

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

**IN RE PAYMENT CARD INTERCHANGE
FEE AND MERCHANT DISCOUNT
ANTITRUST LITIGATION**

This Document Applies to:

Hawaiian Holdings, Inc., et al. v. Visa, Inc., et al., No. 13-06370 (E.D.N.Y.) (MKB) (JO).

JetBlue Airways Co., et al. v. Visa, Inc., et al., No. 13-06424 (E.D.N.Y.) (MKB) (JO).

DSW, Inc., v. Visa Inc., et al., No. 13-06503 (E.D.N.Y.) (MKB) (JO).

Federal Express Co., et al. v. Visa, Inc., et al., No. 13-06508 (E.D.N.Y.) (MKB) (JO).

Southwest Airlines Co., et al. v. Visa, Inc., et al., No. 13-06548 (E.D.N.Y.) (MKB) (JO).

Alaska Air Group, Inc., et al. v. Visa, Inc., et al., No. 13-07175 (E.D.N.Y.) (MKB) (JO).

Progressive Casualty Insurance Co., et al. v. Visa Inc., et al., No. 14-00276 (E.D.N.Y.) (MKB) (JO).

Carnival Corp., et al. v. Visa Inc., et al., No. 14-00716 (E.D.N.Y.) (MKB) (JO).

O'Reilly Automotive Stores, Inc., et al. v. Visa, Inc., et al., No. 14-02086 (E.D.N.Y.) (MKB) (JO).

No. 14-MD-1720 (MKB) (JO)

**PLAINTIFFS' STIPULATION AND
ORDER OF DISMISSAL WITH
PREJUDICE OF ALL CLAIMS
AGAINST THE VISA DEFENDANTS
AND THE MASTERCARD
DEFENDANTS**

WHEREAS Plaintiffs in the actions *Hawaiian Holdings, Inc., et al. v. Visa, Inc., et al.*, No. 13-06370 (E.D.N.Y.), *JetBlue Airways Co., et al. v. Visa, Inc., et al.*, No. 13-06424 (E.D.N.Y.), *DSW, Inc., v. Visa Inc., et al.*, No. 13-06503 (E.D.N.Y.), *Federal Express Co., et al. v. Visa, Inc., et al.*, No. 13-06508 (E.D.N.Y.), *Southwest Airlines Co., et al. v. Visa, Inc., et al.*,

No. 13-06548 (E.D.N.Y.), *Alaska Air Group, Inc., et al. v. Visa, Inc., et al.*, No. 13-07175 (E.D.N.Y.), *Progressive Casualty Insurance Co., et al. v. Visa Inc., et al.*, No. 14-00276 (E.D.N.Y.), *Carnival Corp., et al. v. Visa Inc., et al.*, No. 14-00716 (E.D.N.Y.), and *O'Reilly Automotive Stores, Inc., et al. v. Visa, Inc., et al.*, No. 14-02086 (E.D.N.Y.), which are included in *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*, 1:05-md-01720 (E.D.N.Y.) (collectively the "Plaintiffs"), having fully settled all of their respective claims against the Defendants Visa U.S.A. Inc., Visa International Service Association, and Visa Inc. (collectively the "Visa Defendants"), and MasterCard International Incorporated and MasterCard Incorporated (collectively the "MasterCard Defendants"), by and through their undersigned counsel, hereby stipulate and agree, pursuant to Federal Rule of Civil Procedure 41(a)(1)(A)(ii), that Plaintiffs' claims and actions against the Visa Defendants and the MasterCard Defendants be dismissed with prejudice, and with each side to bear its own attorneys' fees and costs.

Accordingly, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that the claims and actions of the Plaintiffs be and hereby are dismissed with prejudice, with each side to bear its own attorneys' fees and costs.

Dated: January 16, 2015.

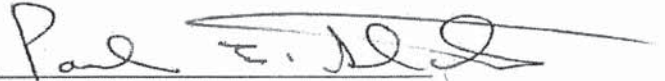
KENNY NACHWALTER, P.A.

By: 

Richard Alan Arnold
William J. Blechman
201 S. Biscayne Boulevard, Suite 1100
Miami, FL 33131
(305) 373-1000
rarnold@kennynachwalter.com

*Counsel for Plaintiffs Carnival Corporation,
Carnival PLC, Harris Teeter, Inc., O'Reilly
Automotive Stores, Inc., O'Reilly Auto
Enterprises, LLC f/k/a CSK Auto, Inc.,
AutoZone, Inc., and Spirit Airlines, Inc.*

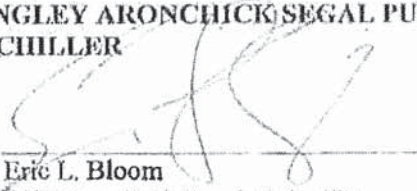
SPERLING & SLATER, P.C.

