

MASTERCARD INCORPORATED
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

| Three Months | | Twelve Months | |
|---------------------------|-------------|---------------------------|-------------|
| Ended December 31, | | Ended December 31, | |
| 2009 | 2008 | 2009 | 2008 |

(In thousands, except per share data)

| | | | | |
|---|-------------------|-------------------|---------------------|---------------------|
| Revenue, net | \$ 1,298,418 | \$ 1,224,834 | \$ 5,098,684 | \$ 4,991,600 |
| Operating Expenses | | | | |
| General and administrative | 506,660 | 498,484 | 1,934,974 | 1,996,512 |
| Advertising and marketing | 285,205 | 227,944 | 755,480 | 934,742 |
| Litigation settlements | - | 6,000 | 6,745 | 2,482,845 |
| Depreciation and amortization | 38,427 | 30,050 | 141,377 | 112,006 |
| Total operating expenses | 830,292 | 762,478 | 2,838,576 | 5,526,105 |
| Operating income (loss) | 468,126 | 462,356 | 2,260,108 | (534,505) |
| Other Income (Expense) | | | | |
| Investment income, net | 16,002 | 19,826 | 57,698 | 182,907 |
| Interest expense | (23,442) | (36,525) | (115,109) | (103,600) |
| Other income (expense), net | (2,353) | (597) | 15,354 | 71,985 |
| Total other income (expense) | (9,793) | (17,296) | (42,057) | 151,292 |
| Income (loss) before income taxes | 458,333 | 445,060 | 2,218,051 | (383,213) |
| Income tax expense (benefit) | 163,938 | 205,618 | 755,427 | (129,298) |
| Net income (loss) | 294,395 | 239,442 | 1,462,624 | (253,915) |
| Income attributable to non-controlling interests | (394) | - | (92) | - |
| Net Income (Loss) Attributable to MasterCard | \$ 294,001 | \$ 239,442 | \$ 1,462,532 | \$ (253,915) |
| Basic Earnings (Loss) per Share | \$ 2.25 | \$ 1.83 | \$ 11.19 | \$ (1.94) |
| Basic Weighted Average Shares Outstanding | 130,027 | 130,560 | 129,838 | 130,148 |
| Diluted Earnings (Loss) per Share | \$ 2.24 | \$ 1.83 | \$ 11.16 | \$ (1.94) |
| Diluted Weighted Average Shares Outstanding | 130,476 | 130,940 | 130,232 | 130,148 |

MASTERCARD INCORPORATED
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

December 31,
2009
(In thousands, except share data)

December 31,
2008

ASSETS

| | | |
|---|---------------------|---------------------|
| Cash and cash equivalents | \$ 2,055,439 | \$ 1,505,160 |
| Investment securities, at fair value: | | |
| Available-for-sale | 824,345 | 588,095 |
| Municipal bonds held-to-maturity | - | 154,000 |
| Accounts receivable | 536,472 | 639,482 |
| Income taxes receivable | - | 198,308 |
| Settlement due from customers | 459,173 | 513,191 |
| Restricted security deposits held for customers | 445,989 | 183,245 |
| Prepaid expenses | 313,253 | 213,612 |
| Deferred income taxes | 243,561 | 283,795 |
| Other current assets | 124,915 | 32,619 |
| Total Current Assets | 5,003,147 | 4,311,507 |
| Property, plant and equipment, at cost (less accumulated depreciation of \$303,759 and \$278,269) | 448,994 | 306,798 |
| Deferred income taxes | 264,237 | 567,567 |
| Goodwill | 309,228 | 297,993 |
| Other intangible assets (less accumulated amortization of \$422,338 and \$377,570) | 414,704 | 394,282 |
| Auction rate securities available-for-sale, at fair value | 179,987 | 191,760 |
| Investment securities held-to-maturity | 337,797 | 37,450 |
| Prepaid expenses | 327,884 | 302,095 |
| Other assets | 184,301 | 66,397 |
| Total Assets | \$ 7,470,279 | \$ 6,475,849 |

