning the sending of claims form to individual Postal Service retail locations, which should not have been sent as the Postal Service has opted out of the class. However, this error has caused extensive disruption and anxiety to our numerous thousands of offices. Over the past several days, both our law department and management have been confronted with addressing numerous inquiries from those retail offices about whether or not to complete the form, including whether the process constitutes a scam. According to your letter, you have "put safeguards in place to ensure that no claims submitted by USPS outlets will be paid." This is reminiscent of closing the barn door after the horse has escaped. Apart from your assertion about putting safeguards into place relating to payment of claims, how do you plan to address the wrongful transmission of the claim forms in the first place?

I anxiously await your reply.

Walter C. Alesevich

Attorney, Banking and Finance Law

475 L'Enfant Plaza, S.W.

Room 6326

Washington, DC 20260-1135

Tel: (202) 268-3016

Fax: (202) 268-4997

email: walter.c.alesevich@usps.com

EXHIBIT B

**In Re Visa Check/MasterMoney
Antitrust Litigation
Class Administrator
PO Box 9000-6014
Merrick, NY 11566-9000**

September 30, 2005

Re: In re Visa Check MasterMoney Antitrust Litigation

Dear Postal Service Official,

You may have received a claim form for the Visa Check/MasterMoney Antitrust Litigation. Please disregard this claim form as it was erroneously sent to you. The United States Post Office has excluded itself from the class in this case. Accordingly, you should not complete the form and/or return it to the Claims Administrator. If you do return the form, it will not be processed by the Claims Administrator.

We apologize for any inconvenience it may have caused you or your staff.

Regards,

Claims Administrator

EXHIBIT C

Merchant Advisory on Mailing of Claim Forms for the Distribution of Visa Check/MasterMoney Antitrust Litigation Settlement Fund

New York City, September 19, 2005 —The law firm of Constantine Cannon today released the following Advisory to merchants involved in the Visa Check/MasterMoney Antitrust Litigation:

Dear Merchant,

This law firm, Constantine Cannon, is lead counsel for United States merchants in the case called *Visa Check/MasterMoney Antitrust Litigation*, CV 96-5238.

The settlement in the Visa Check/MasterMoney Antitrust Litigation, which provides \$3.383 billion in compensatory relief and an injunction valued by the court in the range of \$25-\$87 billion to U.S. merchants and consumers over the next decade, became final on May 31, 2005.

Claim forms are now being sent to the millions of merchants who are members of the class so that they may receive a cash payment from the settlement fund. Merchants are class members if they accepted Visa and MasterCard between October 25, 1992 and June 21, 2003. All claim forms will be mailed by September 29, 2005. Class members who do not receive a claim form by October should contact the claims administrator by phone, mail, or email at:

1-888-641-4437 (toll-free)
admin@inrevisacheckmastermoneyantitrustlitigation.com
In Re Visa Check/MasterMoney Antitrust Litigation
Claims Administrator
PO Box 9000 #6014
Merrick, NY 11566-9000

The claims process has been simplified to make it as easy as possible for all merchants. Free help is available by calling the toll-free helpline, 1-888-641-4437, or visiting the case website, [ww.inrevisacheckmastermoneyantitrustlitigation.com](http://www.inrevisacheckmastermoneyantitrustlitigation.com).

Merchants that are a chain or own or operate multiple stores may find that claim forms have been sent to their individual stores. Merchants who receive more than one claim form can have them consolidated into one claim to insure that the merchant receives one check from the settlement fund. Merchants who receive multiple claim forms and want to consolidate them should alert their stores that any claim forms received by the stores should be sent to a central location, such as corporate headquarters. Merchants should then follow the instructions on the claim form or case website to consolidate their claim.

Assistance with consolidation and or any other aspect of the claims process is available by calling 1-888-641-4437 or visiting the case website at www.inrevisacheckmastermoneyantitrustlitigation.com.

