

## **Exhibit 1**

# HellerEhrman<sub>LLP</sub>

April 13, 2006

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*Via Facsimile*

13057.0089

Amy Roth, Esq.  
Constantine Cannon, P.C.  
1627 Eye Street, NW, 10<sup>th</sup> Floor  
Washington, DC 20006

**Re: Visa Check/Master Money Antitrust Litigation  
Master File CV-96-5238 USDC, Eastern District of New York - USPS**

Dear Amy:

Following on our conversation of this morning, I enclose a copy of the Visa/USPS Debit Card Acceptance Agreement which includes the release. Of course, we have redacted the business terms of the deal, which are competitively sensitive. We have marked the document "Confidential" pursuant to the terms of the Wal-Mart Protective Order. As we discussed, without conceding the relevance of the information, Visa is exploring whether it would be willing to share (on a confidential basis), more information about the Agreement – specifically whether the agreement is forward-looking only, or contains a backward-looking relief too – for the purpose of your briefing the issue of the U.S. Government's participation in the distribution of Wal-Mart settlement funds. Please do not hesitate to contact me if you have any questions regarding this.

Very truly yours,

  
David C. Brownstein

cc: Alan Grunes, Esq.  
Maurice Stucke, Esq.  
Joe Tringali, Esq.  
Alex Miller, Esq.

### VISA DEBIT CARD ACCEPTANCE AGREEMENT

**Effective Date:** The later of full execution by both parties or the first day of the Term ("Effective Date")

**Term of Agreement:** REDACTED

**Visa Contact:** Armen Khachadourian  
**Visa Phone Number:** (650) 432-2902  
**Visa Facsimile Number:** (650) 432-2910

**USPS Contact:** Elizabeth M. Schafer  
**USPS Phone Number:** (202) 268-8135  
**USPS Facsimile Number:** (202) 268-7742

This Agreement (the "Agreement") is between VISA USA INC. ("Visa"), with its principal place of business at 900 Metro Center Boulevard, Foster City, CA 94404 (mailing address P.O. Box 8999, San Francisco, CA 94128-8999) on the one hand and UNITED STATES POSTAL SERVICE (hereinafter "USPS"), with its principal place of business at 475 L'Enfant Plaza SW, Washington, DC 20260 on the other.


In consideration of the mutual covenants and conditions set forth herein and in Exhibits A, B, and C hereto, all of which are incorporated herein by reference, Visa and USPS agree as follows:

Subject to the terms and conditions specified in Exhibit A hereto, Visa shall perform the obligations specified in Exhibit B hereto and USPS shall perform the obligations specified in Exhibit C hereto.

VISA U.S.A. INC.  
("Visa")

UNITED STATES POSTAL SERVICE  
("USPS")

By: 

By: 

Name: William M. Sheedy

Name: Robert J. Pedersen

Title: Executive Vice President

Title: Vice President, Treasurer

Date: 7/22/03

Date: 7/24/03

Highly Confidential--  
Outside Counsel Eyes Only

Law Department Approval \_\_\_\_\_

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**EXHIBIT A**  
**GENERAL TERMS AND CONDITIONS**

**REDACTED**

**REDACTED**

**REDACTED**

**End of Exhibit A**

**EXHIBIT B  
VISA'S OBLIGATIONS**

**REDACTED**

**End of Exhibit B**

**EXHIBIT C  
USPS' OBLIGATIONS**

**REDACTED**

- D. USPS hereby waives any and all claims it may have against Visa, Visa International Service Association or members of either of those associations, under any state of federal antitrust laws related to any claims alleged in the Consolidated Class Action Complaint filed in *In re Visa Check/MasterMoney Antitrust Litigation*, No. CV-96-5283.**

**End of Exhibit C**