LIABILITIES AND EQUITY

| | | |
|--|---------------------|---------------------|
| Accounts payable | \$ 290,414 | \$ 253,276 |
| Settlement due to customers | 477,576 | 541,303 |
| Restricted security deposits held for customers | 445,989 | 183,245 |
| Obligations under litigation settlements | 606,485 | 713,035 |
| Accrued expenses | 1,224,991 | 1,032,061 |
| Short-term debt | - | 149,380 |
| Other current liabilities | 121,676 | 118,151 |
| Total Current Liabilities | 3,167,131 | 2,990,451 |
| Deferred income taxes | 79,728 | 74,518 |
| Obligations under litigation settlements | 263,236 | 1,023,263 |
| Long-term debt | 21,598 | 19,387 |
| Other liabilities | 426,719 | 436,255 |
| Total Liabilities | 3,958,412 | 4,543,874 |
| Commitments | | |
| Stockholders' Equity | | |
| Class A common stock, \$.0001 par value; authorized 3,000,000,000 shares, 116,534,029 and 105,126,588 shares issued and 109,793,439 and 98,385,998 outstanding, respectively | 11 | 10 |
| Class B common stock, \$.0001 par value; authorized 1,200,000,000 shares, 19,977,657 and 30,848,778 shares issued and outstanding, respectively | 3 | 4 |
| Class M common stock, \$.0001 par value; authorized 1,000,000 shares, 1,812 and 1,728 shares issued and outstanding, respectively | - | - |
| Additional paid-in-capital | 3,412,354 | 3,304,604 |
| Class A treasury stock, at cost, 6,740,590 shares, respectively | (1,250,000) | (1,250,000) |
| Retained earnings (accumulated deficit) | 1,147,714 | (236,100) |
| Accumulated other comprehensive income: | | |
| Cumulative foreign currency translation adjustments | 211,860 | 175,040 |
| Defined benefit pension and other postretirement plans, net of tax | (14,740) | (43,207) |
| Investment securities available-for-sale, net of tax | (3,442) | (22,996) |
| Total accumulated other comprehensive income | 193,678 | 108,837 |
| Total Stockholders' Equity | 3,503,760 | 1,927,355 |
| Non-controlling interests | 8,107 | 4,620 |
| Total Equity | 3,511,867 | 1,931,975 |
| Total Liabilities and Equity | \$ 7,470,279 | \$ 6,475,849 |

MASTERCARD INCORPORATED
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

| | For the Years Ended December 31, | |
|--|----------------------------------|--------------|
| | 2009 | 2008 |
| | (In thousands) | |
| Operating Activities | | |
| Net income (loss) | \$ 1,462,624 | \$ (253,915) |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: | | |
| Depreciation and amortization | 141,377 | 112,006 |
| Gain on sale of Redecard S.A. available-for-sale securities | - | (85,903) |
| Share based payments | 88,430 | 60,970 |
| Stock units withheld for taxes | (28,458) | (67,111) |
| Tax benefit for share based compensation | (39,025) | (47,803) |
| Impairment of assets | 16,430 | 12,515 |
| Accretion of imputed interest on litigation settlements | 86,342 | 77,202 |
| Deferred income taxes | 336,704 | (483,952) |
| Other | (12,121) | 14,645 |
| Changes in operating assets and liabilities: | | |
| Trading securities | - | 2,561 |
| Accounts receivable | 122,445 | (115,687) |
| Income taxes receivable | 190,000 | (198,308) |
| Settlement due from customers | 54,473 | 183,008 |
| Prepaid expenses | (112,655) | (100,853) |
| Obligations under litigation settlement | (938,685) | 1,254,660 |
| Accounts payable | 34,231 | 8,425 |
| Settlement due to customers | (65,628) | (52,852) |
| Accrued expenses | 82,076 | 51,345 |
| Net change in other assets and liabilities | (40,398) | 42,275 |
| Net cash provided by operating activities | 1,378,162 | 413,228 |
| Investing Activities | | |
| Purchases of property, plant and equipment | (56,563) | (75,626) |
| Capitalized software | (82,797) | (94,647) |
| Purchases of investment securities available-for-sale | (332,571) | (519,514) |
| Purchases of investment securities held-to-maturity | (300,000) | - |
| Proceeds from sales and maturities of investment securities available-for-sale | 134,177 | 976,743 |
| Acquisition of business, net of cash acquired | (2,913) | (81,731) |
| Investment in affiliates | (17,709) | - |
| Other investing activities | (5,804) | (3,574) |
| Net cash provided by (used in) investing activities | (664,180) | 201,651 |
| Financing Activities | | |
| Purchase of treasury stock | - | (649,468) |
| Payment of debt | (149,380) | (80,000) |
| Dividends paid | (78,685) | (79,259) |
| Exercise of stock options | 8,720 | 9,546 |
| Tax benefit for share based compensation | 39,025 | 47,803 |
| Redemption of non-controlling interest | (4,620) | - |
| Net cash used in financing activities | (184,940) | (751,378) |
| Effect of exchange rate changes on cash and cash equivalents | 21,237 | (17,636) |
| Net increase (decrease) in cash and cash equivalents | 550,279 | (154,135) |
| Cash and cash equivalents - beginning of period | 1,505,160 | 1,659,295 |
| Cash and cash equivalents - end of period | \$ 2,055,439 | \$ 1,505,160 |

