

*Nominating Committee - 1979 Board*

**P-1102**

Gail S. Hackett  
914 249-5560

MasterCard  
International

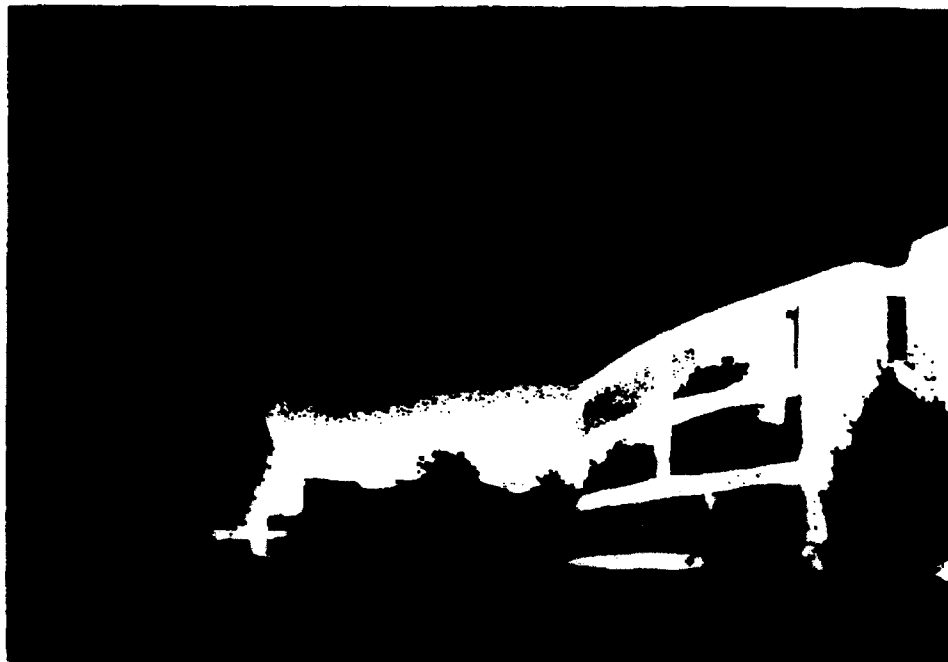


- 1- Cover Letter - total # (1)
- 2- Board Composition - Revised NAMES (2)
- 3- Bids (3)
- 4- Proposed Member - (#6)



# *U.S. Board of Directors Nominating Committee*

*Pre-Read Documentation  
January 26, 1999 • Purchase, New York*



MasterCard International Headquarters

**MasterCard International Incorporated  
U.S. Board of Directors Nominating Committee  
January 26, 1999  
2:00 PM – 3:00 PM  
Purchase, New York**

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Alan J. Heuer  
President

MasterCard International  
United States Region  
2000 Purchase Street  
Purchase, NY 10577-2509  
914 249-5050  
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Internet Home Page:  
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MasterCard  
International



June 8, 1998

Mr. Michael G. Rhodes  
Division President  
MBNA America Bank, N.A.  
Wilmington, DE 19884-1735

Dear Michael:

Welcome to the U.S. Board of Directors. As a member of the U.S. Board of Directors, your compensation will include an annual retainer payment of \$25,000, paid quarterly in advance for the upcoming quarter, as well as an attendance payment of \$1,500 per meeting. The attendance payment will be mailed following each meeting. The Board meeting dates and locations for the remainder of 1998 are attached for your reference.

During our New Director Orientation session next week, we'll provide an overview of the organization, the board and committee structures, and an introduction to some of the efforts underway in key functional areas within the U.S. We will also provide you with an overview of the Board process and the obligations of a director. Ahead of that session, it may be helpful for you to briefly review the attached, our 1998 Global Overview. A copy of our T&E Reimbursement Policy also is attached for your use.

I look forward to seeing you next week in Purchase.

Sincerely,

A handwritten signature in black ink, appearing to read "Alan".

AJH/s

Enclosures



Noah J. Hank  
Senior Vice President  
U.S. Region, Consumer &  
Automated Consumer Contact

file copy

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MasterCard  
International



VIA AIRBORNE EXPRESS

June 4, 1998

Mr. Michael G. Rhodes  
Division President  
MBNA America Bank, N.A.  
Wilmington, DE 19884 -1735

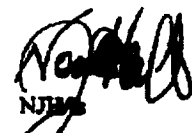
Dear Mr. Rhodes:

I am pleased to formally confirm that you have been elected to MasterCard International's U.S. Region Board of Directors by unanimous written consent, filed with the Minutes of the Proceedings of the Board of Directors.

We look forward to your participation on the U.S. Region Board and I look forward to seeing you here in Purchase for the Board orientation meeting on June 15th and in Paris for the July Board meeting.

Should you have any questions or require further information, please do not hesitate to call me.

Very truly yours,

  
NJH  
cc: Alan J. Hever

MASTERCARD - ALL CREDIT PRODUCTS  
3Q 1999 MIS - RANKED ON GROSS DOLLAR VOLUME

RANK	ISA	ISSUER/BANK	YEAR PERIOD	PRODUCT	ISSUER GROSS TOTAL VOLUME	PR. YR % CHANGE
1	91017	MBNA AMERICA	1999 3	Credit Products	\$10,958,464,887	16.2%
2	91095	CITIBANK, N.A.	1999 3	Credit Products	\$ 8,436,330,302	26.8%
3	91099	HOLSBROOK BANK	1999 3	Credit Products	\$ 7,664,612,942	1.2%
4	92482	AT&T UNIVERSAL BANK	1999 3	Credit Products	\$ 6,919,875,849	13.8%
5	91098	CHASE MANHATTAN BANK (USA)	1999 3	Credit Products	\$ 5,153,407,602	21.8%
6	91130	BANK ONE	1999 3	Credit Products	\$ 3,873,421,558	66.0%
7	91154	BANK OF AMERICA NT & SA	1999 3	Credit Products	\$ 2,329,283,145	9.6%
8	92001	Advanta National Bank USA	1999 3	Credit Products	\$ 2,121,046,781	26.9%
9	91388	FCC National Bank	1999 3	Credit Products	\$ 1,938,495,428	1.1%
10	91030	USAA F.S.B.	1999 3	Credit Products	\$ 1,775,568,114	11.5%
11	91027	WELLS FARGO BANK	1999 3	Credit Products	\$ 1,758,152,388	8.0%
12	91060	G E CAPITAL CONSUMER CARD CO.	1999 3	Credit Products	\$ 1,582,764,530	23.3%
13	91001	CAPITAL ONE BANK	1999 3	Credit Products	\$ 1,296,405,420	-12.1%
14	9880	Direct Merchants	1999 3	Credit Products	\$ 925,742,778	62.0%
15	91414	NATIONSBANK	1999 3	Credit Products	\$ 787,818,037	-27.7%
16	91064	FIRST UNION NATIONAL BANK N.C.	1999 3	Credit Products	\$ 726,542,883	-1.0%
17	91195	WACHOVIA BANK OF GEORGIA, N.A.	1999 3	Credit Products	\$ 687,218,252	10.5%
18	91757	Associated National Bank	1999 3	Credit Products	\$ 604,604,173	-9.6%
19	91660	PEOPLES BANK	1999 3	Credit Products	\$ 522,847,433	-44.9%
20	92774	Bardonia Bank	1999 3	Credit Products	\$ 518,763,166	-4.6%
21	92266	CHEVY CHASE FEDERAL SAVINGS	1999 3	Credit Products	\$ 502,780,895	-4.6%
22	91117	FIRST NATIONAL BANK OF OMAHA	1999 3	Credit Products	\$ 480,493,646	27.8%
23	91005	Foster Bank, U.S.A., N.A.	1999 3	Credit Products	\$ 469,300,662	14.4%
24	91617	NATIONAL CITY CORP.	1999 3	Credit Products	\$ 389,628,687	-1.4%
25	91289	THE TRAVELERS BANK	1999 3	Credit Products	\$ 362,457,761	60.3%
26	91003	MELLON BANK	1999 3	Credit Products	\$ 345,588,533	8.8%
27	92266	CARD SERVICES FOR CREDIT UNIONS	1999 3	Credit Products	\$ 334,821,185	6.9%
28	91361	PNC NATIONAL BANK	1999 3	Credit Products	\$ 321,435,356	-28.2%
29	91080	FLEET BANK	1999 3	Credit Products	\$ 306,484,108	-5.2%
30	91470	NORWEST BANK IOWA, N.A.	1999 3	Credit Products	\$ 303,065,073	1.9%
31	93030	KEY CORP.	1999 3	Credit Products	\$ 270,464,526	-15.1%
32	91099	PAYMENT SYSTEMS FOR CREDIT UNIONS	1999 3	Credit Products	\$ 252,494,235	5.6%
33	92086	European American Bank	1999 3	Credit Products	\$ 244,863,526	11.3%
34	91367	MARINE MIDLAND BANK, N.A.	1999 3	Credit Products	\$ 241,467,008	-55.8%
35	91219	SUNBURY	1999 3	Credit Products	\$ 211,519,538	-43.7%
36	92099	TOWN NORTH NATIONAL BANK	1999 3	Credit Products	\$ 211,155,843	2.7%
37	91185	First Consumers National Bank	1999 3	Credit Products	\$ 173,740,877	53.0%
38	91776	SBA	1999 3	Credit Products	\$ 168,246,345	-4.7%
39	96688	Fidelity Federal Bank FSB	1999 3	Credit Products	\$ 161,397,043	916.0%
40	91136	FIRST BANK OF SOUTH DAKOTA	1999 3	Credit Products	\$ 157,694,315	-1.1%
41	92718	HUNTINGTON NATIONAL BANK	1999 3	Credit Products	\$ 156,171,781	4.0%
42	91838	CREDIT UNION CARD SERVICES, INC.	1999 3	Credit Products	\$ 114,981,425	-3.4%
43	95972	Banofield National Bank USA	1999 3	Credit Products	\$ 112,044,745	-44.2%
44	91218	COMMERCIAL BANK, N.A.	1999 3	Credit Products	\$ 102,307,080	12.8%
45	96881	MERCANTILE BANK OF ILLINOIS	1999 3	Credit Products	\$ 94,503,635	2.4%
46	99133	Valley National Bank	1999 3	Credit Products	\$ 83,380,187	-55.9%
47	91348	Fifth Third Bank, The	1999 3	Credit Products	\$ 88,339,625	8.0%
48	91894	FIRST HAWAIIAN BANK	1999 3	Credit Products	\$ 84,850,670	7.2%
49	91867	COMERICA BANK MIDWEST N.A.	1999 3	Credit Products	\$ 81,726,834	-10.8%
50	9126	Sears National Bank	1999 3	Credit Products	\$ 78,282,716	57.9%

