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Meg Drago  
Senior Vice President  
Global Compensation & Benefits

U.S. DEPT. OF LABOR  
PADA/PUBLIC DISCLOSURE

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*MasterCard*  
*International*



**MasterCard International**  
Human Resources  
2000 Purchase Street  
Purchase, NY 10577-2509  
914 249-5256  
Fax 914 249-4140  
Internet Home Page:  
<http://www.mastercard.com>

March 26, 2001

Top Hat Plan Exemption  
Pension and Welfare Benefits Administration  
Room N-5638  
U.S. Department of Labor  
200 Constitution Ave. NW  
Washington, DC 20210

**Compliance with ERISA Reporting and Disclosure  
Requirements for Top Hat Plans Pursuant to  
DOL Reg. § 2520.104-23**

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Dear Sir or Madam:

On behalf of MasterCard International, Incorporated (the "Company"), and in compliance with Department of Labor Regulation § 2520.104-23, the following constitutes the one-time reporting and disclosure statement for the MasterCard International Incorporated Supplemental Executive Retirement Plan ("SERP") which became subject to Part 1 Title I of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), as of February 7, 2001, the date on which the SERP was adopted by the Company. The SERP is an unfunded supplemental retirement plan maintained by the Company for a select group of management or highly compensated employees (a "top hat" plan), pursuant to the authority of the Secretary of Labor under Section 110 of ERISA.

Name of Plan:	MasterCard International Incorporated Supplemental Executive Retirement Plan
Plan Sponsor:	MasterCard International Incorporated
Address of Sponsor:	2000 Purchase Street Purchase, New York 10577-2509

Employer Identification  
Number: 95-2536378

Number of Employees  
in the SERP as of 12/31/00: [ 4 ]

Number of top hat plans  
maintained by MasterCard [ 0 ]

Should you require any additional information, please let me know.

Sincerely,



Meg Drago  
Senior Vice President  
Global Compensation and Benefits

cc: Diane Dann, Esq.  
Sharon Lippett, Esq.

