

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

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

Upon the motion of Constantine Cannon LLP and Hagens Berman Sobol Sherman LLP, together Lead Counsel on behalf of the Plaintiff Class, to approve the Agreement to Prepay Future Payments At A Discount between Lead Counsel and Visa U.S.A. Inc. ("Visa"), dated August 31, 2009 (the "Visa Prepayment Agreement"), and the supporting papers filed with the Court with respect to the motion, including the Declaration of Robert L. Begleiter, Esq., dated September 1, 2009, and the exhibits attached thereto, the Supplemental Report of the Court-Appointed Independent Expert, Professor Bernard Black (when submitted by him), and upon all other papers and proceedings had herein, it is hereby

ORDERED that any objectors to the Visa Prepayment Agreement shall show cause before the Honorable John Gleeson, United States District Judge for the Eastern District of New York, on October 2, 2009 at 3:00 PM, in Courtroom 6C South of 225 Cadman Plaza East, Brooklyn, NY 11201, why the Visa Prepayment Agreement should not be approved;

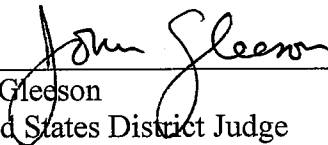
FURTHER ORDERED that any objections to the Prepayment Agreement must be filed with this Court by no later than September 21, 2009, and that Lead Counsel may file papers in reply to such objections by no later than September 25, 2009;

FURTHER ORDERED that posting a copy of this Order and the motion papers on the case website at www.inrevisacheckmastermoneyantitrustlitigation.com and at Lead Counsel's website at www.ConstantineCannon.com and mailing such papers to all parties who have appeared in this or any related case on or before September 2, 2009 shall be deemed good and sufficient service thereof;

FURTHER ORDERED that, on or before September 14, 2009, Professor Black will supply to the Court, to the Special Master and to Lead Counsel an Independent Expert Report setting forth his opinion of the Prepayment Agreement, and that Lead Counsel shall thereupon promptly post a copy of the Independent Expert Report on the case website; and it is

FURTHER ORDERED that Lead Counsel shall file, on or before September 16, 2009, a declaration identifying the content of the information regarding the motion to approve the Visa Prepayment Agreement it discloses in trade periodicals or other media, the dates of such disclosures, and the names of the trade periodicals or other media utilized.

Dated: September 1, 2009
Brooklyn, NY



John Gleeson
United States District Judge