



Exhibit B




From: Fiserv Card Services [<mailto:eft.distribution@fiserv.com>]

Sent: Friday, November 27, 2015 3:06 PM


Subject: Fiserv | FYI 15335 | MasterCard—Home Depot Settlement | RESPONSE REQUIRED
BY DECEMBER 7, 2015

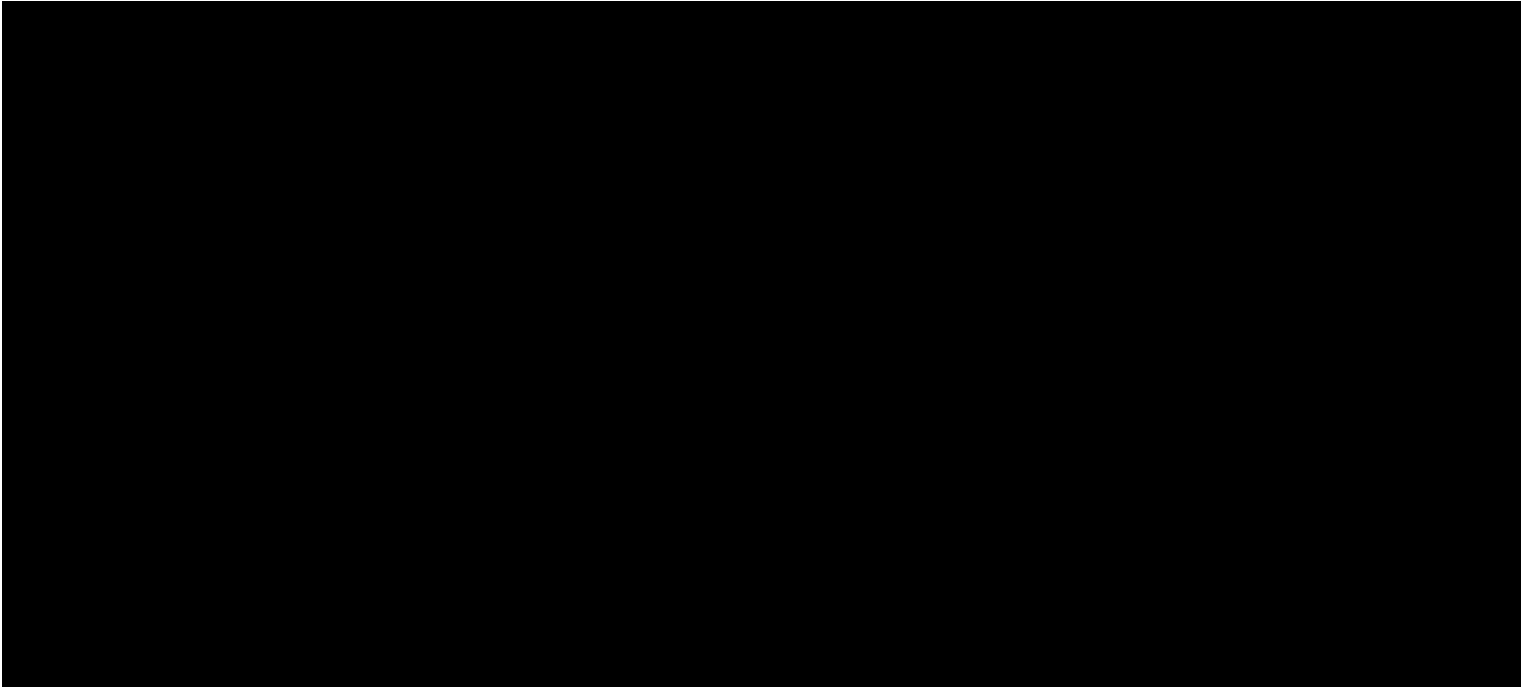

Immediate Action Required – Please respond by December 7, 2015

The attached communication explains a new settlement agreement between MasterCard International and Home Depot U.S.A., Inc. in connection with the computer system intrusion confirmed by Home Depot on September 8, 2014.

In order to receive your pro rata share of the settlement funds currently calculated as \$ , you must grant Fiserv the right to accept the settlement offer on your behalf.

Please review and follow the attached instructions.

If we do not receive a response from you by 11:59 p.m. ET on December 7, 2015, we will deem you to have declined acceptance of your share of the settlement funds.



Card Services



To: Primary/Executive Fiserv Contact
Re: MasterCard/Home Depot Settlement
Date: November 27, 2015

Immediate Action Required – Please respond by December 7, 2015

MasterCard and Home Depot have provided Fiserv a proposed settlement and release agreement (the “**Settlement and Release Agreement**”) related to the Home Depot computer system intrusion (the “**Home Depot Intrusion**”). In the event MasterCard, Home Depot, and Fiserv finalize and execute the Settlement and Release Agreement, and in order to receive your institution’s pro rata share of the settlement funds offered under the Settlement and Release Agreement, which are currently calculated as the amount indicated in the e-mail to which this document is attached, you must grant Fiserv the right to accept the settlement offer on your behalf. To do so, please check the box marked “**Yes**” on the following page and return the form, signed by an authorized representative of your institution, to Fiserv **NO LATER THAN 9:00 p.m. Eastern Time on December 7, 2015**. You must send your response via fax or email as indicated in the instructions below, and please remember to include the name of your institution and your FIID/LOGO on the signed form to avoid any confusion.

- By selecting the box marked “**Yes**” on the following page, you hereby irrevocably (1) authorize Fiserv to execute the Settlement and Release Agreement on your institution’s behalf; (2) waive any right to assert against, and release the following entities: Home Depot U.S.A., Inc., Bank of America N.A., Banc of America Merchant Services LLC, First Data Canada Ltd., and Wells Fargo Financial Corporation Canada, in each of their capacities as acquiring banks or providers of transaction processing services for Home Depot in the MasterCard payment network; MasterCard; and the affiliates of all of these entities; the release applies to any claim or right you might be entitled to assert and any monetary recovery or other relief that you might be entitled to seek or receive, by reason of the Home Depot Intrusion, in your capacity as an issuer of MasterCard cards under the ICA assigned to Fiserv as sponsor; (3) release Fiserv and its parent and affiliated companies (collectively, “**Fiserv Affiliates**”) from any and all claims arising from or related to Fiserv’s execution of the Settlement and Release Agreement or the Home Depot Intrusion; and (4) indemnify and hold harmless Fiserv and its Affiliates from any and all damages, losses, liabilities, fines, penalties, and expenses (including reasonable attorneys’ fees) incurred or suffered by Fiserv or the Fiserv Affiliates in connection with any actions undertaken by Fiserv prior to or in connection with its execution of the Settlement and Release Agreement.
- If you elect instead to decline the settlement offer, please select the box marked “**No**” and return the signed form to Fiserv by the December 7 deadline.
- To accommodate recipients of this communication which, for whatever reason, are unable to complete and return the signed form below by the December 7, deadline, Fiserv will deem your lack of response to have the same effect as your selection of the box marked “**No**” and your refusal to consent to Fiserv’s acceptance of the Settlement and Release Agreement on your behalf.

Issuer to complete and return by December 7, 2015:

- Yes**, I authorize Fiserv to accept the settlement offer based on the terms hereof.
- No**, I do not authorize Fiserv to accept the settlement offer.

LOGO/FIID _____

Institution _____

Contact Name _____

Authorized Signature on Behalf of Institution _____

Title _____

Date _____

Please fax to 973-451-8847 or email a scanned copy to Network_Survey@Fiserv.com by 9:00 p.m. Eastern Time on December 7.