MASTERCARD INCORPORATED OPERATING PERFORMANCE

For the 3 Months ended December 31, 2009

| All MasterCard Credit, Charge and Debit Programs | GDV (Bil.) | Growth (USD) | Growth (Local) | Purchase Volume (Bil.) | Growth (Local) | Purchase Trans. (Mil.) | Cash Volume (Bil.) | Growth (Local) | Cash Trans. (Mil.) | Accounts (Mil.) | Cards (Mil.) | Acceptance Locations (Mil.) |
|---|---------------|-----------------|-------------------|------------------------------|-------------------|------------------------------|--------------------------|-------------------|--------------------------|--------------------|-----------------|-----------------------------------|
| APMEA | \$141 | 33.7% | 20.3% | \$95 | 18.6% | 1,130 | \$45 | 24.0% | 325 | 245 | 268 | 8.9 |
| Canada | 26 | 13.2% | -1.6% | 24 | 1.7% | 270 | 3 | -24.9% | 5 | 39 | 47 | 0.8 |
| Europe | 205 | 15.6% | 6.9% | 154 | 8.1% | 1,836 | 51 | 3.5% | 289 | 185 | 200 | 8.8 |
| Latin America | 54 | 21.1% | 12.1% | 31 | 12.9% | 515 | 23 | 11.2% | 161 | 100 | 123 | 3.2 |
| United States | 248 | -3.4% | -3.4% | 207 | -1.3% | 3,673 | 41 | -12.8% | 257 | 291 | 328 | 8.2 |
| Worldwide | 674 | 11.0% | 5.3% | 510 | 5.7% | 7,424 | 163 | 3.9% | 1,036 | 861 | 966 | 29.9 |

MasterCard Credit and Charge Programs

| | | | | | | | | | | | | |
|------------------------------|-------|--------|--------|-------|-------|-------|------|--------|-----|-----|-----|--|
| United States | \$132 | -13.0% | -13.0% | \$123 | -7.8% | 1,516 | \$10 | -49.5% | 8 | 170 | 203 | |
| Worldwide less United States | 316 | 16.1% | 5.4% | 263 | 8.8% | 3,097 | 53 | -8.7% | 237 | 442 | 501 | |
| Worldwide | 448 | 5.7% | -0.8% | 386 | 2.9% | 4,613 | 62 | -18.7% | 245 | 612 | 704 | |

MasterCard Debit Programs

| | | | | | | | | | | | | |
|------------------------------|-------|-------|-------|------|-------|-------|------|-------|-----|-----|-----|--|
| United States | \$116 | 10.5% | 10.5% | \$85 | 9.9% | 2,157 | \$31 | 12.2% | 249 | 121 | 125 | |
| Worldwide less United States | 110 | 41.0% | 31.3% | 40 | 29.7% | 654 | 70 | 32.2% | 542 | 129 | 137 | |
| Worldwide | 225 | 23.5% | 19.7% | 124 | 15.6% | 2,811 | 101 | 25.3% | 791 | 249 | 262 | |

