

EXHIBIT 9

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

In re PAYMENT CARD INTERCHANGE	:	MDL No. 1720(JG)(JO)
FEE AND MERCHANT DISCOUNT	:	
ANTITRUST LITIGATION	:	Civil No. 05-5075(JG)(JO)
	:	
	:	DECLARATION OF DEBORAH OPPER
	:	
This Document Relates To:	:	
	:	
ALL ACTIONS.	:	
	:	

I, Deborah Opper, declare as follows:

1. I am the Executive Vice President for class representative Discount Optics, Inc. On August 12, 2005, Discount Optics, Inc. filed a Class Action Complaint against Visa U.S.A., Inc., Visa International and MasterCard International Incorporated. On April 24, 2006, that Complaint was consolidated with the other class action complaints, and on November 27, 2012, this Court named Discount Optics, Inc. as a Class Plaintiff. Discount Optics, Inc. has served as a representative of the class throughout the entire litigation.

2. Throughout this litigation, contact was maintained by me and several other employees and/or executives of Discount Optics, Inc. in order to monitor the case, provide input concerning strategy decisions, comply with discovery obligations, and fulfill various other duties on behalf of the classes. I offered regular input during the entire pendency of this litigation on issues from the perspective of a primarily on-line business, representing a significant constituency of the classes. This perspective has been valuable to protecting class interests inasmuch as purely on-line “card-not-present” transactions, such as ours, sometimes result in higher interchange fees. I am familiar with the terms of the settlement in the above-captioned case and am of the opinion that the settlement constitutes a constructive resolution of the case and is in the best interests of the classes.

3. I feel the settlement is a good result for the classes because it delivers meaningful financial and injunctive relief even beyond the scope of the claims in the initial complaints and does so in the face of considerable risks to Class Plaintiffs. The settlement cannot be fairly evaluated in a vacuum. While some class members may not immediately take advantage of all of the injunctive relief delivered by the settlement, such as the ability to surcharge, the settlement puts merchants in a stronger negotiating position with respect to Visa, MasterCard and their member banks. Before this litigation we had no tools to use to counter or negotiate the steadily-rising interchange rates. If the

settlement is approved, merchants will be armed for the first time with some tools as a result of the Rules changes (such as the ability to steer customers to less expensive payment options and the ability to be transparent about the customer's absorption of interchange fees through surcharging). Where before merchants had no ability to counteract Visa and MasterCard's non-negotiable interchange rates, common sense suggests that if the settlement is approved, competitive pressure – specifically the threat of Visa and MasterCard losing business to less expensive forms of payment – can work to reign in interchange fees.

4. With specific reference to the financial component of the settlement, this record-breaking sum, in excess of \$7 billion, is extraordinary by any measure. This is a tremendous result. Particularly when weighed against the other option of continuing an extremely risky litigation that has already lasted eight years with no end in sight, the fact the Court has not yet certified the class or indicated which of Class Plaintiffs' claims, if any, would survive summary judgment, and the fact that the relief of direct regulation or reduction of interchange rates is arguably not within the Court's power, in any case, the settlement here is clearly a preferable and speedier result.

5. On behalf of the classes, Discount Optics, Inc. and several of its officers spent substantial time and effort in pursuit of the litigation with Class Counsel.

6. As more fully described below, Discount Optics, Inc. prepared for and presented for two separate full-day depositions, produced documents on at least 10 different occasions, responded to nine separate sets of interrogatories, had numerous meetings and countless telephone calls with Class Counsel regarding the status, direction and handling of this litigation, provided input on industry questions from Class Counsel, evaluated settlement proposals, and researched issues at the request of Class Counsel. Discount Optics, Inc. had three individuals closely involved with this litigation who interacted often with Class Counsel, which, in a business of fewer than 14 full time

employees, was a substantial commitment. Over the seven-plus years this case has been pending, Discount Optics, Inc. likely spent hundreds of hours related to this litigation.

7. **Hiring Counsel.** Before filing suit, Discount Optics, Inc. was frustrated by the amount of the interchange fees it paid every year, which increased over time. In past requests to third party processors and acquiring banks, Discount Optics, Inc. sought competitive bids for their services. We noted that the interchange rate remained the same across all banks in every instance. When we learned of an antitrust investigation we were keen to get involved and hired Jason Hartley who worked at a firm with which we had a prior relationship. We have been in contact with Mr. Hartley as our counsel since the beginning of the litigation.