MASTERCARD - ALL CREDIT PRODUCTS  
3Q 1998 MIS - RANKED ON CARDS

RANK	ISS	MEMBERSHIP	YEAR	PERIOD	PRODUCT	TOTAL CARDS	PR. YR % CHG
1	92462	AT&T UNIVERSAL BANK	1998	3	Credit Products	23,149,555	18.5%
2	91017	MBNA AMERICA	1998	3	Credit Products	19,192,242	8.7%
3	91885	HOUSEHOLD BANK	1998	3	Credit Products	17,776,111	10.4%
4	91865	CHASE MANHATTAN BANK (USA)	1998	3	Credit Products	14,926,329	18.8%
5	91863	CITIBANK, N.A.	1998	3	Credit Products	12,842,234	21.1%
6	91130	BANK ONE	1998	3	Credit Products	11,722,177	133.2%
7	91801	CAPITAL ONE BANK	1998	3	Credit Products	8,497,443	74.0%
8	91184	BANK OF AMERICA NT & SA	1998	3	Credit Products	5,364,743	22.5%
9	92001	Advanta National Bank USA	1998	3	Credit Products	5,326,630	58.1%
10	91757	Advanta National Bank	1998	3	Credit Products	4,919,343	-1.2%
11	91285	FCC National Bank	1998	3	Credit Products	3,874,553	-11.5%
12	91660	G E CAPITAL CONSUMER CARD CO	1998	3	Credit Products	3,803,513	10.0%
13	5830	Direct Marketing	1998	3	Credit Products	3,524,513	43.5%
14	91607	WELLS FARGO BANK	1998	3	Credit Products	3,436,081	10.3%
15	91654	FIRST UNION NATIONAL BANK N.C.	1998	3	Credit Products	2,335,526	-17.1%
16	91630	USAA F.S.B.	1998	3	Credit Products	2,594,880	10.4%
17	91414	NATIONSBANK	1998	3	Credit Products	2,292,441	-46.2%
18	91195	WACHOVIA BANK OF GEORGIA, N.A.	1998	3	Credit Products	2,285,661	7.5%
19	91117	FIRST NATIONAL BANK OF OMAHA	1998	3	Credit Products	1,393,146	13.5%
20	91003	MELLON BANK	1998	3	Credit Products	1,582,400	-19.5%
21	92774	BankSouth (98)	1998	3	Credit Products	1,228,530	
22	91261	PNC NATIONAL BANK	1998	3	Credit Products	1,181,730	-21.6%
23	91470	NORWEST BANK IOWA, N.A.	1998	3	Credit Products	1,170,782	-1.1%
24	92786	CHEVY CHASE FEDERAL SAVINGS	1998	3	Credit Products	1,134,541	-16.7%
25	91886	First Bank, U.S.A., N.A.	1998	3	Credit Products	1,021,647	23.1%
26	91659	PEOPLES BANK	1998	3	Credit Products	891,938	9.7%
27	92256	CARD SERVICES FOR CREDIT UNIONS	1998	3	Credit Products	889,033	-1.5%
28	9477	BANKFIRST	1998	3	Credit Products	847,640	275.8%
29	91617	NATIONAL CITY CORP.	1998	3	Credit Products	828,860	15.5%
30	91297	MARINE MIDLAND BANK, N.A.	1998	3	Credit Products	795,407	-37.6%
31	91680	FLEET BANK	1998	3	Credit Products	735,031	19.7%
32	2198	First Consumers National Bank	1998	3	Credit Products	705,606	47.3%
33	92830	KEY CORP	1998	3	Credit Products	689,042	-18.2%
34	91099	PAYMENT SYSTEMS FOR CREDIT UNIONS	1998	3	Credit Products	572,420	-2.5%
35	91219	SUNTRUST	1998	3	Credit Products	552,746	-8.5%
36	91138	FIRST BANK OF SOUTH DAKOTA	1998	3	Credit Products	545,153	-5.6%
37	92889	TOWN NORTH NATIONAL BANK	1998	3	Credit Products	532,014	-3.3%
38	91776	IBAA	1998	3	Credit Products	475,107	-2.7%
39	91720	PROVIDENT NATIONAL BANK	1998	3	Credit Products	471,541	228.3%
40	98690	First Federal Bank FSB	1998	3	Credit Products	471,613	2784.4%
41	91280	THE TRAVELERS BANK	1998	3	Credit Products	416,485	-0.6%
42	91538	CREDIT UNION CARD SERVICES, INC.	1998	3	Credit Products	368,621	-17.6%
43	91216	COMMERCE BANK, N.A.	1998	3	Credit Products	293,616	-1.0%
44	92218	HUNTINGTON NATIONAL BANK	1998	3	Credit Products	289,265	-14.0%
45	96091	MERCANTILE BANK OF LINDSEY	1998	3	Credit Products	281,801	-4.1%
46	93133	Valley National Bank	1998	3	Credit Products	276,807	7.4%
47	94672	Bankfield National Bank USA	1998	3	Credit Products	268,717	-22.3%
48	9128	Seaco National Bank	1998	3	Credit Products	234,440	58.0%
49	92271	BRANCH BANKING & TRUST CO.	1998	3	Credit Products	217,665	-6.7%
50	91585	FIRST FINANCIAL SAVINGS ASSOCIATION	1998	3	Credit Products	213,971	-9.1%



