

News Release

MasterCard Simplifies Shopping with Launch of *PayPass* Wallet Services

Platform and Services Enable Merchants, Banks and Partners to Offer the Next Generation of Digital Payments

American Airlines, Barnes & Noble Among Initial Partners

NEW ORLEANS, CTIA BOOTH # 6135 – (BUSINESS WIRE) – May 7, 2012– [MasterCard \(NYSE:MA\)](#) today announced *PayPass* Wallet Services, a new global offering for banks, merchants and partners will make it faster and easier for their customers to make purchases in stores or online by allowing them to securely pay with a simple click of the mouse, touch of the tablet screen or tap of the smartphone.

PayPass Wallet Services delivers three distinct components -- *PayPass* Acceptance Network (*PayPass* Online and *PayPass* Contactless), *PayPass* Wallet and *PayPass* API. These services enable a consistent shopping experience no matter where and how consumers shop, as well as a suite of digital wallet services, and developer tools to make it easier to connect other wallets into the *PayPass* Online acceptance network.

American Airlines and Barnes & Noble will be among the first merchant partners to incorporate the *PayPass* Online checkout button on their websites, and American will integrate *PayPass* Wallet into its mobile application.

“Consumers are looking to pay for goods when, how and where they choose. Merchants want flexibility to easily accept digital payments so they can convert more browsers to buyers both online and in store,” said Ed McLaughlin, chief emerging payments officer, MasterCard. “We realize that when it comes to payments, no single wallet will rule them all. *PayPass* Wallet Services simplifies the shopping experience while providing flexibility and choice to merchants, banks and consumers.”

PayPass Wallet Services include:

- *PayPass* Acceptance Network (*PayPass* Online and *PayPass* Contactless) – Provides a globally consistent way to help merchants accept electronic payments across multiple channels whether the purchase is made in a store at the point of sale with Near Field Communication (NFC) technology or online using a computer, tablet or smartphone. *PayPass* Online also provides consumers with a simple check-out process by eliminating the need to enter detailed shipping and card information with every purchase.
- *PayPass* Wallet – A full suite of digital wallet solutions enabling banks, merchants and partners to white label their own wallets. It makes online shopping safe and easy by allowing consumers to store payment and shipping information in one, convenient and

secure place. The wallet is open, which means that consumers can use American Express, Discover, Visa and other branded credit, debit and prepaid cards.

- *PayPass* API – Allows partners to connect their own digital wallets into the *PayPass* Acceptance Network, leveraging MasterCard's check-out, fraud detection and authentication services and enabling their customers to make purchases wherever *PayPass* is accepted - online and in store.

MasterCard will make *PayPass* Wallet Services available to partners in the third quarter of 2012, initially in the U.S., Canada, U.K. and Australia and, subsequently, will include other countries. *PayPass* Wallet Services will be expanded to the point of sale over time to create an end-to-end shopping experience for consumers providing additional value-added services such as: at-a-glance account information before making a purchase; spending controls and alerts received in real time; and delivery of targeted offers, coupons and enhanced loyalty programs.

"At American Airlines, we're passionate about giving our customers more flexibility and functionality on their mobile devices," said Richard Elieson, managing director, Interactive Marketing at American Airlines. "By integrating *PayPass* into our mobile app, payment transactions become fast and easy and provide the security you would expect from a brand like MasterCard."

"Consumers are at a pivotal point now where smartphone adoption has exploded and well over 50 percent of Americans now own one," said Marc Parrish, vice president of retention and loyalty marketing for Barnes & Noble.com. "The technology that will allow customers to make mobile payments at the point of sale has already begun to make a difference, and Barnes & Noble is proud to be leading retail in this technology shift."

Leading merchant, financial institutions and technology partners that are working with MasterCard to support the launch of *PayPass* Wallet Services include:

- Financial institutions: Banesto, Bank of Montreal, Commonwealth Bank, Citibank, EURO6000, Fifth Third Bank, Grupo Banco Popular, Grupo BBVA, ICBA, Intesa Sanpaolo, Metro Bank, National Bank of Canada, PSCU, RBS Citizens Financial Group, SEB Kort AB Sweden, Sovereign Bank, Swedbank Sweden and Westpac.
- Merchants: American Airlines, Barnes & Noble, Jagex, JB Hi-Fi, MLB Advanced Media (MLB.com), Newegg, Runningshoes.com, TigerDirect.com and Wine Enthusiast Companies.
- Technology partners: Apriva, Bango, Beanstream, CardinalCommerce, C-SAM, Digital River, Intel, Kony Solutions, Inc., Local Offer Network, mFoundry, Moneris Solutions, Ogone Payment Services, Sage Pay, SIA and Vantiv.