APMEA = Asia Pacific / Middle East / Africa

For the 12 Months ended December 31, 2009

| All MasterCard Credit, Charge and Debit Programs | GDV (Bil.) | Growth (USD) | Growth (Local) | Purchase Volume (Bil.) | Growth (Local) | Purchase Trans. (Mil.) | Cash Volume (Bil.) | Growth (Local) | Cash Trans. (Mil.) | Accounts (Mil.) | Cards (Mil.) |
|---|---------------|-----------------|-------------------|------------------------------|-------------------|------------------------------|--------------------------|-------------------|--------------------------|--------------------|-----------------|
| APMEA | \$484 | 14.6% | 17.9% | \$326 | 16.6% | 4,152 | \$157 | 20.7% | 1,154 | 245 | 268 |
| Canada | 93 | -8.8% | -2.7% | 82 | -0.3% | 1,012 | 11 | -17.4% | 19 | 39 | 47 |
| Europe | 725 | -6.5% | 3.8% | 543 | 4.8% | 6,844 | 182 | 0.9% | 1,119 | 185 | 200 |
| Latin America | 177 | -3.8% | 9.5% | 98 | 11.7% | 1,886 | 79 | 7.0% | 590 | 100 | 123 |
| United States | 976 | -7.4% | -7.4% | 804 | -6.1% | 14,250 | 172 | -13.0% | 1,039 | 291 | 328 |
| Worldwide | 2,454 | -3.3% | 1.4% | 1,852 | 1.6% | 28,143 | 602 | 1.0% | 3,922 | 861 | 966 |

MasterCard Credit and Charge Programs

| | | | | | | | | | | | | |
|------------------------------|-------|--------|--------|-------|--------|--------|------|--------|-----|-----|-----|--|
| United States | \$525 | -16.8% | -16.8% | \$477 | -12.9% | 5,909 | \$49 | -42.2% | 37 | 170 | 203 | |
| Worldwide less United States | 1,115 | -4.5% | 3.5% | 916 | 6.4% | 11,562 | 199 | -8.3% | 957 | 442 | 501 | |
| Worldwide | 1,640 | -8.8% | -4.0% | 1,393 | -1.1% | 17,471 | 247 | -17.8% | 994 | 612 | 704 | |

MasterCard Debit Programs

| | | | | | | | | | | | | |
|------------------------------|-------|-------|-------|-------|-------|--------|-------|-------|-------|-----|-----|--|
| United States | \$450 | 6.5% | 6.5% | \$327 | 5.8% | 8,341 | \$124 | 8.5% | 1,003 | 121 | 125 | |
| Worldwide less United States | 364 | 15.4% | 26.2% | 133 | 24.3% | 2,332 | 231 | 27.3% | 1,926 | 129 | 137 | |
| Worldwide | 814 | 10.3% | 14.5% | 460 | 10.6% | 10,672 | 355 | 20.0% | 2,928 | 249 | 262 | |

For the 3 Months ended December 31, 2008

| All MasterCard Credit, Charge and Debit Programs | GDV (Bil.) | Growth (USD) | Growth (Local) | Purchase Volume (Bil.) | Growth (Local) | Purchase Trans. (Mil.) | Cash Volume (Bil.) | Growth (Local) | Cash Trans. (Mil.) | Accounts (Mil.) | Cards (Mil.) |
|---|---------------|-----------------|-------------------|------------------------------|-------------------|------------------------------|--------------------------|-------------------|--------------------------|--------------------|-----------------|
| APMEA | \$105 | 5.3% | 17.3% | \$71 | 17.7% | 946 | \$34 | 16.4% | 246 | 219 | 241 |
| Canada | 23 | -14.9% | 5.5% | 20 | 6.6% | 258 | 3 | -1.5% | 5 | 36 | 42 |
| Europe | 177 | -6.5% | 9.0% | 131 | 8.2% | 1,670 | 46 | 11.5% | 274 | 181 | 195 |
| Latin America | 45 | -5.9% | 11.6% | 24 | 13.4% | 486 | 21 | 9.5% | 150 | 94 | 115 |
| United States | 257 | -5.1% | -5.1% | 210 | -4.5% | 3,512 | 47 | -7.6% | 248 | 333 | 384 |
| Worldwide | 607 | -4.4% | 3.8% | 456 | 3.3% | 6,871 | 151 | 5.2% | 924 | 864 | 978 |