MASTERCARD - ALL CARDS WITHOUT DEBIT  
3Q YEAR TO DATE 1998 - RANKED ON ISSUER GROSS DOLLAR VOLUME

RANK	ISA	ISSUER/BANK	YEAR	PERIOD	PRODUCT	ISSUER		CHANGE
						GROSS TOTAL	%	
1	91017	MBNA AMERICA	1998	3 YTD	Credit Products	\$ 31,228,812,449	19.8%	
2	91586	HOUSEHOLD BANK	1998	3 YTD	Credit Products	\$ 23,271,361,034	3.7%	
3	91085	CITIBANK N.A.	1998	3 YTD	Credit Products	\$ 21,642,988,030	13.0%	
4	92452	AT&T UNIVERSAL BANK	1998	3 YTD	Credit Products	\$ 17,372,020,174	9.1%	
5	91985	CHASE MANHATTAN BANK (USA)	1998	3 YTD	Credit Products	\$ 14,613,751,998	10.8%	
6	91130	BANK ONE	1998	3 YTD	Credit Products	\$ 8,838,614,921	58.0%	
7	92004	Advent National Bank USA	1998	3 YTD	Credit Products	\$ 8,480,983,084	146.5%	
8	91154	BANK OF AMERICA NT & SA	1998	3 YTD	Credit Products	\$ 6,829,756,882	14.0%	
9	91285	FCC National Bank	1998	3 YTD	Credit Products	\$ 5,724,687,951	3.9%	
10	91087	WELLS FARGO BANK	1998	3 YTD	Credit Products	\$ 4,999,779,080	4.8%	
11	91830	USAA F.S.B.	1998	3 YTD	Credit Products	\$ 4,989,201,512	12.1%	
12	91882	G E CAPITAL CONSUMER CARD CO.	1998	3 YTD	Credit Products	\$ 4,496,889,112	24.5%	
13	91021	CAPITAL ONE BANK	1998	3 YTD	Credit Products	\$ 3,543,256,182	-0.2%	
14	91414	NATIONSBANK	1998	3 YTD	Credit Products	\$ 2,498,581,026	-26.3%	
15	9090	Duval Merchants	1998	3 YTD	Credit Products	\$ 2,183,479,361	30.2%	
16	91054	FIRST UNION NATIONAL BANK N.C.	1998	3 YTD	Credit Products	\$ 2,163,436,948	-4.9%	
17	91498	WACHOVIA BANK OF GEORGIA, N.A.	1998	3 YTD	Credit Products	\$ 1,889,483,460	7.3%	
18	91787	Associated National Bank	1998	3 YTD	Credit Products	\$ 1,784,140,133	-5.8%	
19	92255	CHEVY CHASE FEDERAL SAVINGS	1998	3 YTD	Credit Products	\$ 1,668,018,882	2.0%	
20	91028	Fisher Bank, U.S.A., N.A.	1998	3 YTD	Credit Products	\$ 1,343,888,322	15.3%	
21	91880	PEOPLES BANK	1998	3 YTD	Credit Products	\$ 1,180,840,900	16.4%	
22	91117	FIRST NATIONAL BANK OF OMAHA	1998	3 YTD	Credit Products	\$ 1,173,853,219	-7.8%	
23	91817	NATIONAL CITY CORP.	1998	3 YTD	Credit Products	\$ 1,080,022,927	-1.3%	
24	91251	PNC NATIONAL BANK	1998	3 YTD	Credit Products	\$ 1,078,145,886	-38.1%	
25	91827	MARINE MIDLAND BANK, N.A.	1998	3 YTD	Credit Products	\$ 1,026,228,875	-36.8%	
26	91002	MELLON BANK	1998	3 YTD	Credit Products	\$ 970,017,477	4.1%	
27	92888	CARD SERVICES FOR CREDIT UNIONS	1998	3 YTD	Credit Products	\$ 922,302,832	6.2%	
28	91000	FLEET BANK	1998	3 YTD	Credit Products	\$ 884,268,962	-4.1%	
29	91470	NORWEST BANK IOWA, N.A.	1998	3 YTD	Credit Products	\$ 858,882,182	-2.5%	
30	97274	CardMaster (USA)	1998	3 YTD	Credit Products	\$ 856,283,305		
31	91289	THE TRAVELERS BANK	1998	3 YTD	Credit Products	\$ 828,632,307	15.1%	
32	93222	KEY CORP	1998	3 YTD	Credit Products	\$ 808,591,960	-18.8%	
33	91008	PAYMENT SYSTEMS FCH CREDIT UNIONS	1998	3 YTD	Credit Products	\$ 710,250,335	4.5%	
34	92888	Business American Bank	1998	3 YTD	Credit Products	\$ 702,208,603	14.1%	
35	91074	BANNESTON, NATIONAL	1998	3 YTD	Credit Products	\$ 640,882,891	-6.0%	
36	91219	SUNTRUST	1998	3 YTD	Credit Products	\$ 628,438,417	-38.2%	
37	92888	TOWNS NORTH NATIONAL BANK	1998	3 YTD	Credit Products	\$ 595,694,298	2.8%	
38	91775	ISAA	1998	3 YTD	Credit Products	\$ 494,836,215	-3.4%	
39	2118	First Commonwealth National Bank	1998	3 YTD	Credit Products	\$ 473,228,215	67.7%	
40	91138	FIRST BANK OF SOUTH DAKOTA	1998	3 YTD	Credit Products	\$ 461,092,921	3.2%	
41	92210	MUNIFONTON NATIONAL BANK	1998	3 YTD	Credit Products	\$ 448,038,511	5.6%	
42	93133	Valley National Bank	1998	3 YTD	Credit Products	\$ 424,148,911	-28.5%	
43	92972	BankFirst National Bank USA	1998	3 YTD	Credit Products	\$ 347,288,044	-39.3%	
44	91638	CREDIT UNION CARD SERVICES, INC.	1998	3 YTD	Credit Products	\$ 345,414,600	-5.2%	
45	98888	Fidelity Federal Bank FSB	1998	3 YTD	Credit Products	\$ 343,701,557	1445.0%	
46	91210	COMMERCE BANK, N.A.	1998	3 YTD	Credit Products	\$ 284,066,821	11.2%	
47	9128	Sears National Bank	1998	3 YTD	Credit Products	\$ 280,475,105	148.6%	
48	96081	MERCANTILE BANK OF KLINCHS	1998	3 YTD	Credit Products	\$ 270,388,852	-3.2%	
49	91667	COMERCA BANK MIDWEST N.A.	1998	3 YTD	Credit Products	\$ 255,035,131	-5.1%	
50	91240	First Thrift Bank, The	1998	3 YTD	Credit Products	\$ 254,827,234	8.6%	
		United States	1998	3 YTD	Credit Products	\$ 159,203,952,317	11.1%	

MASTERCARD - ALL CARDS WITHOUT DEBIT  
3Q YEAR TO DATE 1999 MIS - RANKED ON CARDS

RANK	ISA	MEMBER BANK	YEAR	PERIOD	PRODUCT	TOTAL CARDS	PR. YR % CHANGE
1	92482	AT&T UNIVERSAL BANK	1998	3 YTD	Credit Products	73,148,955	19.5%
2	91817	MENA AMERICA	1998	3 YTD	Credit Products	18,182,242	9.7%
3	91888	CITIBANK, N.A.	1998	3 YTD	Credit Products	17,778,111	10.4%
4	91888	CHASE MANHATTAN BANK (USA)	1998	3 YTD	Credit Products	14,828,329	-6.8%
5	91888	HOUSEHOLD BANK	1998	3 YTD	Credit Products	12,842,734	21.1%
6	91130	BANK ONE	1998	3 YTD	Credit Products	11,722,177	-13.2%
7	91091	CAPITAL ONE BANK	1998	3 YTD	Credit Products	8,497,440	24.0%
8	92081	Advanta National Bank USA	1998	3 YTD	Credit Products	5,984,743	77.5%
9	91184	BANK OF AMERICA NT & SA	1998	3 YTD	Credit Products	5,928,630	58.1%
10	91757	Associates National Bank	1998	3 YTD	Credit Products	4,919,383	-1.2%
11	91288	FOC National Bank	1998	3 YTD	Credit Products	3,874,593	-11.9%
12	91888	S E CAPITAL CONSUMER CARD CO.	1998	3 YTD	Credit Products	3,802,513	10.6%
13	91414	NATIONSBANK	1998	3 YTD	Credit Products	3,524,913	42.6%
14	91830	USAA F.S.B.	1998	3 YTD	Credit Products	3,438,081	10.0%
15	91284	FIRST UNION NATIONAL BANK N.C.	1998	3 YTD	Credit Products	2,908,528	-17.1%
16	91087	WELLS FARGO BANK	1998	3 YTD	Credit Products	2,904,683	10.4%
17	9828	Citizens Bank	1998	3 YTD	Credit Products	2,287,441	46.2%
18	91188	WACHOVIA BANK OF GEORGIA, N.A.	1998	3 YTD	Credit Products	2,288,681	2.5%
19	91117	FIRST NATIONAL BANK OF OMAHA	1998	3 YTD	Credit Products	1,938,146	13.5%
20	91828	MELLON BANK	1998	3 YTD	Credit Products	1,882,408	-19.9%
21	91808	Power Bank, U.S.A., N.A.	1998	3 YTD	Credit Products	1,228,630	
22	91060	FLSBY BANK	1998	3 YTD	Credit Products	1,161,730	-21.9%
23	92774	BankBoston (NH)	1998	3 YTD	Credit Products	1,170,782	-1.1%
24	91888	PEOPLES BANK	1998	3 YTD	Credit Products	1,134,841	-16.7%
25	91817	NATIONAL CITY CORP.	1998	3 YTD	Credit Products	1,021,647	23.1%
26	92256	CHEVY CHASE FEDERAL SAVINGS	1998	3 YTD	Credit Products	991,538	5.7%
27	92286	CARD SERVICES FOR CREDIT UNIONS	1998	3 YTD	Credit Products	868,033	-1.5%
28	91930	Union Bank of	1998	3 YTD	Credit Products	847,540	225.8%
29	91381	PNB NATIONAL BANK	1998	3 YTD	Credit Products	828,850	-15.8%
30	92088	European American Bank	1998	3 YTD	Credit Products	788,497	-37.8%
31	91470	NORWEST BANK IOWA, N.A.	1998	3 YTD	Credit Products	736,031	-19.7%
32	92888	TOWN NORTH NATIONAL BANK	1998	3 YTD	Credit Products	706,808	47.3%
33	91288	THE TRAVELERS BANK	1998	3 YTD	Credit Products	588,042	-18.2%
34	92830	KEY CORP.	1998	3 YTD	Credit Products	572,420	-2.5%
35	91674	BANDEDSTON, NATIONAL	1998	3 YTD	Credit Products	552,748	-3.5%
36	91138	FIRST BANK OF SOUTH DAKOTA	1998	3 YTD	Credit Products	545,153	-5.8%
37	91718	SUNTRUST	1998	3 YTD	Credit Products	532,014	-3.3%
38	91778	IBAA	1998	3 YTD	Credit Products	478,107	-2.7%
39	92391	UNION MISSOURI BANK	1998	3 YTD	Credit Products	471,541	226.3%
40	2118	First Commonwealth National Bank	1998	3 YTD	Credit Products	471,015	276.4%
41	91887	MARQUEE IRELAND BANK, N.A.	1998	3 YTD	Credit Products	418,485	-0.6%
42	92130	Valley National Bank	1998	3 YTD	Credit Products	368,621	-17.6%
43	91830	CREDIT UNION CARD SERVICES, INC.	1998	3 YTD	Credit Products	292,619	-1.0%
44	92210	HUNTINGTON NATIONAL BANK	1998	3 YTD	Credit Products	288,285	-14.0%
45	98808	Fidelity Federal Bank FSB	1998	3 YTD	Credit Products	280,801	-4.1%
46	91216	COMMERCE BANK, N.A.	1998	3 YTD	Credit Products	278,807	7.4%
47	92872	Beneficial National Bank USA	1998	3 YTD	Credit Products	269,717	-27.3%
48	91340	FNB Trust Bank, The	1998	3 YTD	Credit Products	234,440	68.0%
49	91086	AMPSOUTH BANK, N.A.	1998	3 YTD	Credit Products	217,865	-6.7%
50	91086	Mid America Bankcard	1998	3 YTD	Credit Products	213,971	-9.1%
		United States	1998	3 YTD	Credit Products	178,301,043	11.2%



Date: January 15, 1999

To: U.S. Board Nominating Committee

From: Noah J. Hanft  
Secretary, U.S. Board of Directors

Subject: Nominations for the U.S. Board of Directors

cc: Alan J. Heuer

The 1999 Annual Meeting of Members of the U.S. Region of MasterCard International will be held March 24, 1999 in Purchase, New York. The principal purpose of the meeting is the election of the U.S. Region Board of Directors (the "U.S. Board"). U.S. Region members eligible to vote are those MasterCard principal and association card members licensed to engage in MasterCard business within the U.S. Region.

