

**UNITED STATES COURT OF APPEALS
FOR THE
SECOND CIRCUIT**

At a stated term of the United States Court of Appeals for the Second Circuit, held at the Thurgood Marshall United States Courthouse, 40 Foley Square, in the City of New York, on the 5th day of January, two thousand seventeen.

ORDER

Docket No.: 15-1672

United States of America, State of Maryland, State of Missouri, State of Vermont, State of Utah, State of Arizona, State of New Hampshire, State of Connecticut, State of Iowa, State of Michigan, State of Ohio, State of Texas, State of Illinois, State of Tennessee, State of Montana, State of Nebraska, State of Idaho, State of Rhode Island,

Plaintiffs - Appellees,

State of Hawaii,

Plaintiff,

v.

American Express Company, American Express Travel Related Services Company, Inc.,

Defendants - Appellants,

Mastercard International Incorporated, Visa Inc.,

Defendants,

CVS Health, Inc., Meijer, Inc., Publix Super Markets, Inc., Raley's, SuperValu, Inc., Ahold U.S.A., Inc., Albertsons LLC, The Great Atlantic & Pacific Tea Company, Inc., H.E. Butt Grocery Co., HyVee, Inc., The Kroger Co., Safeway Inc., Walgreen Co., Rite-Aid Corp., BI-LO LLC, Home Depot USA, Inc., 7-Eleven, Inc., Academy, Ltd., DBA Academy Sports + Outdoors, Alimentation Couche-Tard Inc., Amazon.Com, Inc., American Eagle Outfitters, Inc., Ashley Furniture Industries Inc., Barnes & Noble, Inc., Barnes & Noble College Booksellers, LLC, Beall's, Inc., Best Buy Co., Inc., Boscovs, Inc., Brookshire Grocery Company, Buc-ee's Ltd, The Buckle, Inc., The Childrens Place Retail Stores, Inc., Coborns Incorporated, Cracker Barrel Old Country Store, Inc., D'Agostino Supermarkets, Inc., Davids Bridal, Inc., DBD, Inc., Davids Bridal Canada Inc., Dillard's, Inc., Drury Hotels Company, LLC, Express LLC, Fleet and Farm of Green Bay, Fleet Wholesale Supply Co. Inc., Foot Locker, Inc., The Gap, Inc., HMSHost Corporation, IKEA North America Services, LLC, Kwik Trip, Inc., Lowe's Companies, Inc., Marathon Petroleum Company LP, Martin's Super Markets, Inc., Michaels Stores, Inc., Mills E-Commerce Enterprises, Inc., Mills Fleet Farm, Inc., Mills Motor, Inc., Mills Auto Enterprises, Inc., Willmar Motors, LLC, Mills Auto Enterprises, Inc., Mills Auto Center, Inc., Brainerd Lively Auto, LLC, Fleet and Farm of Menomonie, Inc., Fleet and Farm of Manitowoc, Inc., Fleet and Farm of Plymouth, Inc., Fleet and Farm Supply Co. of West Bend, Inc., Fleet and Farm of

Waupaca, Inc., Fleet Wholesale Supply of Fergus Falls, Inc., Fleet and Farm of Alexandria, Inc., National Association of Convenience Stores, National Grocers Association, National Restaurant Association, Official Payments Corporation, Pacific Sunwear of California, Inc., P.C. Richard & Son, Inc., Panda Restaurant Group, Inc., Petsmart, Inc., RaceTrac Petroleum, Inc., Recreational Equipment, Inc., Republic Services, Inc., Retail Industry Leaders Association, Sears Holdings Corporation, Speedway LLC, Stein Mart, Inc., Swarovski U.S. Holding Limited, Wal-Mart Stores Inc., Whole Foods Market Group, Inc., Whole Foods Market California, Inc., Mrs. Gooch's Natural Food Markets, Inc., Whole Food Company, Whole Foods Market Pacific Northwest, Inc., WFM-WO, Inc., WFM Northern Nevada, Inc., WFM Hawaii, Inc., WFM Southern Nevada, Inc., Whole Foods Market, Rocky Mountain/Southwest, L.P., The William Carter Company, Yum! Brands, Inc., Southwest Airlines Co.

Movants.

Appellee, United States of America, filed a petition for panel rehearing, or, in the alternative, for rehearing *en banc*. The panel that determined the appeal has considered the request for panel rehearing, and the active members of the Court have considered the request for rehearing *en banc*.

IT IS HEREBY ORDERED that the petition is denied.

FOR THE COURT:

Catherine O'Hagan Wolfe, Clerk


