

EXHIBIT 11

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

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

I, Vincent Archer, declare as follows:

1. I am (and have at all material times been) the Administrator for Class Representative Leon's Transmission Service, Inc. ("Leon's"). I certify that the matters stated in this declaration are true of my own knowledge, except as to those matters which are herein stated upon information and belief, and as to those matters, I believe them to be true.

2. On September 2, 2005, Leon's (together with three other named plaintiffs) filed a Class Action Complaint against Visa International Service Association; Visa U.S.A. Inc.; MasterCard Incorporated; MasterCard International Corporation; JPMorgan Chase & Co.; Chase Manhattan Bank USA, N.A.; BankOne, Delaware, N.A.; BankOne Corporation; Bank of America Corporation; Bank of America, N.A. (USA); Fleet Bank (RI), N.A.; National Processing, Inc.; Capital One Financial Corp.; Capital One Bank; Capital One F.S.B.; Citigroup Inc.; Citibank, N.A.; Citicorp; MBNA Corp.; MBNA America Bank, N.A.; National City Corporation; National City Bank of Kentucky; Wells Fargo & Co.; Wells Fargo Bank, N.A.; Wachovia Corporation; Wachovia Bank, N.A.; First National of Nebraska, Inc.; and First National Bank of Omaha. On April 24, 2006, that Complaint was consolidated and on November 27, 2012, this Court named Leon's as a Class Plaintiff to represent the interests of the Rule 23 Settlement Classes. Leon's has served as a representative of the class throughout more than seven years of extensive litigation.

3. For many years both Leon's and I (individually, as well as in my capacity as Leon's Administrator) have had an abiding interest in trying to understand and deal with the numerous ways that the various persons and entities involved in the process of using, and at times abusing, payment card transactions – including issuers, processors, networks and merchants. As a relatively small merchant whose business is largely dependent upon its ability

to accept payment cards in payment for its services, we have diligently sought to keep the cost of accepting payment cards within reason whenever possible. In that regard, Leon's has been involved in various litigation (beyond the above-captioned case) aimed at reducing the cost of interchange and other processing fees. In addition to the specifically case-related activities summarized below, throughout this litigation I undertook a number of case-related tasks on behalf of Leon's and the Class with the knowledge and/or at the request of Class Counsel. A representative sampling of those tasks included: (1) composing and directing letters to: (a) California Attorneys General Jerry Brown and Kamala Harris; (b) Congressman Brad Sherman; (c) Los Angeles Times staff writer David Lazraus, and (d) the National Federation of Independent Business; and (2) attending and speaking at U.S. Congressman Brad Sherman's town hall event on or about February 21, 2010. My best current estimate of the time that I spent to date in pursuit of the tasks referenced in the immediately preceding sentence is at least five (5) hours.

4. I am familiar with the terms of the settlement in the above-captioned case and am of the opinion that the settlement constitutes a fair and reasonable resolution of the case and is in the best interests of the Class. My opinion in that regard is based on numerous considerations – not the least of which is that well-known maxim about *a bird in the hand being worth two in the bush*. Through my participation in this litigation, I understand that, it is both complex and multi-faceted, as well as fraught with numerous risks that could potentially derail its forward progress and potentially reducing or even denying any recovery to the Class, including Leon's. Thus Leon's has been well aware of the numerous pending motions that were brought by the defendants whose purpose was to defeat or minimize recovery on the plaintiffs' claims. Leon's and I are also well aware of the concept that any settlement is generally dependent upon

compromise whereby plaintiffs should realistically expect to obtain something less than 100% of what it might potentially recover after overcoming the risks of hard-fought trial and appellate proceedings in exchange for the certainty of an earlier recovery of some of the relief it was seeking. Although plaintiffs in this case, including Leon's, believe that they are entitled to recover substantially more in the way of monetary damages from the defendants, the *certainty* of a settlement fund of more than seven billion dollars for the Class *in the near term* appears to us to be a reasonable compromise – especially when one takes into account both: (a) the significant rules changes and other non-monetary relief that will redound to the benefit of the Class as part of the settlement; and (b) the not-insignificant risk that continued litigation might very well result in a recovery years from now of a lesser recovery (or possibly none at all).