The Nominating Committee of the U.S. Board will meet by telephone conference January 26, 1999 at 2:00pm EST for the purpose of nominating a slate of proposed directors to be voted on by U.S. Region members at the March 24, 1999 U.S. Region Annual Meeting. The composition of the U.S. Board is set forth in the U.S. Region bylaws. Those bylaws specify that the President and CEO of MasterCard International and the U.S. Region President are automatically members of the U.S. Board without any action of the U.S. Region members. Those bylaws further state that the number of directors comprising the U.S. Board may not exceed 28.

To be eligible to serve on the U.S. Board, a nominee (other than the President and CEO of MasterCard International and the U.S. Region President) must: (i) be an officer of a U.S. Region member at the time of his or her election; and (ii) hold a position with a U.S. Region member as a decision-maker for all, or substantially all, credit, charge or debit card business in which such entity is engaged.

Following the meeting of the Nominating Committee, the slate of proposed directors will be forwarded to each U.S. Region member eligible to vote at the 1999 U.S. Region Annual Meeting. Each such member will also be provided a proxy and apprised of the number of votes the member will be entitled to cast. Members will be asked to return the proxy to ensure that a quorum will be present at the U.S. Region Annual Meeting. At the meeting itself, members will be entitled to nominate proposed directors other than and in addition to those proposed by the Nominating Committee and will be entitled to revoke any proxy previously provided. The directors comprising the newly constituted U.S. Board will be elected by plurality vote. The initial meeting of the newly elected U.S. Board is scheduled to be held on March 24, 1999 in Purchase, New York.

The attached materials include the 1998 Board composition and a summary of 1999 Board options, new nominations received along with biographical materials, a ranking of major U.S. members and nominees' institutions (to the extent available) by volume, a list of U.S. members represented on the MasterCard U.S. Board or Committees, and staff recommendations for the

Page 1

1999 U.S. Board. Staff is recommending that the number of U.S. Board Directors to be elected at the Annual Meeting be set at 14.

Page 2

 Western Union  
Global Telecommunications System

© 1991 Western Union Company

1998 Board Composition and 1999 Proposed Board

Institution	1998 U.S. Board of Directors	New Nominees	Proposed 1999 U.S. Board of Directors
<b>BankBoston</b>	<b>Lindsay C. Lawrence</b> Executive Vice President		<b>Lindsay C. Lawrence</b> Executive Vice President
<b>Bridgeway Bank and Trust</b>		<b>Craig Millington</b> Senior Vice President	
<b>Capital One Financial Corporation</b>	<b>Richard D. Fairbank</b> Chairman and Chief Executive Officer		<b>Richard D. Fairbank</b> Chairman and Chief Executive Officer
<b>Chase Manhattan Bank</b>	<b>Michael Urkowitz</b> Executive Vice President		<b>Michael Urkowitz</b> Executive Vice President
<b>Community State Bank</b>		<b>David Bahweg</b> President and Chief Executive Officer	
<b>First Consumers National Bank</b>		<b>Gregory Aube</b> President and Chief Executive Officer	
<b>First Data Corporation</b>		<b>Eula Adams</b> Executive Vice President	<b>Eula Adams</b> Executive Vice President
<b>Firstar Bank U.S.A.</b>	<b>Michael J. Schultz</b> Chairman and Chief Executive Officer		
<b>GE Capital Consumer Financial Services</b>	<b>Kathryn V. Marinello</b> President		<b>Kathryn V. Marinello</b> President
<b>Household Bank</b>		<b>William Aldinger, II</b> Chairman and Chief Executive Officer	<b>William Aldinger, II</b> Chairman and Chief Executive Officer
<b>KayCorp</b>	<b>Stephen E. Wolf</b> Executive Vice President	<b>Allan Gula Jr.</b> Executive Vice President and Chief Technology Officer	<b>Allan Gula Jr.</b> Executive Vice President and Chief Technology Officer
<b>MasterCard International</b>	<b>Alan J. Heuer</b> President, U.S. Region		<b>Alan J. Heuer</b> President, U.S. Region
<b>MasterCard International</b>	<b>Robert W. Bolander</b> President and Chief Executive Officer		<b>Robert W. Bolander</b> President and Chief Executive Officer
<b>MBNA America Bank, N.A.</b>	<b>Michael G. Rhodes</b> Division President		<b>Michael G. Rhodes</b> Division President
<b>METRIS Companies Inc.</b>	<b>Ronald N. Zeback</b> President and Chief Executive Officer		<b>Ronald N. Zeback</b> President and Chief Executive Officer
<b>Provident Financial Corporation</b>	<b>Shesh J. Mehta</b> Chairman and Chief Executive Officer		<b>Shesh J. Mehta</b> Chairman and Chief Executive Officer
<b>SunTrust Banks Inc.</b>	<b>L. Philip Murann</b> President		
<b>Union Bank of California</b>	<b>Richard C. Hartnack</b> Vice Chairman		<b>Richard C. Hartnack</b> Vice Chairman
<b>USAA Federal Savings Bank</b>	<b>Mark H. Wright</b> President and Chief Executive Officer		<b>Mark H. Wright</b> President and Chief Executive Officer
*Unselected U.S. Board directors pursuant to MasterCard Rules.			







Ric Duques  
Chairman & CEO

Phone: 201-986-5701  
Fax: 201-986-5401

VIA FACSIMILE  
Fax Number 914-249-4111

January 15, 1999

Mr. Alan J. Heuer  
President  
MasterCard International  
United States Region  
2000 Purchase Street  
Purchase, NY 10577-2500

Dear Alan:

First Data Corporation would like to nominate Eula Adams for a seat on the U.S. Region Board of MasterCard. Eula is an Executive Vice President of First Data Corporation and is responsible for First Data Merchant Services.

We would also like to nominate Bob Levenson, Executive Vice President, to serve as the First Data Corporation representative on MasterCard's International Operations Committee.

Thank you for your consideration.

Sincerely,

A handwritten signature in cursive, appearing to be 'Ric'.

ONE MACK CENTRE DRIVE, PARAMUS, NJ 07652

Eula L. Adams was born February 12, 1950. First Data Corporation hired him in 1991 as the EVP, Finance and Administration. During his tenure with First Data, he also served as EVP, Finance & Administration for First Data Teleservices, EVP & COO of Western Union and President of First Data Merchant Services and Operations.

He was recently promoted to Executive Vice President of First Data Corporation and President of First Data Merchant Services. First Data Corporation is the nation's leading processor of credit cards for the card Issuance Industry. First Data's card issuance business represents approximately 30% of the card issuance processing volume in the U.S. including plastics, credit, fraud and statements.

First Data Merchant Services is the nations largest merchant acquirer and processing company. During 1998, First Data Merchant Services, through its eleven alliance relationships, will acquire and process approximately 40 plus percent of the \$600 billion merchant credit/debit card volume or almost 6 billion transactions.

As the Executive Vice President of First Data Corporation, Eula L. Adams is a member of First Data Corporation's Executive Committee. In addition, as President of First Data Merchant Services, Eula Adams is responsible for articulating the merchant services vision and determining and executing the business strategies. The Merchant Services of First Data is a dynamic business comprised of eleven alliance or joint venture relationships with eleven of the nations largest financial institutions. Other relationships of the Merchant Services group include full service processing and revenue sharing alliances and traditional processing.

The Merchant Services business of First Data is comprised of approximately 5,000 employees and principal operations located in Melville, New York, Hagerstown, Maryland, Coral Springs, Florida and Omaha, Nebraska.

Principal activities of these operations include sales, credit and risk management, customer service, data center, systems and programming, chargebacks and retrieval, point of sale help desk, authorizations, deployment, finance and accounting and human resources.

Prior to joining First Data in 1991, Eula L. Adams was a partner with Deloitte and Touche. His educational background includes an undergraduate degree in Accounting from Morris Brown College and a Master Degree from Harvard Business School.

Other First Data Companies include: Western Union, the nations leading money transfer company, TeleCheck, the leader in check verification and check guarantee and First Data Solutions, a leader in the information services industry.



**William F. Aldinger, III**

William F. Aldinger is chairman and chief executive officer of Household International, a leading provider of consumer loans and credit cards in the United States, Canada and the United Kingdom. Household's primary businesses include HFC, the oldest consumer finance company in the United States. Additionally, Household is one of the nation's largest issuers of general purpose and private label credit cards.

Mr. Aldinger joined Household in 1994. Prior to that he was a senior executive with Wells Fargo Bank, San Francisco. He joined Wells Fargo in 1986 and was named executive vice president of the bank's private banking group. In 1992 he was named vice chairman, with responsibility for the private banking and consumer credit groups. In 1993 he was appointed head of the retail banking and consumer credit groups. Mr. Aldinger also served as a director of several of the company's subsidiaries.

Prior to Wells Fargo, Mr. Aldinger was with Citibank, New York, (1975-1986), and U.S. Trust Company, New York, (1969-1975).

Mr. Aldinger is a graduate of The Baruch School of City College of New York and the Brooklyn Law School, where he received his law degree in 1975. He is a member of the New York Bar.