MasterCard Credit and Charge Programs

| | | | | | | | | | | | | |
|------------------------------|-------|--------|--------|-------|-------|-------|------|--------|-----|-----|-----|--|
| United States | \$152 | -11.4% | -11.4% | \$133 | -9.6% | 1,594 | \$19 | -22.7% | 13 | 217 | 260 | |
| Worldwide less United States | 273 | -6.3% | 9.2% | 219 | 10.9% | 2,862 | 54 | 2.8% | 255 | 438 | 494 | |
| Worldwide | 424 | -8.2% | 0.8% | 352 | 2.2% | 4,456 | 73 | -5.3% | 268 | 655 | 754 | |

MasterCard Debit Programs

| | | | | | | | | | | | | |
|------------------------------|-------|------|-------|------|-------|-------|------|-------|-----|-----|-----|--|
| United States | \$105 | 5.9% | 5.9% | \$77 | 5.6% | 1,917 | \$28 | 6.6% | 235 | 116 | 124 | |
| Worldwide less United States | 78 | 6.1% | 20.0% | 28 | 13.0% | 497 | 50 | 24.3% | 421 | 93 | 99 | |
| Worldwide | 183 | 6.0% | 11.5% | 104 | 7.5% | 2,415 | 78 | 17.4% | 656 | 209 | 224 | |

For the 12 Months ended December 31, 2008

| All MasterCard Credit, Charge and Debit Programs | GDV (Bil.) | Growth (USD) | Growth (Local) | Purchase Volume (Bil.) | Growth (Local) | Purchase Trans. (Mil.) | Cash Volume (Bil.) | Growth (Local) | Cash Trans. (Mil.) | Accounts (Mil.) | Cards (Mil.) |
|---|---------------|-----------------|-------------------|------------------------------|-------------------|------------------------------|--------------------------|-------------------|--------------------------|--------------------|-----------------|
| APMEA | \$422 | 20.9% | 20.7% | \$287 | 22.1% | 3,487 | \$134 | 17.7% | 892 | 219 | 241 |
| Canada | 102 | 11.5% | 11.8% | 88 | 12.1% | 968 | 14 | 9.7% | 21 | 36 | 42 |
| Europe | 775 | 18.2% | 15.7% | 573 | 15.8% | 6,344 | 202 | 15.3% | 1,077 | 181 | 195 |
| Latin America | 184 | 16.7% | 16.2% | 96 | 18.6% | 1,789 | 88 | 13.7% | 570 | 94 | 115 |
| United States | 1,054 | 3.5% | 3.5% | 856 | 4.8% | 13,734 | 198 | -1.9% | 1,019 | 333 | 384 |
| Worldwide | 2,537 | 11.6% | 10.9% | 1,900 | 11.4% | 26,322 | 637 | 9.5% | 3,578 | 864 | 978 |

MasterCard Credit and Charge Programs

| | | | | | | | | | | | | |
|------------------------------|-------|-------|-------|-------|-------|--------|------|--------|-------|-----|-----|--|
| United States | \$631 | -2.2% | -2.2% | \$547 | -0.1% | 6,270 | \$84 | -13.6% | 58 | 217 | 260 | |
| Worldwide less United States | 1,167 | 16.5% | 15.5% | 930 | 17.5% | 10,759 | 238 | 8.2% | 1,013 | 438 | 494 | |
| Worldwide | 1,799 | 9.2% | 8.6% | 1,477 | 10.3% | 17,029 | 322 | 1.5% | 1,071 | 655 | 754 | |

