

2. In January 2010, Capital One began sending revised Customer Agreements via the monthly statement to its customers. One of the changes to that Customer Agreement was that it no longer contained an arbitration provision. There are eleven (11) versions of the Customer Agreement, based on card type specifics. A copy of one of those revised Customer Agreements is attached as Exhibit A.


3. Between January and February 2010, Capital One sent revised Customer Agreements to approximately 30.5 million U.S. credit card customers, through the statement channel. Additionally Capital One began inserting the revised Customer Agreement into the welcome kit for new credit card customers on February 15, 2010.

4. Beginning in May 2010 Capital One mailed an additional estimated 1.7 million revised Customer Agreements to cardholders who did not receive the revised Customer Agreement in the mailing referenced in paragraph 3. The cover letter accompanying the revised Customer Agreement highlighted certain changes, including the fact that the arbitration provision had been removed. A copy of that cover letter is attached as Exhibit B.

5. Capital One is also advising its U.S. credit cardholders in an account level message that: "Please note that your newly revised Customer Agreement, issued in early 2010, removed the Arbitration Agreement." That message is included in approximately 30 million credit card customers' May 2010 statements.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: May 21, 2010.


Caroline P. Hillmar