Mr. Aldinger is a member of the Listed Companies Advisory Committee to the Board of Directors of the New York Stock Exchange. He is a member of the board of directors of SunAmerica Inc., Stone Container Corporation, and the combined board of directors of Children's Memorial Medical Center/Children's Memorial Hospital and the Children's Memorial Foundation. He is also a member of the Board of Trustees of Northwestern University, the Board of Trustees of the J. L. Kellogg Graduate School of Management and the Board of Trustees of the Orchestral Association Chicago Symphony Orchestra.

Mr. Aldinger is a member of The Chicago Club, The Commercial Club of Chicago, The Economic Club of Chicago and The Pacific Union Club in San Francisco.

He and his wife, Alberta, have four children and reside in Lake Forest, Illinois.

July, 1997

7/27/97 11:28:26 AM HOUSEHOLD INTL INC



**ALLEN J. GULA, JR.**

*Executive Vice President &  
Chief Technology Officer*

*KeyCorp*

Allen J. Gula, Jr. is executive vice president and chief technology officer of KeyCorp. He is also a member of the KeyCorp Management Committee. Gula is responsible for integrating Key's strong technology position and leveraging industry-leading technology applications into our lines of business. He also leads the corporation's Continuous Improvement initiative, developing quality and measurement tools to be utilized by each of the lines of business. In addition, Gula oversees the expansion of Key's data mining and electronic commerce capabilities.

Gula joined Central National Bank in February, 1982, as assistant vice president and manager of computer operations. In October, 1985, he was named vice president and applications manager in the Information Systems Division when Central merged with Society Corporation.

Two years later (1987), Al was named senior vice president of Society Management Company. From 1987 to November 1991 he held various positions of increased responsibility managing the bank's Information Technology and Operations Services groups. He was elected executive vice president of Society Corporation in March, 1992. Most recently Gula served as chairman and chief executive officer of Key Services Corporation, responsible for all information technology and operations services and support for KeyCorp nationwide.

Throughout Al's more than twenty years in the technology and financial services fields, he has held a variety of technology, business and management positions. He holds a master's degree in Business Administration from Case Western Reserve University.

Al serves on the Board of Directors of Electronic Payment Services (EPS), the Great Lakes Science Center, and the Weatherhead School of Management Alumni Association (Case Western Reserve University). He is a representative to the Bankers Roundtable.

Al and his wife, Marilyn, live in Broadview Heights, Ohio.

**PERSONAL DATA**

Name: Allen J. Gula Jr.  
Residence: 1206 Homestead Creek  
Broadview Heights, OH 44147  
Telephone: (H) 440-526-2689  
(O) 216-689-8919  
(Home Fax) 440-526-9935

**EDUCATIONAL BACKGROUND**

Case Western Reserve University, Cleveland, Ohio  
M.B.A., 1990  
Control Data Institute, Lakewood, Ohio  
Diploma - Computer Science, 1976

**BUSINESS HISTORY**

**KEYCORP**  
Cleveland, Ohio  
1982 to Present

Chief Executive Officer, Key Services Corp.  
Executive Vice President, KeyCorp  
KeyCorp Management Committee Member  
1993 to Present

Reporting to the President and Chief Operating Officer of KeyCorp., Mr. Gula manages Key Services Corp. He oversees all information technology and back office operations for the bank. Key Services has 8000 employees and has service operations in seven states from Maine to Alaska. Mr. Gula's direct staff includes the following business heads: Key Services President and Chief Operating Officer (Call Center Services, Investment Services, Electronic Payment Services, Banking Services, Loan Services, Technology Operations and Planning & Business Management); four technical services executives (Warehouse Systems, Channel Delivery Systems, Core Accounting & MIS Systems and Network Technologies); Chief Financial Officer; Chief Administrative Officer (human resources, support functions, emergency recovery, data security, marketing & communications); Merger & Acquisition Services (bank consolidations and sales; nationwide banking and Year 2000 project); KeyCorp security and Continuous Improvement (quality engineering, national client services, and business consulting).

In addition to his Key Services responsibilities, Mr. Gula oversees projects for KeyCorp as well. He is sponsoring a re-engineering of the procurement process and also a re-engineering of the span-of-control/organization structure for the bank. He serves on the KeyBank NA, Key clearing Corporation, KeyBank USA and Key Electronic Services boards. As a Management Committee Member, he also contributes to the strategic direction of the institution.

Group Executive, Information Systems & Operations  
Management Committee Member  
Executive Vice President, Society Corp.  
1991 to 1993

In 1991, in addition to previously stated responsibilities, Mr. Gula was given management of all bank operations. This included trust, investment, deposit/check, commercial, and call center/services.

Group Executive, Information Systems & Operations  
Executive Vice President, Society Corp.  
1989 to 1990

In 1989, with the acquisition of Ameritrust, Mr. Gula assumed responsibility for information services as well as check and deposit operations. He was responsible for the consolidation of all operations and call centers for the new bank. In this role, he managed a staff of 2200 and reported to the CAO.

Chief Information Officer  
Society Corp.  
1988 to 1989

Mr. Gula was promoted to CIO of Society Corp. managing an organization of 750 employees. In this role, he oversaw data center operations, telecommunications, technical support and systems development. He reported to the Chief Administrative Officer.

Vice President, Systems Development  
Society Corp.  
1985 to 1988

In 1985, Central Bank was purchased by Society and Mr. Gula was made a Vice President in the new organization and given responsibility for 250 developers covering both retail and commercial banking systems. He reported directly to the CIO.

Vice President, Systems Development  
Central Bank  
1983 to 1985

Assistant Vice President, Data Processing Operations  
Central Bank  
1982 to 1983

AMERICAN CONTINENTAL CORP.

Cincinnati, Ohio  
1978 to 1982

Data Processing Manager  
Phoenix, Arizona

WELTMAN, STRACHEN & GREER

Cleveland, Ohio  
1977 to 1978

Data Processing Manager

COMPUTER PEOPLE, INC.

Cleveland, Ohio  
1976 to 1977

Software Technician



November 16, 1998

Mr. Noah J. Haas  
Secretary of the U.S. Region Board  
MasterCard International Inc.  
2000 Purchase Street  
Purchase, NY 10577-2509

Dear Noah:

Please accept my recommendation for the U.S. Region Board, Mr. Craig Millington, SVP at Bridgeview Bank and Trust.

Mr. Millington is well suited to represent the needs of MasterCard's members, as indicated by the attached resume. I have already spoken with several other members and they have vowed their support for Mr. Millington.

I look forward to hearing from you.

Sincerely,

A handwritten signature in black ink, appearing to read "Ken Mason".

Ken Mason  
Vice President  
Merchant Bankcard

Enclosure: Resume

KM/lc

cc: Ted Mason, President & CEO, Humboldt Bank  
Jamie Savant, EVP, Humboldt Bank  
Craig Millington, SVP, Bridgeview Bank and Trust

---

605 K Street ■ Eureka, CA ■ 95501





TO: Mr. Noah J. Hanft  
Secretary of the U.S. Region Board

COMPANY: MasterCard International Inc.

FAX: 914-249-4261

FROM: Leslie Cushman  
Merchant Bankcard  
(707) 269-3207/ FAX: (707) 445-4927

DATE: November 16, 1998

RE: Letter from Ken Musante

---

Please see attached letter from Ken Musante. The original is being sent under separate cover.

Should there be any problems or questions regarding this transmission please contact us at (707) 269-3207. Thank you.

**HUMBOLDT BANK MERCHANT BANKCARD  
605 'K' STREET, EUREKA, CALIFORNIA 95501**

---

605 K Street ■ Eureka, CA ■ 95501

CRAIG MILLINGTON  
561 Cottonwood Circle  
Bolingbrook, IL 60440  
(630)759-4413

SENIOR CREDIT CARD MERCHANT ACQUIRING EXECUTIVE with strong sales experience coupled with operations and management skills gained at Bridgeview Bank, MasterCard International, National Westminster Bank USA, European American Bank, Chemical Bank and Security National Bank Unicard Division. Seasoned achiever of demanding company goals. Broad based background encompasses sales, operations, negotiations, chargeback processing and customer service.

**BRIDGEVIEW BANK & TRUST COMPANY** 1992 - PRESENT

**Senior Vice President, Bankcard Plan Manager**  
Woodridge, Illinois

Responsible for management of Bank's credit card acquiring program which processes an average of \$30,000,000 per month in merchant transactions. Direct responsibility for all external vendors, processors, sales organizations and service companies.

- Joined senior staff of Family Bank at the request of Chairman of the Board to assist bank which was at that time on a FDIC cease and desist order. Raised profitability and capital position of bank sufficiently to satisfy bank examiners and cause termination of cease and desist order within one year. Bank was listed in 200th place in Chicago Crain's Report in August 1992 and was listed in first place in August 1993.
- At the request of the Board of Directors, sought and located potential buyer for bank and successfully negotiated sale to Bridgeview Bank & Trust in December of 1993.
- Was retained by new owners to manage the Merchant Acquiring Program. Profitability of portfolio has increased to an average of \$200,000 per month under a staff which consists of a Vice President of Operations, a Department Manager and four clerical positions.
- Responsible for full compliance to all MasterCard and VISA rules and regulations as well as ongoing interface with both Associations.
- Created fraud screening program on incoming transactions which reduced fraud losses to .011% of sales.
- Reports to Executive VP and Board of Directors.