8. **Case Investigation.** As part of our due diligence before filing Discount Optics, Inc.'s initial complaint, we researched our records and determined the amount and extent to which we had paid interchange fees, along with other fees included in the merchant discount rate. We investigated and pulled our records regarding communications with defendants and advised counsel of our prior attempts to solicit competitive bids from defendants regarding the merchant discount rate, which includes the interchange fee, and our inability to receive any different interchange rates from any defendant we contacted.

9. **Collecting/Producing Documents.** Discount Optics, Inc. spent a considerable amount of time searching our entire document database and physical records to collect and produce every relevant, non-privileged document requested in the litigation. Discount Optics, Inc. ultimately produced more than 1600 pages, including lengthy transactional records. This production included invoices, transactional records, contracts, communications, emails and even downstream sales data, which is generally not relevant and not produced in antitrust cases. We were asked to search and produce documents through initial requests, requests to supplement, and/or expanded requests on at

least 10 different occasions. This included documents related to not only all the defendant banks, Visa and MasterCard, but also third party processors.

10. ***Responding to Interrogatories.*** Discount Optics, Inc. responded to at least nine separate sets of interrogatories. These responses sought detailed information regarding Discount Optics, Inc.'s business and required substantial time to research and provide responses and ensure, where appropriate, that the many documents we produced contained the information sought in certain interrogatories.

11. ***Preparing For and Attending Depositions.*** Discount Optics, Inc. presented for two full day depositions of two separate individuals. Each required an additional day of in-person counsel meetings as well as telephone conferences to prepare for deposition. Preparation included familiarizing the witnesses with Discount Optics, Inc.'s numerous discovery responses, and revisiting case details with counsel.

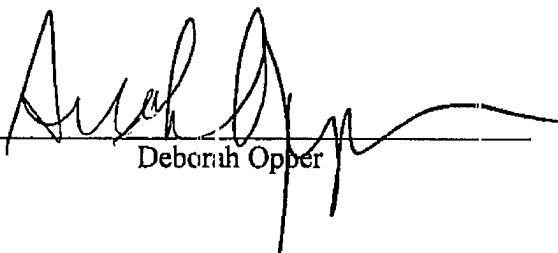
12. ***Providing Input to Documents Filed by Counsel.*** Discount Optics, Inc. was periodically asked by counsel to provide input regarding class certification issues as the class certification motion was being briefed, on issues related to the summary judgment issues, including searching for and producing additional documents, on defendants' motion to compel the production of downstream data, and on the motion for preliminary approval of the settlement.

13. ***General Monitoring of Case/Counsel.*** As noted above, we were closely involved with the litigation since its inception, acting at all times as a named class representative. Accordingly, we communicated often with Mr. Hartley and received regular reports of the status of the case along with news regarding any notable occurrence. Our monitoring of the case consisted of dozens of emails, telephone calls and in person meetings with Class Counsel.

14. ***Conferring with Counsel Regarding Various Phases of the Litigation and Participating in Decision-Making About How to Conduct the Case.*** As noted above, Discount Optics, Inc. conferred regularly with Class Counsel at all stages of the litigation. Our most substantial commitments in terms of time and input to Class Counsel occurred at the discovery and settlement stages of the case. Discount Optics, Inc. was deposed multiple times by defendants. Discount Optics, Inc. provided valuable input regarding its card-not-present transactions and how those transactions were affected by defendants' anticompetitive conduct. It also provided important information regarding its interaction with third party processors. Discount Optics, Inc. asked provocative questions during the settlement phase of the case and provided critical opinions regarding several proposals made during settlement negotiations.

15. In addition, pursuant to its duties as class representative, Discount Optics, Inc. incurred out-of-pocket expenses in furtherance of the litigation on behalf of the class. Those expenses consist of thousands of dollars paid to an accountant to organize, retrieve, review and produce documents.

I declare under penalty of perjury, under the laws of the United States of America, that the foregoing is true and correct. Executed this 8 day of April, 2013, at Boca Raton, Florida.


Deborah Oppen