By: 

Paul E. Slater
55 West Monroe Street, Suite 3200
Chicago, IL 60603
(312) 641-3200
pes@sperling-law.com

Counsel for Plaintiffs Airtran Airways, Inc., Alaska Air Group, Inc., Alaska Airlines, Inc., Avis Budget Group, Inc., Avis Rent A Car System LLC, Bed Bath & Beyond Inc., Bloomin' Brands, Inc., Brinker International, Inc., British Airways, Plc, Budget Rent A Car System, Inc., Budget Truck Rental LLC, Burlington Coat Factory Warehouse Corporation, Butera Finer Foods, Inc., Buy Buy Baby, Inc., Century 21 Department Stores LLC, Christmas Tree Shops, Inc., Cost Plus, Inc., DSW Inc., Federal Express Corporation, FedEx Freight, Inc., FedEx Ground Package Systems, Inc., FedEx Office and Print Services, Inc., FedEx Tech Connect Services, Inc. f/k/a FedEx Customer Information Services, Inc., FedEx Trade Networks, Inc., Forever 21 Retail, Inc., Global Cash Access, Inc., Harbor Linen, LLC, Harmon Stores, Inc., Hawaiian Holdings, Inc., Hawaiian Airlines, Inc., Horizon Air Industries, Inc., JetBlue Airways Corporation, Landry's, Inc., LAS Rentals, LLC d/b/a Payless Car Rental, Live TV, LLC, Pepper Dining, Inc., Piggly Wiggly Midwest, LLC, Progressive Casualty Insurance Company, R.T.G. Furniture Corp., Safe Auto Insurance Company, Southwest Airlines Co., T-Y Group, LLC, Wegmans Food Markets, Inc., and Zipcar, Inc.

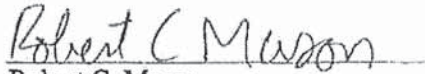
**HANGLEY ARONCHICK SEGAL PUDLIN
& SCHILLER**

By: 

Eric L. Bloom
4400 Deer Path Road, Suite 200
Harrisburg, PA 17110-3908
(717) 364-1030
ebloom@hangley.com

*Counsel for Plaintiffs Toys "R" Us, Inc., Toys
"R" Us-Delaware, Inc., and Winn-Dixie Stores,
Inc.*

ARNOLD & PORTER LLP

By: 

Robert C. Mason
399 Park Avenue
New York, NY 10022
(212) 715-1000
robert.mason@aporter.com

Robert J. Vizas
Three Embarcadero Center, 10th Floor
San Francisco, CA 94111-3711

Mark R. Merley
Matthew A. Eisenstein
555 12th Street, NW
Washington, DC 20004

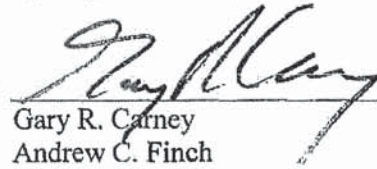
HOLWELL SHUSTER & GOLDBERG LLP

Richard J. Holwell
Michael S. Shuster
Demian A. Ordway
Zachary A. Kerner
125 Broad Street, 39th Floor
New York, NY 10004
(646) 837-5151
mshushter@hsgllp.com

*Counsel for Defendants Visa U.S.A. Inc.,
Visa International Service Association, and
Visa Inc.*

**PAUL, WEISS, RIFKIND, WHARTON
& GARRISON LLP**

By:



Gary R. Carney
Andrew C. Finch
1285 Avenue of the Americas
New York, NY 10019
gcarney@paulweiss.com

Kenneth A. Gallo
2001 K Street, N.W.
Washington, DC 20006-1047
(202) 223-7300

WILLKIE FARR & GALLAGHER LLP

Matthew Freimuth
Wesley R. Powell
787 Seventh Avenue
New York, NY 10019
(212) 728-8000
mfreimuth@willkie.com

*Counsel for Defendants MasterCard
International Incorporated and
MasterCard Incorporated*

SO ORDERED:

s/ MKB 1/16/2015

MARGO K. BRODIE

United States District Judge