Craig Millington

UNIVERSAL BANCARD SYSTEMS, INC

1991 - 1992

Vice President, National Sales Manager  
Melville, NY

Responsible for National Sale Staff consisting four regional managers and one hundred Account Executives with monthly sales quotas of four hundred new electronic merchant relationships. Additional responsibilities included Member Bank relationships and compliance to all applicable laws and regulations.

- \* Established and built sales force from start-up position
- \* Negotiated and signed contracts with five National Banks in Illinois, New Jersey, and Texas.
- \* Responsible for daily review and disposition of all submitted merchant applications.
- \* Responsible for daily compliance to all MasterCard and Visa USA rules and regulations.
- \* Reported directly to President of company

MASTERCARD INTERNATIONAL

1990 - 1991

Director, Franchise Management Division  
New York, NY

Responsible for the registration and control of all non-member (third party) processors that were operating through member banks. Direct responsibility for 330 Member Service Providers (MSPs).

- \* Drafted and issued "Chapter 5" of MasterCard Rules and Regulations for the proper registration of MSPs.
- \* Responsible for the examination and operational audit of member banks that utilized MSPs and their policies concerning same.
- \* Responsible for the registration and review of 330 MSPs
- \* Physical visits to member banks and MSPs to investigate any abnormal complaints concerning their acquiring programs.

Craig Millington

NATIONAL WESTMINSTER BANK USA

1984 - 1990

Assistant Vice President, Merchant Services Division  
Melville, NY

Responsible for staff of 16 with annual merchant sales deposits of \$900 million and expense budget of \$13 million. Line accountabilities for merchant deposit sales, customer service, chargeback processing and merchant security. Division profitability improved from an annual loss in 1984 to \$3.4 million annual profit in 1990.

- \* Successfully increased annual merchant deposits from \$80 million to \$900 million.
- \* Introduced American Express Deposit Service, which increased fee income by \$80,000 per year.
- \* Minimized paper processing by successfully negotiating and implementing electronic draft capture program through Esvey Corporation.
- \* Contained overall headcount to increase of six (6) positions although transactions increased by more 65% annually.
- \* Reduced annual fraud losses from \$160,000 to \$40,000.

EUROPEAN AMERICAN BANK

1981 - 1984

Assistant Vice President, Merchant Sales Department  
Uniondale, NY

Accountable for staff of 18 with annual sales deposits of \$250 million and expense budget of \$4 million. Line responsibilities for merchant outlet sales and processing of sales drafts through Eastern States Bankcard Association. Department profitability improved from \$50,000 in 1981 to over \$1.1 million in 1984.

- \* Successfully increased merchant paper deposits from \$40 million to \$250 million annually.
- \* Reduced overall headcount from 20 to 18 although transactions increased more than 80% annually.
- \* Minimized fraud losses by introducing merchant application screening system.

Craig Millington

CHEMICAL BANK

1973 - 1981

Assistant Treasurer, Merchant Sales Department  
Lake Success, NY

Promoted to this post after having been Assistant Manager, then Manager of merchant sales with bank. Accountability for four member sales department with annual sales goals of \$50 million in new sales deposits. Line responsibilities for National Trade Association contracts and acquisition of Agent Bank processing customers.

- \* Successfully implemented National Trade Association program and developed merchant base from start-up to \$80 million in annual deposits.
- \* Created program to process/monitor merchant programs for smaller commercial and savings banks throughout metropolitan New York area. Built annual deposits to \$100 million.

SECURITY NATIONAL BANK

1970 - 1973

Manager, UniCard Card Sales  
Meville, NY

Responsible for Unicard (Chase Manhattan Bank Credit Card) sales to local retailers until 1973 when Bank was acquired by Chemical Bank of New York.

- \* Grew annual Unicard deposits from start-up to \$70 million in 1972.
- \* Successfully converted Unicard to BankAmericard under the direction of Chase Manhattan Bank which administered program to Agent Banks.

PHOTOCIRCUITS CORPORATION

1962 - 1970

Sales Representative, New England Region  
Glen Cove, NY

Responsible for sales of printed circuit boards to commercial and military accounts throughout New England States.

**Craig Millington**

**EDUCATION**

- S.U.N.Y. at Farmingdale - Associates Degree in Business Administration
- University of Chicago Bank Card School
- American Institute of Banking - Basic and Standard Certificates
- Dale Carnegie Institute - various programs covering sales, public speaking and human relations.
- Additional courses covering sales, effective management techniques, business writing, Word Perfect and banking.

**PROFESSIONAL AFFILIATIONS AND ACTIVITIES**

- Member of Board of Directors - Electronic Transactions Association
- Advisory Board - Bankcard Services Association
- Past member Board of Directors - New York State Hotel & Motel Association
- Past member Board of Directors - N.Y. State Gasoline Dealers Association
- Guest Speaker - Faulkner & Gray Credit Card Forums

**BIOGRAPHICAL**

"Who's Who in Finance and Industry" 1989 - 1990 Edition

**PERSONAL**

Married with two grown children, one Grandson; good health; non-smoker; very active in community affairs.



**Total Card & EFT Services**

November 5, 1998

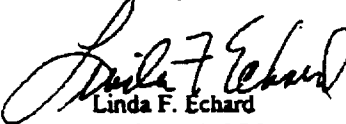
Mr. Noah J. Hanft, Esq.  
Secretary of the U.S. Region Board  
MasterCard International, Inc.  
2000 Purchase Street  
Purchase, New York 10577-2509

Dear Mr. Hanft:

In connection with Alan Heuer's memorandum of November 2, 1998, requesting recommendations for individuals to serve on MasterCard's U.S. Region Board, I refer to my letter of September 11, 1998, a copy of which is enclosed.

I strongly urge that consideration be given to David Ballweg, President & CEO, Community State Bank, Union Grove, Wisconsin to serve on the U.S. Region Board for the reasons cited in my September letter.

Sincerely,

  
Linda F. Echard  
President & CEO

Enclosure  
RDB/rdb

**RECEIVED**  
NOV 16 1998  
U.S. REGION COUNSEL'S  
OFFICE

1525 Wilson Blvd., Suite 950 • Arlington, VA 22209 • Phone: (800) 242-4770 • (703) 841-5102 • Fax: (703) 841-5103



September 11, 1998

Mr. Noah J. Hanft, Esq.  
Secretary of the U.S. Region Board  
MasterCard International, Inc.  
2000 Purchase Street  
Purchase, New York 10577-2509

Dear Mr. Hanft:

Pursuant to Robert Selander's letter of September 3, 1998, I am pleased to recommend David Ballweg, President & CEO, Community State Bank, Union Grove, Wisconsin to serve on the U.S. Region Board.

David currently serves on MasterCard's Business Committee and is the Chairman of our newly-established TCM Bank, N.A., as well as serving as President and CEO of the Community State Bank since 1976. His leadership roles are numerous: past president and past chairman of IBAA; past president and director of the Independent Bankers Association of Wisconsin; charter director of Bankers' Bank of Wisconsin; and most recently, Chairman of IBAA Bancard. Dave is currently a member of the IBAA's Federal Legislation, Long-Term Planning and Nominating Committees; President of the Union Grove Area Community Foundation; and a director of the IBAA Community Banking Network.

David's credentials and his new role as Chairman of the credit card TCM Bank makes him an ideal candidate to serve on MasterCard's U.S. Region Board. I will therefore appreciate the Nominating Committee of the U.S. Region Board giving favorable consideration to our request.

Sincerely,

A handwritten signature in cursive script, appearing to read "Linda F. Echard".

Linda F. Echard  
President & CEO

RDB/rdb





FIRST CONSUMERS®  
NATIONAL BANK

9300 S.W. GEMINI DRIVE BEAVERTON, OREGON 97008 PHONE (503) 526-8200 FAX (503) 526-8772

November 25, 1998

Noah J. Hanft  
Secretary, U.S. Region Board  
MasterCard International Inc.  
2000 Purchase Street  
Purchase, NY 10577-2509

VIA FACSIMILE: (914) 249-4261

Dear Mr. Hanft:

I would like to nominate Gregory Aube, President and CEO of First Consumers National Bank, for the U.S. Board of Directors. Since 1994, he has served as President and CEO of FCNB, the fourth largest secured card issuer and the twelfth largest private label credit card issuer. Gregory is a graduate of Yale University and The University of Miami School of Law.

His background includes: Banking Attorney for Tyler, Cooper, Grant, Bowerman & Keefe, Deputy General Counsel at Dominion Bankshares Corporation, Senior Attorney at ITT Consumer Financial Corporation, and from November 1990 until August, 1994, General Counsel and Corporate Secretary for FCNB. With nearly two decades of legal experience in the banking industry, Gregory is an excellent candidate for the Board of Directors.

Please submit my recommendation to the Nominating Committee of the U.S. Region Board for consideration.

