

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

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IN RE	:	<b>MASTER FILE NO.</b>
	:	<b>96-CV-5238</b>
VISA CHECK/MASTERMONEY ANTITRUST	:	<b>(Gleeson, J.) (Orenstein, M.J.)</b>
LITIGATION	:	
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This Document Relates To:	:	<b>ORDER</b>
All Actions	:	
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**ORDER APPROVING RESIDUAL DISTRIBUTION**

By letter dated October 9, 2009, and in accordance with Sections 10 and 12 of the Amended Plan of Allocation, Lead Counsel requested that I approve a proposed distribution of \$1,092,678,783 from the settlement funds to class members who are eligible under the plan to participate in the distribution.

I approve the Residual Distribution proposal outlined in the letter of October 9, 2009. Accordingly:

- (1) With the exception outlined in footnote 1 to the October 9, 2009 letter, only class members that received and cashed checks for claims other than those grossed-up to \$12 are eligible to participate in the Residual Distribution;
- (2) Lead Counsel may reserve \$74.4 million for costs, fees, and claims-related issues; and
- (3) Lead Counsel’s request to make a Residual Distribution totaling \$1,092,678,783 is hereby approved.

So ordered.

John Gleeson, U.S.D.J.

Dated: November 6, 2009  
Brooklyn, NY