5. Throughout Leon's involvement in the present litigation, I have maintained close and continuing personal contact with Class Counsel – both directly and through Leon's own counsel (Howard M. Jaffe, Esq. of Jaffe + Martin) – in order to monitor the case, to provide input concerning strategy decisions, to comply with discovery obligations, and to fulfill various other duties of Leon's as a Representative on behalf of the Class. On behalf of the Class, Leon's spent substantial time and effort in pursuit of the litigation with Class Counsel as is more fully described in this declaration.

6. From the inception of Leon's involvement in this litigation in 2005 and through the present, I (and to a lesser extent several others associated with Leon's) have necessarily expended in excess of six hundred and seventy-nine (679) hours of time on its behalf in working on various aspects of, and tasks related to, the prosecution of this class action litigation. My best estimates of the time that was required of and spent by me and/or other personnel of Leon's in connection with this matter, and the major areas of our involvement have been as follows:

(a) ***Hiring Counsel.*** During the approximate period of several months prior to the September 2, 2005 filing of Leon's Class Action Complaint, I participated directly in numerous discussions with Mr. Jaffe and at least one other of the attorneys (*i.e.*, Gretchen Nelson, Esq.) who Leon's came to retain as its counsel and counsel designated to represent the Class. During this process I also communicated on the subjects with Leon's Chief Executive Officer, Henry Springer, who authorized the retention of counsel, the filing of the original lawsuit, and the pending settlement agreement herein.

(b) ***Case Investigation.*** During the approximate period of several months prior to the September 2, 2005 filing of Leon's Class Action Complaint, I participated directly in numerous discussions with Mr. Jaffe and/or Ms. Nelson regarding the then known or believed facts and circumstances pertinent to the litigation. During this period, as well as thereafter, I also conducted a preliminary research of Leon's transactional records as an aid to Leon's and Class Counsel in regard to the determination of which plaintiffs would be best suited to continue as Class Representatives in regard to the consolidated complaint that was required by the Court. In that regard, I gathered the historical records of Leon's under my supervision as Administrator in order to compile the responses to numerous questions asked by Class Counsel during the approximate period from July 2005 through April 2006. It is my best current estimate that at least forty-eight (48) hours of my time was devoted to the matters of retaining counsel and/or preliminarily investigating the case.

(c) ***Searching For, Collecting and Producing Documents.*** In addition to the preliminary activities referenced in the immediately preceding sub-paragraph, I was primarily responsible for the searching for, locating of, gathering and reproducing of those historical records of Leon's in order to respond to and comply with some seventy separate document

production requests that were propounded by various of the defendants in the litigation from approximately June 2006 through June 2009. As a result of such activity by me, and under the direction of counsel for Leon's and the Class, Leon's caused what I am informed and believe to have been 27,871 individually numbered pages to be produced to the defendants. Moreover, in connection with the foregoing production of documents, I was in extensive communication with both Leon's and Class Counsel regarding potential issues of privilege, confidentiality and proper interpretation regarding both the production and the written responses that they were required to provide to the defendants' document demands. It is my best current estimate that at least fifty-six (56) hours of my time was devoted to the matters of responses to and production of documents requested by the defendants.

(d) ***Researching and Responding To Requests for Admission.*** In addition to the activities referenced in the preceding sub-paragraphs, during the last several months of 2008 I was responsible for the searching for, gathering and analysis of the historical records of Leon's in order to respond to what I recall as being 107 separately-numbered requests for admission (with many consisting of numerous sub-parts) that were propounded by the defendants in the litigation. In connection with the foregoing requests for admission, I was in extensive communication with both Leon's and Class Counsel regarding potential issues and proper interpretation regarding the written responses that they were obliged to provide to the defendants' requests, and which were served on or about December 19, 2008 as "Responses and Objections to Defendants' First Set of Requests for Admission to Plaintiff Leon's Transmission Service, Inc." It is my best current estimate that at least sixty (60) hours of my time was devoted to the task of responding to the requested admissions.