Sincerely,

Marc Edmondson  
Marketing Director  
First Consumers National Bank

*Rec'd  
V. Hanft  
12/1*

RECEIVED  
DEC 12 1998  
U.S. REGION COUNSEL'S  
OFFICE



**U.S. Board Affiliations  
MasterCard/Visa**

*Issuers - All Credit Card*

Mastercard Rank <sup>1</sup>	Industry Rank <sup>2</sup>	Member	Est. MasterCard Gross Dollar Volume Share <sup>3</sup>	MasterCard Gross Dollar Volume (\$Mil.) <sup>4</sup>	Est. MasterCard Share of Outstandings <sup>5</sup>	MasterCard Mail Share <sup>6</sup>	Current Global or U.S. Board Affiliation
1	1	Citigroup*	41%	39,852	42%	86%	Visa
2	3	MBNA	61%	31,227	63%	52%	MasterCard
3	6	Household*	94%	23,618	88%	100%	MasterCard
4	2	Banc One*	21%	16,823	20%	40%	Visa
5	5	Chase Manhattan Bank (USA)	44%	14,614	49%	21%	MasterCard
6	9	Fleet/Advanta	75%	10,385	62%	93%	Visa
7	4	BofA/NationsBank	25%	9,289	32%	49%	Visa
8	10	Wells Fargo/Norwest	50%	5,859	69%	88%	Visa
9	12	USAA F.S.B	74%	4,989	82%	60%	MasterCard
10	16	G.E. Capital Consumer Card Co	93%	4,496	37%	97%	MasterCard
11	8	Capital One Bank	27%	3,549	27%	22%	MasterCard
12	22	Metris	78%	2,163	82%	83%	MasterCard
13	14	First Union National Bank N.C.	31%	2,163	32%	0%	Visa
14	13	Wachovia Bank of Georgia, N.A.	30%	1,889	32%	86%	
15	17	Associates National Bank	40%	1,794	40%	46%	Visa

\* Rank and Statistics reflect the following: Citigroup includes AT&T and Travelers, Household includes Beneficial, and Banc One includes FCC and Chevy Chase

Sources

<sup>1</sup>MasterCard Rank based on 3Q'98 YTD gross dollar volume reported by MasterCard International Quarterly Performance Data

<sup>2</sup>Industry Rank based on Nilson Report for 2Q'98 YTD gross dollar volume reported in Issue 673 dated August, 1998

<sup>3</sup>Estimated MasterCard Gross Dollar Volume Share based on Nilson Report for 2Q'98 YTD data reported in Issue 673 dated August, 1998 and 2Q'98 YTD gross dollar volume as reported by MasterCard International Quarterly Performance Data

<sup>4</sup>MasterCard gross dollar volume based on 3Q'98 YTD MasterCard International Quarterly Performance Data

<sup>5</sup>Estimated MasterCard Share of Outstandings based on Nilson Report for 2Q'98 YTD data reported in Issue 673 dated August, 1998 and 2Q'98 YTD outstandings as reported by MasterCard International Quarterly Performance Data

<sup>6</sup>Mail Share based on 3Q'98 Topline Report with data from Mail Monitor.

**U.S. Board Affiliations  
MasterCard/Visa**

**Issuers - All Credit Card**

Mastercard Rank <sup>1</sup>	Industry Rank <sup>2</sup>	Member	Est. MasterCard Gross Dollar Volume Share <sup>3</sup>	MasterCard Gross Dollar Volume (\$Mil.) <sup>4</sup>	Est. MasterCard Share of Outstanding <sup>5</sup>	MasterCard Mail Share <sup>6</sup>	Current Global or U.S. Board Affiliation
16	28	PartnersFirst*	65%	1,659	62%	99%	
17	23	Starbank/Firststar	64%	1,512	50%	64%	Visa
18	19	First National Bank of Omaha*	43%	1,420	40%	47%	
19	18	Peoples Bank	22%	1,191	33%	N/A	
20	20	National City Corp	36%	1,093	44%	N/A	
21	15	PNC National Bank	21%	1,076	27%	4%	Visa
22	21	Marine Midland Bank, N.A.	41%	1,024	59%	100%	
23	26	Mellon Bank	56%	970	61%	23%	MasterCard
24	N/A	Card Services for Credit Unions	N/A	922	0%	N/A	
25	24	Key Corp	47%	807	43%	N/A	MasterCard
28	31	Suntrust	49%	628	51%	N/A	MasterCard
30	N/A	Community State Bank/IBAA**	N/A	495	0%	N/A	
31	47	First Consumers National Bank	100%	473	100%	N/A	
51	11	Provident National Bank	2%	171	8%	0%	MasterCard

\* Rank and Statistics reflect the following: Partners First includes BankBoston and Harris Trust, FNBO includes Union Bank of CA portfolio

\*\* Community State Bank is an affiliate of IBAA; data for affiliates are not reported separately in MasterCard International Quarterly Performance Data

**Sources**

<sup>1</sup> MasterCard Rank based on 3Q'98 YTD gross dollar volume reported by MasterCard International Quarterly Performance Data

<sup>2</sup> Industry Rank based on Nilson Report for 2Q'98 YTD gross dollar volume reported in Issue 673 dated August, 1998

<sup>3</sup> Estimated MasterCard Gross Dollar Volume Share based on Nilson Report for 2Q'98 YTD data reported in Issue 673 dated August, 1998 and 2Q'98 YTD gross dollar volume as reported by MasterCard International Quarterly Performance Data

<sup>4</sup> MasterCard gross dollar volume based on 3Q'98 YTD MasterCard International Quarterly Performance Data

<sup>5</sup> Estimated MasterCard Share of Outstandings based on Nilson Report for 2Q'98 YTD data reported in Issue 673 dated August, 1998 and 2Q'98 YTD outstandings as reported by MasterCard International Quarterly Performance Data

<sup>6</sup> Mail Share based on 3Q'98 Topline Report with data from Mail Monitor.

**U.S. Board Affiliations****MasterCard/Visa***Issuers - All Corporate Products*

MasterCard		3Q'YTD Gross Dollar Volume	Growth vs. Year	Share of Total Volume	Current Global or U.S. Board Affiliation
<u>Rank</u> <sup>1</sup>	<u>Member</u>	<u>(\$Mil.)</u> <sup>2</sup>	<u>Age</u>		
1	Wells Fargo/Norwest	\$2,790.8	17%	21%	Visa
2	Banc One*	\$1,817.4	37%	14%	Visa
3	G E Capital Consumer Card Co	\$1,799.5	42%	14%	MasterCard
4	Citigroup*	\$1,775.5	88%	14%	Visa
5	Fleet/Advanta	\$1,139.7	30%	9%	Visa
6	MBNA America	\$806.6	95%	6%	MasterCard
7	BofA/NationsBank	\$662.0	31%	5%	Visa
8	Household Bank*	\$375.2	6%	3%	MasterCard
9	Starbank/Firstar	\$235.4	6%	2%	Visa
10	National City Corp.	\$155.3	33%	1%	
11	Chase Manhattan Bank (USA)	\$141.0	314%	1%	MasterCard
12	Mellon Bank	\$125.7	33%	1%	MasterCard
13	First National Bank Of Omaha*	\$114.7	33%	1%	
14	Huntington National Bank	\$102.9	35%	1%	
15	Key Corp	\$96.2	40%	1%	MasterCard
29	Community State Bank/IBAA**	\$23.1	2%	0%	
76	SunTrust	\$0.5	39%	0%	MasterCard

\* Rank and statistics reflect the following: Citigroup includes AT&T and Travelers. Household includes Beneficial, FNBO includes Union Bank of CA portfolio, Banc One includes FCC and Chevy Chase

\*\* Community State Bank is an affiliate of IBAA, data for affiliates is not reported separately in MasterCard International Quarterly Performance Data

**Sources**

<sup>1</sup> MasterCard Rank based on 3Q'98 YTD gross dollar volume reported by MasterCard International Quarterly Performance Data.

<sup>2</sup> MasterCard Gross Dollar Volume based on 3Q'98 YTD MasterCard International Quarterly Performance Data.

## U.S. Board Affiliations

## MasterCard/Visa

## Issuers - All Debit Products

MasterCard Rank <sup>1</sup>	Member	3Q'YTD Gross Dollar Volume(\$Mil.) <sup>2</sup>	Growth vs. Year Ago	Share of Total Volume	Current Global or U.S. Board Affiliation
1	Wells Fargo/Norwest	\$2,718.8	104%	16%	Visa
2	Chase Manhattan Bank (USA)	\$1,632.9	99%	9%	MasterCard
3	BankBoston	\$1,224.9	53%	7%	MasterCard
4	Key Corp	\$1,045.8	39%	6%	MasterCard
5	Fleet/Advanta	\$854.9	47%	5%	Visa
6	Banc One*	\$826.0	26%	5%	Visa
7	Citigroup*	\$703.2	94%	4%	Visa
8	Mellon Bank	\$601.0	54%	3%	MasterCard
9	Home Savings Of America	\$451.2	50%	3%	
10	Fifth Third Bank	\$408.7	71%	2%	
11	Starbank/Firstar	\$383.5	40%	2%	Visa
12	Glendale Federal Bank	\$370.7	39%	2%	
13	Midwest Payment Systems	\$351.0	46%	2%	
14	Charter One Bank, F.S.B.	\$326.5	216%	2%	
15	Marine Midland Bank, N.A.	\$319.5	38%	2%	
20	USAA F.S.B.	\$217.2	57%	1%	MasterCard
27	Union Bank of California	\$147.7	41%	1%	MasterCard
81	Community State Bank/IBAA**	\$12.9	160%	0%	
200	SunTrust***	\$0.0	-100%	0%	MasterCard

\* Rank and statistics reflect the following: Citigroup includes AT&T and Travelers, Household includes Beneficial, Banc One includes FCC and Chevy Chase

\*\* Community State Bank is an affiliate of IBAA; data for affiliates is not reported separately in MasterCard International Quarterly Performance Data

\*\*\* Suntrust has less than one million dollars in debit volume through the third quarter of 1998

Sources

<sup>1</sup> MasterCard Rank based on 3Q'98 YTD gross dollar volume reported by MasterCard International Quarterly Performance Data.

<sup>2</sup> MasterCard Gross Dollar Volume based on 3Q'98 YTD MasterCard International Quarterly Performance Data.

