respondent's address as stated in this agreement shall constitute service. Proposed respondent waives any right it may have to any other manner of service. The Complaint may be used in construing the terms of the Order, and no agreement, understanding, representation or interpretation not contained in the Order or the agreement may be used to vary or contradict the terms of the Order.

7. Proposed respondent has read the proposed complaint and Order contemplated hereby. Proposed respondent understands that once the Order has been issued, it will be required to file one or more compliance reports showing that it has fully complied with the Order. Proposed respondent further understands that it may be liable for civil penalties in the amount provided by law for each violation of the Order after it becomes final.

Order

Ι

It is ordered that, as used in this Order (including Appendix I), the following definitions shall apply:

A. "Respondent" or "First Data" means First Data Corporation, its subsidiaries, divisions, groups and affiliates controlled by First Data Corporation, and their respective directors, officers, employees, agents, and representatives, and their respective successors and assigns.

B. "First Financial" means First Financial Management Corporation, a corporation providing certain services including consumer money wire transfers through Western Union Financial Services, Inc.

C. "Western Union" means Western Union Financial Services, Inc., a wholly-owned subsidiary of First Financial Management Corporation, with its principal office and place of business located at One Mack Center Drive, Paramus, New Jersey 07652. Western Union provides and markets, among other things, consumer money wire transfer services.

D. "Commission" means the Federal Trade Commission.

E. "Acquisition" means the direct or indirect acquisition of control of First Financial by Respondent First Data.

F. "Consumer Money Wire Transfer Service" means the business of transferring the right to money using computer or telephone lines from one person through the location of a Selling Agent to a different person physically present at the location of a Selling Agent available to the general public through Selling Agents at retail outlets as currently offered by First Data and Western Union. "Consumer Money Wire Transfer Service" does not include transactions involving only one customer utilizing automatic teller machines and other point of sale devices, transactions involving debit cards, cash advances utilizing credit cards, home banking, prepaid telephone and cash cards, money orders, and utility bill payment services and further does not include the provision of data processing services to a Consumer Money Transfer Service business.

G. "Selling Agent" means a person or business, such as a check cashing store, a drug store, a supermarket, a postal service, a bus station, or a travel agency, that contracts with Consumer Money Wire Transfer Service to provide the Consumer Money Wire Transfer Service to customers.

H. "MoneyGram Service" means First Data's Consumer Money Wire Transfer Service marketed under the name "MoneyGram."

I. "MoneyGram Assets" or "MoneyGram Business" include all assets, properties, business and goodwill, tangible and intangible, related to the sale and marketing of the MoneyGram Service, including, but not limited to:

1. the MoneyGram trade name, trade dress, trade marks, and service marks; and,

2. a group of contracts with Selling Agents to provide the MoneyGram Service that provides a network of Selling Agents at least comparable to the group of Selling Agents under contract to provide the MoneyGram Service on May 1, 1995 other than the American Express Travel Related Services Company Travel Services Offices, based on characteristics of the Selling Agents such as the countries and cities served. number of Selling Agents, and type of outlet; provided, however, that the condition regarding the "number of Selling Agents" is satisfied if the number of Selling Agents is 10,000 or greater.

J. "Western Union Service" means Western Union's Consumer Money Wire Transfer Service.

K. "Western Union Assets" or "Western Union Business" include all assets, properties, business and goodwill, tangible and intangible, related to the sale and marketing of the Western Union Service, including, but not limited to:

1. the Western Union trade name, trade dress, trade marks, and service marks; and,

2. all contracts with selling agents to provide the Western Union Service.

L. "Assets To Be Divested" means the MoneyGram Assets or the Western Union Assets. The definition of "Assets To Be Divested" as well as any other provision in this order, however, shall not be construed to prohibit First Data from divesting both the MoneyGram Assets and the Western Union Assets to different acquirers.

M. "Marketability, Viability, and Competitiveness" of the Assets To Be Divested means that such assets when used in conjunction with the assets of the acquirer or acquirers are capable of providing a Consumer Money Wire Transfer Service substantially similar to the Consumer Money Wire Transfer Service that the Assets To Be Divested are capable of providing at the time of the Acquisition.

N. "Non-public information" means any information not in the public domain furnished to First Data in its capacity as a provider of data processing services by a Consumer Money Wire Transfer Service provider.

II

It is further ordered that: A. Respondent shall divest, absolutely and in good faith, within twelve (12) months after the date this Order becomes final, the Assets To Be Divested and shall also divest such additional ancillary assets and businesses other than money order or utility bill payments businesses and effect such arrangements as are necessary to assure the Marketability, Viability, and Competitiveness of the Assets To Be Divested.

B. Respondent shall divest the Assets To Be Divested only to an acquirer or acquirers that receive the prior approval of the Commission and only in a manner that receives the prior approval of the Commission. The purpose of the divestiture of the Assets To Be Divested is to ensure the continued use of the Assets To Be Divested in the same businesses in which the Assets To Be Divested are presently engaged, and to remedy the lessening of competition resulting from the Acquisition as alleged in the Commission's complaint.

C. Respondent shall make available to the acquirer or acquirers such First Data personnel, assistance and training as the acquirer or acquirers reasonably need to transfer technology and know-how, and First Data shall continue providing such personnel, assistance and training at no additional cost for a period of time sufficient to satisfy the acquirer's or acquirers' management that its personnel are appropriately trained in the business. However, Respondent shall not be required to continue providing such personnel, assistance