(e) *Researching and Responding To Interrogatories.* In addition to the preliminary activities referenced in the preceding sub-paragraphs, I was primarily responsible for the searching for, gathering and analysis of those historical records of Leon's in order to respond to what I am reminded and believe to be more than six (6) separate sets of written interrogatories, consisting of a great many separately numbered interrogatories and sub-parts that were propounded by various of the defendants in the litigation. As a result of such activity by me, and under the direction of counsel for Leon's and the Class, from approximately June 2006 through June of 2009 Leon's caused what I am informed and believe to have been in excess of one hundred and twenty (120) answers and/or other appropriate responses to the defendants' interrogatories, including the following:

(i) "Leon's Transmission Service, Inc.'s Objections and Answers to Defendants MasterCard International Incorporated and MasterCard Incorporated's First Set of Interrogatories, which I verified on June 12, 2006;

(ii) Leon's Transmission Service, Inc.'s Objections and Answers to Defendant Visa International Service Association's First Set of Interrogatories to Each of the Putative Class Plaintiffs, which I verified on June 12, 2006;

(iii) Leon's Transmission Service, Inc.'s Objections and Answers to Defendant Visa U.S.A. Inc.'s First Set of Interrogatories to Each of the Putative Class Plaintiffs, which I verified on June 12, 2006;

(iv) Class Plaintiffs' Answers to Agreed Upon Revised First Set of Interrogatories Propounded to Each Class Plaintiff by All Defendants, which I verified on December 3, 2007;

(v) Leon's Transmission Service, Inc.'s Supplemental Answers to Defendants MasterCard International Incorporated and MasterCard Incorporated's First Set Of Interrogatories, which I verified on October 19, 2007;

(vi) Leon's Transmission Service, Inc.'s Supplemental and Amended Answers to Defendants Visa U.S.A. Inc.'s First Set of Interrogatories to Each of the Putative Class Plaintiffs, which I verified on October 19, 2007;

(vii) Leon's Transmission Service, Inc.'s Objections and Answers to Second Set of Interrogatories to Each of the Putative Class Plaintiffs, which I verified on October 24, 2008;

(viii) Class Plaintiffs' Response to Defendant Barclays Bank PLC's First Set of Interrogatories, which I verified On October 30, 2008;

(ix) Leon's Transmission Service, Inc.'s Objections and Response to Defendants' Third Set of Interrogatories to Each of the Putative Class Plaintiffs, dated December 19, 2008;

(x) Leon's Transmission Service, Inc.'s Supplemental Objections and Responses to Defendants' Consolidated Second Set of Interrogatories to Each of the Putative Class Plaintiffs, which I verified on June 1, 2009; and

(xi) Letter dated September 6, 2007 from Kristen M. Anderson, Esq. to Gary Carney, Esq. and Julie Rottenberg, Esq. Transmitting Copies of Certain of Leon's Transmission Service, Inc.'s Documents (Leon012545-012633) Supplementing Certain Previous Objections and Responses by Leon's to Certain of Defendants' Interrogatories to Each of the Putative Class Plaintiffs, which I verified on October 14, 2009.

Moreover, in connection with the foregoing interrogatories and verifications, I was of necessity in extensive communication with both Leon's and Class Counsel throughout the process about potential issues of privilege, confidentiality and proper interpretation regarding both the questions and the written responses that they were required to provide thereto. It is my best current estimate that at least eighty (80) hours of my time was devoted to the matter of defendants' interrogatories.