At 8:30 a.m. ET tomorrow, Tuesday, May 8, MasterCard will host a conference call for the investment community with Ed McLaughlin, MasterCard's chief emerging payments officer, to discuss this announcement. The dial-in information for this call is 866-202-4683 (within the U.S.) and 617-213-8846 (outside the U.S.) and the passcode is 26280608. A replay of the call will be available for one week thereafter. The replay can be accessed by dialing 888-286-8010 (within the U.S.) and 617-801-6888 (outside the U.S.) and using passcode 50876454.

The live call and the replay, along with supporting materials, can also be accessed through the Investor Relations section of the company's website at www.mastercard.com.

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About MasterCard Worldwide

MasterCard (NYSE: MA), www.mastercard.com, is a global payments and technology company. It operates the world's fastest payments processing network, connecting consumers, financial institutions, merchants, governments and businesses in more than 210 countries and territories. MasterCard's products and solutions make everyday commerce activities – such as shopping, traveling, running a business and managing finances – easier, more secure and more efficient for everyone. Follow us on Twitter [@MasterCardNews](https://twitter.com/MasterCardNews), join the discussion on the [Cashless Conversations Blog](#) and [subscribe](#) for the latest [news](#).

About American Airlines

American Airlines, American Eagle and the AmericanConnection® carrier serve 260 airports in more than 50 countries and territories with, on average, more than 3,500 daily flights. The combined network fleet numbers more than 900 aircraft. American's award-winning website, AA.com®, provides users with easy access to check and book fares, plus personalized news, information and travel offers. American Airlines is a founding member of the oneworld® alliance, which brings together some of the best and biggest names in the airline business, enabling them to offer their customers more services and benefits than any airline can provide on its own. Together, its members and members-elect serve more than 900 destinations with more than 9,000 daily flights to 150 countries and territories. American Airlines, Inc. and American Eagle Airlines, Inc. are subsidiaries of AMR Corporation. AmericanAirlines, American Eagle, AmericanConnection, AA.com, and AAdvantage are trademarks of American Airlines, Inc. AMR Corporation common stock trades under the symbol "AAMRQ" on the OTCQB marketplace, operated by OTC Markets Group.

About Barnes & Noble, Inc.

Barnes & Noble, Inc. (NYSE:BKS), the world's largest bookseller and a Fortune 500 company, operates 691 bookstores in 50 states. Barnes & Noble College Booksellers, LLC, a wholly-owned subsidiary of Barnes & Noble, also operates 641 college bookstores serving over 4.6 million students and faculty members at colleges and universities across the United States. Barnes & Noble conducts its online business through BN.com (www.bn.com), one of the Web's largest e-commerce sites, which also features more than two million titles in its NOOK Bookstore™ (www.bn.com/ebooks). Through Barnes & Noble's NOOK™ eReading product offering, customers can buy and read digital books and content on the widest range of platforms, including NOOK devices, partner company products, and the most popular mobile and computing devices using free NOOK software. Barnes & Noble is proud to be named a J.D. Power and Associated 2012 Customer Service Champion and is only one of 50 U.S. companies so named.

Forward-Looking Statements

Statements in this press release which are not historical facts, including statements about MasterCard's plans, strategies, beliefs and expectations, are forward-looking and subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements speak only as of the date they are made. Accordingly, except for the company's ongoing obligations under the U.S. federal securities laws, the company does not intend to update or otherwise revise the forward-looking information to reflect actual results of operations, changes in financial condition, changes in estimates, expectations or assumptions, changes in general economic or industry conditions or other circumstances arising and/or existing since the preparation of this press release or to reflect the occurrence of any unanticipated events. Such forward-looking statements include, without limitation:

- The company's ability to make *PayPass* Wallet Services available beginning in the third quarter of 2012, including in each of the U.S., Canada, the U.K., Australia and additional jurisdictions thereafter; and
- The company's ability to expand *PayPass* Wallet Services over time to create an end-to-end shopping experience by providing additional value-added services.

- The company's ability to work with various merchants, financial institutions and technology partners to support the launch of *PayPass* Wallet Services.

Actual results may differ materially from such forward-looking statements for a number of reasons, including those set forth in the company's filings with the Securities and Exchange Commission (SEC), including the company's Annual Report on Form 10-K for the year ended December 31, 2011, the company's Quarterly Reports on Form 10-Q and Current Reports on Form 8-K that have been filed with the SEC during 2012, as well as reasons including difficulties, delays or the inability of the company to achieve its strategic initiatives set forth above. Factors other than those listed above could also cause the company's results to differ materially from expected results.

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