Copies of this Advisory and the entire Plan of Allocation can be obtained at the following websites:

<http://www.inrevisacheckmastermoneyantitrustlitigation.com> (case website)

<http://www.constantinecannon.com> (Constantine Cannon website)

<http://www.fmi.org> (Food Marketing Institute website)

<http://www.nrf.com> (National Retail Federation website)

<http://www.retail-leaders.org> (Retail Industry Leaders Association website)

Sincerely,

CONSTANTINE CANNON

Lead Counsel for the Class

Counsel@www.InReVisaCheckMasterMoneyAntitrustLitigation.com

212-350-2799

EXHIBIT D

Class members who received a claim form with an estimated cash payment now have until December 28, 2005 to submit their claim form or to challenge their estimated cash payment amount.

Class members that meet the following criteria have the same 90 days to submit claim forms that require additional information: (1) class members who received a claim form without an estimate, (2) class members who accepted PIN debit during the class period, and (3) class members who have multiple locations and wish to consolidate claim forms.

The following merchant advisory includes additional details.

Merchant Advisory on Extension of Time to 90 Days to Submit Claim Forms or Challenge Estimated Cash Payments for the Distribution of the Visa Check/MasterMoney Antitrust Litigation Settlement Fund

New York City, October 12, 2005 —The law firm of Constantine Cannon today released the following Advisory to merchants involved in the Visa Check/MasterMoney Antitrust Litigation:

Dear Merchant,

This law firm, Constantine Cannon, is lead counsel for United States merchants in the case called *Visa Check/MasterMoney Antitrust Litigation*, CV 96-5238.

The settlement in the Visa Check/MasterMoney Antitrust Litigation, which provides \$3.383 billion in compensatory relief and an injunction valued by the court in the range of \$25-\$87 billion to U.S. merchants and consumers over the next decade, became final on May 31, 2005.

Claim forms have now been sent to the millions of merchants who are members of the class so that they may receive a cash payment from the settlement fund. Merchants are class members if they accepted Visa and MasterCard transactions at any time between October 25, 1992 and June 21, 2003.

At the request of lead counsel, the judge overseeing the settlement has extended the time for class members to challenge or accept their estimated cash payment and submit claim forms to 90 days. Class members who received a claim form with an estimated cash payment (VM1) now have until December 28, 2005 to submit their claim form or to challenge their estimated cash payment amount.

Class members who consolidate their claim form after receiving multiple claim forms at individual store locations or who claim an additional cash payment based upon their acceptance of PIN debit will receive a revised claim form. Class members that receive a revised claim form will have 90 days from the mailing of the revised form to submit their claim form or to challenge their estimated cash payment.

Merchants that are a chain or own or operate multiple stores may find that claim forms have been sent to their individual stores. Merchants who receive more than one claim form can have them consolidated into fewer or one claim to insure that the merchant receives one check from the settlement fund. Merchants who receive multiple claim forms and want to consolidate them should alert their stores that any claim forms received by the stores should be sent to a central location, such as corporate headquarters. Merchants should then follow the instructions on the claim form or case website to consolidate their claim.

Merchants that receive both a claim form with an estimated cash payment (VM1) and a claim form that does not contain an estimated cash payment (VM2) should disregard the VM2 claim form and complete the VM1 claim form.

Assistance with consolidation and or any other aspect of the claims process is available by calling 1-888-641-4437 or visiting the case website at www.inrevisacheckmastermoneyantitrustlitigation.com.

Copies of this Advisory and the entire Plan of Allocation can be obtained at the following websites:

<http://www.inrevisacheckmastermoneyantitrustlitigation.com> (case website)

<http://www.constantinecannon.com> (Constantine Cannon website)

<http://www.fmi.org> (Food Marketing Institute website)

<http://www.nrf.com> (National Retail Federation website)

<http://www.retail-leaders.org> (Retail Industry Leaders Association website)

Sincerely,

CONSTANTINE CANNON

Lead Counsel for the Class

Counsel@www.InReVisacheckMastermoneyAntitrustLitigation.com

212-350-2799