(f) *Preparing for, Attending and Reviewing Transcripts of Depositions.* On January 7, 2008, counsel representing the defendants (Cyrus Amir-Mokri, Esq.) took my videotaped deposition as Leon's Administrator. That deposition lasted in excess of seven (7) hours, and the transcript (which was subsequently provided to me for review and correction) was approximately 260 pages in length, plus twelve (12) exhibits (in excess of another one hundred (100+) pages). It is my best current estimate that at least twenty-five (25) hours of my time was devoted to the matters of preparation for, testimony at, reviewing and the making of some 120 corrections to the transcript of my deposition.

(g) *Reviewing and Providing Input to Documents Filed by Counsel.* In addition to the numerous activities specified in the preceding sub-paragraphs, I personally paid close attention to the numerous reports, status updates, drafts and other documents that Leon's and Class Counsel provided to me from time-to-time throughout the pendency of the litigation and its eventual settlement. I have already detailed more fully above my work with counsel regarding the numerous documentation and information requests propounded by defendants' and plaintiffs' counsel in the course of their respective investigations and discovery efforts. With particular regard to the matters of possible settlement, including the recommendations of the independent mediators who were engaged by counsel, and subsequent negotiations among

counsel for the parties as to the precise language to be incorporated in the settlement documentation, I had numerous communications with Leon's and Class Counsel which acquainted me and Leon's more senior management of the pertinent considerations and risks, and during these consultations we gave constructive input to the best of our abilities. Although I did not keep meticulous time records about each and every one of my communications with counsel and more senior management in this regard, it is my best current estimate that at least sixty (60) hours of my time was devoted to such matters in the aggregate.


(h) ***General Monitoring of Case/Counsel.*** In addition to the numerous activities specified in the preceding sub-paragraphs, I personally paid close attention to the numerous reports, status updates, drafts and other documents that Leon's and Class Counsel provided to me from time-to-time throughout the pendency of the litigation and its eventual settlement. In monitoring the case and counsel, I also made numerous inquiries of, and suggestions to, counsel for Leon's and the Class throughout the pendency of the litigation and the settlement activities that resulted. In addition to keeping myself apprised of all material developments in the case, from time-to-time I updated and consulted with Leon's chief executive regarding the matter. Although I did not keep meticulous time records about each and every one of my communications with counsel and more senior management, it is my best current estimate that at least two-hundred and fifty (250) hours of my time was devoted to such matters in the aggregate.

(i) ***Conferring with Counsel Regarding Various Phases of the Litigation and Participating in Decision-Making about How to Conduct the Case.*** In addition to the numerous activities specified in the preceding sub-paragraphs, throughout the litigation I communicated with Leon's and Class Counsel regularly (primarily by email) regarding the

various phases of the case and the conduct of the litigation. In addition, I participated personally in numerous telephonic conferences with other Class Representatives and at least one (usually more) of the Class Counsel with respect to ongoing prosecution of the litigation, including activities looking toward its settlement. On two occasions (including the one identified and counted only in sub-paragraph (j) below), I travelled from California to Washington, D.C. or New York at the request of Class Counsel for the purposes of personally attending and participating in meetings with Class Counsel, other Class Representatives and/or their counsel. It is my best current estimate that at least sixty (60) hours of my time was devoted to the telephonic conferences and other communications referenced in this sub-paragraph.

(j) *Attending Court Hearings/Status Conferences and Settlement Conferences.* At the specific request and recommendation of both Leon's own counsel (Mr. Jaffe) and one of the lead attorneys for the Class (*i.e.*, Bonny E. Sweeney, Esq.), I personally traveled from California to New York City for the express purpose of attending a settlement conference that took place in Judge Gleeson's courtroom and chambers on June 20 and 21, 2012. In connection with that same trip, I also met with Ms. Sweeney and numerous other Class Representatives and/or their counsel for the purpose of discussing and evaluating numerous issues pertaining to settlement of the litigation. It is my best current estimate that at least thirty-five (35) hours of my time was devoted to the matters described in this sub-section.

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



Vincent Archer