

**UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION**

February 5, 2019

In the Matter of a Tender Offer for
Ordinary Shares of Earthport PLC

ORDER GRANTING EXEMPTION FROM
EXCHANGE ACT RULE 14E-5

Mastercard UK Holdco Limited submitted a letter dated February 5, 2019, requesting that the Securities and Exchange Commission (“Commission”) grant an exemption from Exchange Act Rule 14e-5 for the transaction described in its letter (“Request”).

Based on the representations and the facts presented in the Request, and subject to the terms and conditions described in the letter from the Division of Corporation Finance dated February 5, 2019, it is ORDERED that the request for exemption from Exchange Act Rule 14e-5 is hereby granted.

For the Commission, by the Division of Corporation Finance, pursuant to delegated authority.

Brent J. Fields
Secretary