U.S. Board Affiliations

MasterCard/Visa

Acquirers

MasterCard Rank <sup>1</sup>	Member	3Q'98 YTD Gross Acquiring Volume (\$Mil.) <sup>2</sup>	Growth vs. Year Ago	Share of Total MasterCard Acquiring Volume	Current Global or U.S. Board Affiliation
1	First Financial Bank	\$15,575.5	7%	11%	
2	National City Corp.	\$13,351.3	5%	10%	
3	Banc One*	\$13,278.7	15%	10%	Visa
4	BoFA/NationsBank	\$9,357.2	13%	7%	Visa
5	MBNA America	\$8,650.2	21%	6%	MasterCard
6	Chase Manhattan Bank (USA)	\$8,053.1	17%	6%	MasterCard
7	Wells Fargo/Norwest	\$7,411.9	8%	5%	Visa
8	Northern Trust Company	\$6,347.9	2%	5%	
9	Fleet/Adventa	\$5,481.9	243%	4%	Visa
10	Citigroup*	\$4,448.5	8%	3%	Visa
11	The Fifth Third Bank	\$4,091.5	27%	3%	
12	First Bank Of South Dakota	\$3,319.2	9%	2%	
13	First National Bank Of Omaha	\$3,048.9	-11%	2%	
14	Household Bank*	\$1,952.0	67%	1%	MasterCard
15	First Union National Bank N.C.	\$1,788.5	11%	1%	
19	Key Corp	\$1,404.8	2%	1%	MasterCard
20	Mellon Bank	\$1,224.6	9%	1%	MasterCard
21	Starbank/Firstar	\$1,081.2	0%	1%	Visa
26	Suntrust	\$883.8	-13%	1%	MasterCard
30	G E Capital	\$519.0	98%	0%	MasterCard
32	Community State Bank/IBAA**	\$411.8	-4%	0%	
33	Union Bank of California	\$392.4	6%	0%	MasterCard
35	BankBoston	\$348.5	11%	0%	MasterCard
39	USAA F.S.B.	\$330.9	14%	0%	MasterCard
46	Capital One Bank	\$263.1	-52%	0%	MasterCard
74	Metris	\$106.8	12%	0%	MasterCard
119	Bridgeview Bank and Trust Co.	\$40.8	10%	0%	

\* Rank and statistics reflect the following: Citigroup includes AT&T and Travelers, Household includes Beneficial, Banc One includes FCC and Chevy Chase

\*\* Community State Bank is an affiliate of IBAA; data for affiliates is not reported separately in MasterCard International Quarterly Performance Data

Sources

<sup>1</sup> MasterCard Rank based on 3Q'98 YTD gross acquiring volume reported by MasterCard International Quarterly Performance Data.

<sup>2</sup> MasterCard Gross Acquiring Volume based on 3Q'98 YTD MasterCard International Quarterly Performance Data.





Current MasterCard Board and Committee Representation

Member	U.S. Board of Directors	U.S. Region Business Committee	U.S. Deposit Access Committee	U.S. Acquirer Committee	U.S. Corporate Products Committee	U.S. Members of International Operations Committee	U.S. Members of International Security Committee
Advanced Business Services					Michael Hesse Senior Vice President		
Associated First Capital Corporation		Joseph R. Scapellato Sr. Executive Vice President					
First One		Richard W. Vogel Chairman and CEO					
First USA Payment				Mary F. Dees Group Executive Jeffrey P. Husted CFO	Clady Smith SVP, Relationship Management		
First One Payment Services							
Bank of America N.A.					Kary L. Williams Senior Vice President	Richard Corbett Executive Vice President	
Merchant Services, Inc.				Earl Bayart President and CEO			
NeteBank.com Card Eval.					Jeffrey Rankin Senior Vice President		
NeteBank Card Services		Eileen Fiers President					
Bank of New York, The (Bankwest)			John Hark Senior Vice President				
Republic	Lindsay C. Lawrence Executive Vice President		Robert P. Skag, Jr. Executive Dir. Electronic Banking				
Capital One Financial Corporation	Richard S. Folsom Chairman and CEO						
Chase Merchant Bank	Michael Ussatelli Executive Vice President	Henry F. Di Biase Executive Vice President	Richard A. Gross Senior Vice President				
Cardmember Services						Patrick Reilly SVP, Card Services & Operations	William V. Dobson VP and Mgr., Fraud Operations
C. Bank					Colby Reardon Executive Director		
South State							Ken Stark Dir., Security Operations & Compliance
Merchant Card Services Citicorp Credit Services, Inc.		TBD				G. Daniel Cook Vice President	
Citicorp Payment Services, Inc.				Denis A. Covert President			
Community State Bank		David Buehler President					
First One Bank				Barry Swartz Senior Vice President			
First Chicago MID First Card				TBD	Jin Henderson Senior Vice President	Donald S. Gobin Senior Vice President	
					Karen Bergquist Prod. Planning Mgr., Card Services		
					Cynthia P. Meyer Vice President		
First Data Corporation						Joseph Johnston Managing Director	
Card Enterprise Group		Alto Test Group President					
Merchant Services				Robert F. McManis Merchant Group President and EVP			
First Data Payments							Gary Rutledge EVP, Issuer Risk Management
First Horizon Bank		Donald G. Hamer Vice Chairman		Gary Y. Fildes Senior Vice President			
First National Bank of Omaha		Eric Christoph Executive Vice President					
Merchant Processing				Michael Phelan Senior Vice President			

Current MasterCard Board and Committee Representation

Member	U.S. Board of Directors	U.S. Region Business Committee Board Vice	U.S. Deposit Account Committee	U.S. Acquirer Committee	U.S. Corporate Products Committee	U.S. Members of International Operations Committee	U.S. Members of International Security Committee
First Union National Bank							
First Bank U.S.A.	Michael J. Edwards Chairman and CEO	Seabrook Vice President		George King Senior Vice President	John Widdows Vice President		
First Financial Group			Robert S. Hodges, Jr. SVP, U.S. & HAWAII Svcs. Group				
GE Capital Consumer Financial Services GE Capital Financial	Kathryn V. Marzullo President				John Dye Senior Vice President Craig Williams VP - Product Development		
GE Consumer Card Company		Doreen Sandgren SVP, Marketing Director					
Hibernia National Bank			Charles A. Myers Senior Vice President				
Household Credit Services, Inc.						Tom Kemler Executive Vice President	Art Berger Dir., Fraud Control & Control Svcs.
KeyCorp	Stephen E. Was Executive Vice President		David R. Campbell Senior Vice President	David J. Hildreth Senior Vice President			
Marine Midland Bank		F. Christopher McLaughlin SVP, Consumer Finance	Andrew Blomg SVP, Revolving Bankline Agent				
MHNA America Bank, N.A.	Michael B. Pflaum Chairman President	Michael B. Blomg Chairman President			Leonard H. Kallum Executive Vice President	Kenneth F. Bonal Vice Chairman	Richard B. Shaffer Senior Executive Vice President
Wachovia Bank	Mark E. Milligan Chairman and CEO	John L. Blomg Senior VP - Credit Card Group	Paul A. Frank First Vice President		Very Limby VP - Global Cash Management		
WELLS FARGO Consumer Fin.	Richard R. Schuch President and CEO	Douglas B. McCoy SVP, Operations					
National Pennant Company People's Bank		John A. Rice Executive Vice President		TBO			
Prologis/Investech							
Provident Financial Corporation	Stanley J. Meigs Chairman and CEO				William Brown Senior VP and General Manager		
Regions Bank							
SunTrust Bankcorp, N.A.		James W. Harrison Chairman and CEO			James D. Clever Senior Vice President		
SunTrust Bank Inc.	L. Philip Nathan Chairman, President, and CEO						
Total Systems Services, Inc.							
Union Bank of California	Richard C. Hootman Vice Chairman					Philip Tomkinson President	
USAA Federal Savings Bank	Walter R. Wagon President and CEO	Robert R. Taylor Senior VP - Credit Card Svcs					
Wachovia Bank Card Services		Charles M. Haggerty President					Raymond Jones AVP, Fraud Control
Wells Fargo/Norwest Bank		Linda Hill Executive Vice President	Linda Hill Executive Vice President	Debra S. Reiss Senior Vice President	Mark Bernstein Senior Vice President		

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**MasterCard International  
U.S. Board of Directors**

Proposed Members

***Eula Adams***

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First Data Corporation

***William F. Aldinger, III***

Chairman and Chief Executive Officer  
Household Bank

***Richard D. Fairbank***

Chairman and Chief Executive Officer  
Capital One Financial Corporation

***Allen Gula, Jr.***

EVP and Chief Technology Officer  
Key Corp

***Richard C. Hartnack***

Vice Chairman  
Union Bank of California

***Alan J. Heuer***

President, U.S. Region  
MasterCard International Incorporated

***Lindsey C. Lawrence***

Executive Vice President  
BankBoston

***Kathryn V. Marinello***

President  
GE Capital Consumer Financial Services

**MasterCard International**  
**U.S. Board of Directors**  
Proposed Members

***Shailesh J. Mehta***  
Chairman and Chief Executive Officer  
Providian Financial Corporation

***Michael G. Rhodes***  
Division President  
MBNA America Bank, N.A.

***Robert W. Selander***  
President and Chief Executive Officer  
MasterCard International Incorporated

***Michael Urkowitz***  
Executive Vice President  
The Chase Manhattan Bank

***Mark H. Wright***  
President and Chief Executive Officer  
USAA Federal Savings Bank

***Ronald N. Zebeck***  
President and Chief Executive Officer  
METRIS Companies Inc.