

Melvin Schwarz (MS8604)
U.S. Department of Justice
Antitrust Division
325 7th Street, N.W., Room 300
Washington, DC 20530
(202)616-5935
Attorney for the United States

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

UNITED STATES OF AMERICA,)	
)	
Plaintiff,)	
)	
v.)	98 Civ. 7076 (BSJ)
)	
VISA U.S.A. INC.,)	MOTION FOR ENTRY OF
VISA INTERNATIONAL CORP.,AND)	AMENDED STIPULATED
MASTERCARD INTERNATIONAL)	PROTECTIVE ORDER
INCORPORATED,)	
)	
Defendants.)	

Plaintiff, United States of America, respectfully moves this Court, pursuant to Fed. R. Civ. P. 26(c), for entry of the attached Amended Stipulated Protective Order limiting the use and disposition of the information and documents produced in the course of discovery in this action. The discovery that is likely to be sought in this action includes requests for information of a highly sensitive and confidential nature, including requests for business, commercial, financial, and trade secret information of the defendants and non-parties to this action. As a result, the parties jointly agreed to a Stipulated Protective Order, which was entered by the Court on November 18, 1998. In response to objections raised by a non-party regarding certain provisions

of the Stipulated Protective Order, and pursuant to the Court's instructions at a December 4, 1998 hearing on those objections, the parties have agreed to an Amended Stipulated Protective Order, and request that the Court enter it in this case.

Defendants, Visa U.S.A. Inc., Visa International Corp., and MasterCard International Incorporated, have authorized the United States to move for entry of this Amended Stipulated Protective Order which has been signed by counsel for all of the parties.

Respectfully submitted this 9th day of December, 1998.

_____/s/_____
Melvin Schwarz (MS8604)
Steven Semeraro (SS8817)
Scott Scheele (SS0496)
Jeffrey Steger (JS7416)
Trial Attorneys
U.S. Department of Justice
Antitrust Division
325 7th Street, N.W., Room 300
Washington, DC 20530
(202)616-5935