

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

NOT FOR PUBLICATION

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IN RE	:	MASTER FILE NO.
	:	CV-96-5238
VISA CHECK/MASTERMONEY ANTITRUST	:	(Gleeson, J.) (Orenstein, M.J.)
LITIGATION	:	
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This Document Relates To:	:	ORDER
All Actions	:	
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Lead Counsel’s September 29, 2009 application for approval of the payment of “Break-Up Fees” to Barclays Capital, Inc. and Citigroup Global Markets, Inc., is denied without prejudice to renewal in an application that sets forth the justification(s) for the requested Break-Up Fees. In particular, the application should explain why the agreement provides for an increase in the Break-Up Fees from \$333,000 to \$1,420,000 in the event that the Joint Arrangers distribute an Offering Document and begin marketing the securities.

The application shall be submitted on or before October 15, 2009. Lead counsel shall post a copy of this order and the application on the case website and on Lead Counsel’s website. Any objections shall be filed on or before October 29, 2009; Lead Counsel’s reply, if any, shall be filed on or before November 5, 2009.

The application is respectfully referred to Special Master Wilcox for Report and Recommendation. Requests to modify the briefing schedule shall be directed to the Special Master. The Special Master will decide whether oral argument is necessary.

So ordered.

John Gleeson, U.S.D.J.

Dated: October 1, 2009
Brooklyn, NY