MasterCard Debit Programs

| | | | | | | | | | | | | |
|------------------------------|-------|-------|-------|-------|-------|-------|-------|-------|-------|-----|-----|--|
| United States | \$423 | 13.2% | 13.2% | \$309 | 14.9% | 7,464 | \$114 | 9.0% | 962 | 116 | 124 | |
| Worldwide less United States | 316 | 25.3% | 22.0% | 114 | 16.3% | 1,829 | 201 | 25.6% | 1,546 | 93 | 99 | |
| Worldwide | 738 | 18.1% | 16.8% | 423 | 15.3% | 9,293 | 315 | 19.0% | 2,508 | 209 | 224 | |

Note that columns in the tables above may not add due to rounding; growth represents change from the comparable year-ago period.

Footnote

The tables set forth the gross dollar volume (“GDV”), purchase volume, cash volume and the number of purchase transactions, cash transactions, accounts, cards and acceptance locations on a regional and global basis for MasterCard®-branded and MasterCard Electronic™-branded cards. Growth rates over prior periods are provided for volume-based data.

Debit transactions on Maestro® and Cirrus®-branded cards, Mondex® transactions and transactions involving brands other than MasterCard are not included in the preceding tables.

For purposes of the table: GDV represents purchase volume plus cash volume and includes the impact of balance transfers and convenience checks; “purchase volume” means the aggregate dollar amount of purchases made with MasterCard-branded cards for the relevant period; and “cash volume” means the aggregate dollar amount of cash disbursements obtained with MasterCard-branded cards for the relevant period. The number of cards includes virtual cards, which are MasterCard-branded payment accounts in connection with which functional cards are not generally issued. Acceptance locations include merchant locations, ATMs and other locations where cash may be obtained.

The MasterCard payment product is comprised of credit, charge and debit programs, and data relating to each type of program is included in the tables. Debit programs include MasterCard-branded debit programs where the primary means of cardholder validation at the point of sale is for cardholders either to sign a sales receipt or enter a PIN. The tables include information with respect to transactions involving MasterCard-branded cards that are not processed by MasterCard and transactions for which MasterCard does not earn significant revenues.

Information denominated in U.S. dollars is calculated by applying an established U.S. dollar/local currency exchange rate for each local currency in which MasterCard volumes are reported. These exchange rates are calculated on a quarterly basis using the average exchange rate for each quarter. MasterCard reports period-over-period rates of change in purchase volume and cash volume on the basis of local currency information, in order to eliminate the impact of changes in the value of foreign currencies against the U.S. dollar in calculating such rates of change.

The data set forth in the GDV, purchase volume, purchase transactions, cash volume and cash transactions columns is provided by MasterCard customers and is subject to verification by MasterCard and partial cross-checking against information provided by MasterCard’s transaction processing systems. The data set forth in the accounts and cards columns is provided by MasterCard customers and is subject to certain limited verification by MasterCard. A portion of the data set forth in the accounts and cards columns reflects the impact of routine portfolio changes among customers and other practices that may lead to over counting of the underlying data in certain circumstances. In order to provide a true indication of how broadly our cards can be used, MasterCard seeks to provide the most accurate acceptance figures possible and to maintain that MasterCard acceptance is unsurpassed worldwide by periodically validating our results with third parties. The data set forth in the acceptance locations column is derived through a proprietary methodology designed to minimize the impact of multiple acquiring in certain markets. This data is based on information provided by our customers and other third parties and is subject to certain limited verification by MasterCard and partial cross-checking against information provided by MasterCard’s transaction processing systems. All data is subject to revision and amendment by MasterCard’s customers subsequent to the date of its release.

Performance information for prior periods can be found in the “Investor Relations” section of MasterCard’s website at www.mastercard.com.

