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April 1, 2011

John Read, Esq.
Chief, Litigation III Section
Antitrust Division
United States Department of Justice
450 Fifth Street, NW
Washington, DC 20530

Re: *United States v. American Express, et al.*, No. CV10-4496 (NGG) (E.D.N.Y.)

Dear John:

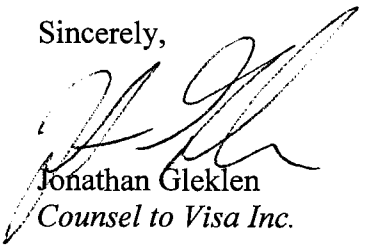
Visa agrees that, if it were to modify or discontinue its Product Eligibility Inquiry Service (by which Visa communicates to acquiring banks a card product identifier code associated with a Visa card presented by a consumer to a merchant at the point of sale) or imposes or increases any fee to acquiring banks associated with the offering or use of the service, its action would constitute the adoption of a new practice (and thus constitute a "Rule") under Section II.15 of the Final Judgment.

Visa also agrees that, if it discontinues its Product Eligibility Inquiry Service or imposes or increases any fee to acquiring banks associated with offering or use of the service, it may be subject to Section IV of the Final Judgment. Specifically, under Section IV.A of the Final Judgment, Visa would be in violation of the Final Judgment if the United States presented evidence that a court of competent jurisdiction found sufficient to establish that Visa's action "directly or indirectly prohibits, prevents, or restrains any merchant in the United States" from engaging in any of the steering practices enumerated in Section IV.A of the Final Judgment.

Visa makes the foregoing agreement solely with respect to adoption, modification, discontinuance, or pricing of the Product Eligibility Inquiry Service described in the declaration of Judson Reed. Visa takes no other positions and makes no further admissions regarding the interpretation of the Proposed Final Judgment beyond what is expressly stated herein, nor can this letter be used as evidence in any other

potential dispute involving the interpretation of the final judgment.

Sincerely,



Jonathan Gleklen
Counsel to Visa Inc.