

EXHIBIT 3

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

IN RE PAYMENT CARD
INTERCHANGE FEE AND
MERCHANT DISCOUNT
ANTITRUST LITIGATION

MDL No. 1720
Case No. I :05-md-1720-JG-JO

[REDACTED]

DECLARATION OF MITCHELL GOLDSTONE OF SCANMYPHOTOS.COM

I, Mitchell Goldstone, being of full age, do hereby declare and say:

1. I am President and Chief Executive Office of Class Plaintiff ScanMyPhotos.com ("ScanMyPhotos") f/k/a Photos Etc. Corporation. I submit this declaration in support of Class Plaintiffs' petition for service awards in connection with the above-captioned action.
2. ScanMyPhotos was one of the original named class representatives in *Photos Etc. v. Visa U.S.A., Inc. et al.*, the first of the cases challenging the fixing of interchange fees to be consolidated into MDL 1720, which was filed on June 22, 2005 in the United States Court for the District of Connecticut.
3. Since that time, ScanMyPhotos has worked closely with Robins Kaplan LLP and the other Co-Lead Counsel for more than 13 years in the prosecution of this action, starting from the beginning through the pendency of the appeal in the Second Circuit, the remand back to the District Court and every step since, including participating in extensive discovery efforts.
4. I frequently discussed the status of the litigation and ScanMyPhotos' discovery efforts with K. Craig Wildfang, Ryan Marth, and other Robins Kaplan lawyers and staff.

5. Following the remand from the Second Circuit, Defendants served supplemental discovery requests on each of the named Class Plaintiffs. On October 20, 2017, the Defendants served their Second Set of Interrogatories on each of the named plaintiffs. Thirty-five interrogatories, several of which were multi-part, called for detailed review and analysis by ScanMyPhotos. The interrogatories called for years' worth of information regarding every aspect of ScanMyPhotos's payment acceptance. The interrogatories requested details of every program considered to enhance customer loyalty, all fees incurred, all plans or considerations regarding surcharges, discounts, the total costs incurred related to every type and brand of payment accepted and other similarly detailed requests. ScanMyPhotos undertook significant efforts to provide detailed answers to these interrogatories. On December 4, 2017, ScanMyPhotos provided its responses.

6. On September 11, 2017, the Defendants served their Second Set of Requests for Production and Inspection of Documents to Each of the Putative Rule 23(b)(3) Class Plaintiffs. This set included 110 individual requests, each of which sought information going back to at least 2006, while a significant portion of the requests sought information extending back to 2000. Responding to these requests was very challenging. It took ScanMyPhotos significant time and effort to respond to these requests.

7. Carl Berman—co-founder and Executive Vice President of ScanMyPhotos—and I worked with attorneys at Robins Kaplan to identify documents that were likely to be responsive to Defendants' document requests and interrogatories.

8. Carl and I spent considerable time and effort gathering materials responsive to the Defendants' document requests. ScanMyPhotos searched through our electronic files and email systems using key words and also conducted a review of hard-copy documents, which resulted in ScanMyPhotos producing 1,025 documents in this second round of discovery, which is a substantial amount for a business our size.


9. For document production, I estimate that Carl and I collectively spent approximately [REDACTED] collecting and producing documents and responding to attorney inquiries. I value our time at approximately [REDACTED] based on our income during the discovery period.

10. On May 3, 2018, Carl provided a second deposition in this matter. The deposition lasted approximately [REDACTED] including breaks, and Carl spent approximately [REDACTED] preparing for this deposition by reviewing discovery materials and meeting with counsel, and traveling to and from the deposition. This was time Carl spent away from his job at ScanMyPhotos.

11. In addition to Carl's and my time complying the Defendants' discovery requests, I estimate that, since 2016 after the case was remanded, I spent at least [REDACTED] per week on tasks relating to advocacy and litigation in this case, including closely following developments in the payment card industry and advocating for changes in the cost of fees paid to the payment networks by merchants – like ScanMyPhotos – for every purchase transaction. This advocacy included publishing articles online, given interview to national publications like Bloomberg and the Wall Street Journal, and providing updates via my Twitter account, @ScanMyPhotos. I estimate the total time spent on these activities to be between [REDACTED]

12. ScanMyPhotos is not seeking reimbursement for its out-of-pocket expenses.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 3rd day of June, 2019, at Irvine, California.



Mitch Goldstone