GAAP Reconciliations

(\$ millions except per share data)

| | Three months ended December 31, 2009 | | | Three months ended December 31, 2008 | | |
|-------------------------------------|--------------------------------------|---------------|------------|--------------------------------------|-------------------|---------------------|
| | Actual | Special Items | Non - GAAP | Actual | Special Items | Non - GAAP |
| Litigation settlements | \$ - | \$ - | \$ - | \$ 6 | \$ 6 ^a | \$ - |
| Total operating expenses | 830 | - | 830 | 762 | 6 | 756 |
| Operating income | 468 | - | 468 | 462 | 6 | 468 |
| Operating Margin | 36.1% | | 36.1% | 37.7% | | 38.2% |
| Income before income taxes | 458 | - | 458 | 445 | 6 | 451 |
| Income taxes | 164 | - | 164 | 206 | 2 | 208 |
| Net Income | \$ 294 | \$ - | \$ 294 | \$ 239 | \$ 4 | \$ 243 |
| Basic Net Income per Share | \$2.25 | - | \$2.25 | \$1.83 ^c | \$0.03 | \$1.86 ^c |
| Diluted Net Income per Share | \$2.24 | - | \$2.24 | \$1.83 ^c | \$0.02 | \$1.85 ^c |

| | For the year ended December 31, 2009 | | | For the year ended December 31, 2008 | | |
|--|--------------------------------------|-------------------|------------|--------------------------------------|-----------------------|---------------------|
| | Actual | Special Items | Non - GAAP | Actual | Special Items | Non - GAAP |
| Litigation settlements | \$ 7 | \$ 7 ^a | \$ - | \$ 2,483 | \$ 2,483 ^a | \$ - |
| Total operating expenses | 2,839 | 7 | 2,832 | 5,526 | 2,483 | 3,043 |
| Operating income (loss) | 2,260 | 7 | 2,267 | (535) | 2,483 | 1,948 |
| Operating Margin | 44.3% | | 44.5% | (10.7%) | | 39.0% |
| Other income (expense), net | 15 | - | 15 | 72 | 75 ^b | (3) |
| Total other income (expense) | (42) | - | (42) | 151 | 75 | 76 |
| Income (loss) before income taxes | 2,218 | 7 | 2,225 | (383) | 2,408 | 2,025 |
| Income taxes (benefit) | 755 | 2 | 758 | (129) | 914 | 785 |
| Net Income (Loss) | \$ 1,463 | \$ 4 | \$ 1,467 | \$ (254) | \$ 1,494 | \$ 1,239 |
| Basic Net Income (Loss) per Share | \$11.19 | \$0.04 | \$11.23 | \$ (1.94) ^c | \$11.39 | \$9.45 ^c |
| Diluted Net Income (Loss) per Share | \$11.16 | \$0.03 | \$11.19 | \$ (1.94) ^c | \$11.35 | \$9.41 ^c |

^a – Litigation Settlements

^b – Gain from the termination of a customer business agreement

^c – Amounts have been revised in accordance with the adoption of a new earnings per share accounting standard related to instruments granted in share-based payment transactions on January 1, 2009.

Note that the figures in the preceding tables may not sum due to rounding

Reconciliation to Effective Tax Rate

(\$ millions, except percentages)

| | Three months ended December 31, 2008 | | | | |
|----------------------------|--------------------------------------|---------------------------------|------------------|----------|------------------------------------|
| | Actual | Actual Effective Tax Rate | Special Items | Non-GAAP | Non -GAAP Effective Tax Rate |
| Income before income taxes | \$ 445 | 46.2% | \$ 6 | \$ 451 | 46.1% |
| Income tax expenses | 206 | | 2 | 208 | |
| Net income | \$ 239 | | \$ 4 | \$ 243 | |

| | For the year ended December 31, 2008 | | | | |
|-------------------------------|--------------------------------------|---------------------------------|------------------|----------|------------------------------------|
| | Actual | Actual Effective Tax Rate | Special Items | Non-GAAP | Non -GAAP Effective Tax Rate |
| Income (loss) before income | \$ (383) | 33.7% | \$ 2,408 | \$ 2,025 | 38.8% |
| Income tax expenses (benefit) | (129) | | 914 | 785 | |
| Net income (loss) | \$ (254) | | \$ 1,494 | \$ 1,239 | |

Note that the figures in the preceding tables may not sum due to rounding

For more information about these reconciliations, refer to MasterCard Incorporated's Form 8-K filed with the Securities and Exchange Commission on February 4, 2010.

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