

## First Data Reports Third Quarter 2012 Financial Results

- ***Third quarter 2012 consolidated revenue of \$2.7 billion, down 2%; adjusted revenue of \$1.7 billion, up 2%***
- ***Third quarter net loss attributable to First Data \$212 million; adjusted EBITDA of \$608 million, up 8%***
- ***Extended maturities on additional \$3.1 billion in debt; total refinancings of \$18 billion since June 2010***
- ***Ended the quarter with \$1.7 billion in unrestricted liquidity***

ATLANTA, Nov. 2, 2012 – [First Data Corporation](#) today reported its financial results for the third quarter ended September 30, 2012. Consolidated revenue for the third quarter was \$2.7 billion, down \$58 million, or 2%, compared to a year ago on a \$73 million decline in debit network fees partially offset by an increase in merchant acquiring revenue. Debit network fees are passed directly to customers and therefore did not impact operating income. Adjusted revenue, which excludes certain items including debit network fees, increased \$34 million, or 2%, year-over-year to \$1.7 billion.

For the third quarter, the net loss attributable to First Data was \$212 million, compared to a loss of \$54 million a year ago. The change was primarily due to a \$147 million pre-tax decline in other income and expense mainly from mark-to-market losses related to changes in the fair value of interest rate swaps. In addition, the prior year period included a \$55 million pre-tax benefit to depreciation and amortization expenses. Adjusted earnings before interest, taxes, depreciation and amortization (adjusted EBITDA) was \$608 million, up \$44 million, or 8%, compared to \$565 million in the third quarter of 2011, driven by revenue growth in the U.S. business and lower overall expense.

For the quarter, First Data generated \$143 million in operating cash flow, after \$500 million in cash interest payments. The company finished the quarter with \$1.7 billion in unrestricted liquidity—\$212 million in cash available for corporate use plus \$1.5 billion under the revolving credit facility.

“First Data continues to grow, driven by global merchant acquiring growth and continued growth in adjusted EBITDA,” said Chief Executive Officer Jonathan J. Judge. “We are well-positioned to capitalize on the convergence of offline, online and mobile payments by bringing new products to market that address the changing needs of our customers.”

## Segment Results

**Retail and Alliance Services** segment revenue for the third quarter was \$910 million, up \$62 million, or 7%, compared to \$848 million in 2011. Merchant revenue was up 9% driven by lower debit interchange rates, new processing revenue from the Bank of America Merchant Services alliance and volume growth. Transaction growth was 5% and credit mix was 72%. Regional average ticket was \$68, down slightly compared to a year ago. Product revenue was up 2% as growth in prepaid open-loop was offset by declining check-processing. Segment EBITDA was \$409 million, up \$55 million, or 16%, compared to 2011 driven primarily by revenue growth. Margin for the third quarter improved to 45%, up 300 basis points. During the quarter, Retail and Alliance Services added two new revenue sharing agreements, four bank referral agreements, and seven new independent sales organizations.

**Financial Services** segment revenue for the third quarter was \$347 million, up \$3 million, or 1%, compared to \$344 million in the same quarter of 2011, as new business and volume growth offset lost business and price compression. Active card accounts on file were up 16% compared to the prior year, primarily driven by a new customer conversion during the first quarter of 2012. Absent this impact, active card accounts on file were up 4%. Debit issuer transactions were down 11%, impacted by a previously disclosed customer deconversion. Absent this impact, debit issuer transactions were up 12% on new STAR network business and continued growth from existing customers partially offset by lost business. Segment EBITDA was \$149 million, down \$6 million or 4%, compared to \$156 million in 2011 which included the benefit of a \$9 million sales tax recovery. Margin for the third quarter was 43%. During the quarter, Financial Services renewed more than 440 contracts with financial institutions.

**International** segment revenue for the third quarter was \$427 million, down \$26 million, or 6%, compared to \$453 million in the prior year. On a constant currency basis, segment revenue was up 1%. Merchant acquiring revenue, on a constant currency basis, grew 7% on higher transaction volumes and growth in terminal sales in Latin America partially offset by exiting lower margin business. Issuing revenue, on a constant currency basis, declined 4% as lost business and product mix shifts away from lower margin revenue was partially offset by a software license fee and new business. Segment EBITDA was \$119 million, up \$7 million or 7%, compared to \$112 million in 2011 which was negatively impacted by \$12 million in purchase accounting adjustments. Changes in foreign currency rates resulted in a \$7 million unfavorable impact to EBITDA. Margin improved to 28%, up 300 basis points.

## Recent Events

### *Debt Extension*

During the quarter, First Data issued \$2.15 billion of 6¾% senior secured notes due in 2020, \$750 million of LIBOR+500 term loans due in 2018 and extended approximately \$295 million U.S. dollar equivalent term loans from 2014 to 2017. The company used the net proceeds from these transactions to repay a portion of the term loans under the senior secured credit facilities, thus extending \$3.1 billion of 2014 term loans.

### **Non-GAAP Measures**

In certain circumstances, results have been presented that are non-GAAP (generally accepted accounting principles) measures and should be viewed in addition to, and not in lieu of, the company's reported results. Reconciliations to comparable GAAP measures are available in the accompanying schedules and in the "Investor Relations" section of the company's website at [investor.firstdata.com](http://investor.firstdata.com).

### **Investor Conference Call**

The company will host an investor conference call and webcast on Friday, November 2, 2012 at 10 a.m. EDT to review third quarter 2012 financial results. First Data Chief Financial Officer Ray Winborne will lead the call and will be joined by Chief Executive Officer Jonathan J. Judge.

The webcast of the call and accompanying slide presentation will be available on the "Investor Relations" section of the First Data website at [investor.firstdata.com](http://investor.firstdata.com).

To listen to the call, dial 888-771-4371 (U.S.) or 847-585-4405 (outside the U.S.); pass code 33379512, at least 10 minutes prior to the start of the call.

A replay of the call will be available through November 16, 2012, at 888-843-7419 (U.S.) or 630-652-3042 (outside the U.S.); pass code 33379512# and via webcast at [investor.firstdata.com](http://investor.firstdata.com).

Please note: All statements made by First Data officers on this call are the property of First Data and subject to copyright protection. Other than the replay, First Data has not authorized, and disclaims responsibility for, any recording, replay or distribution of any transcription of this call.

Around the world, every second of every day, [First Data](http://www.firstdata.com) makes payment transactions secure, fast and easy for merchants, financial institutions and their customers. First Data leverages its vast product portfolio and expertise to drive customer revenue and profitability. Whether the choice of payment is by debit or credit card, gift card, check or mobile phone, online or at the checkout counter, First Data takes every opportunity to go beyond the transaction.

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**FIRST DATA CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)  
(in millions)

	<b>Three months ended September 30,</b>		<b>Change</b>
	<b>2012</b>	<b>2011</b>	
Revenues:			
Transaction and processing service fees (a):			
Merchant related services	\$ 977.4	\$ 925.9	6%
Check services	77.4	83.9	-8%
Card services	431.0	441.9	-2%
Other services	126.3	132.6	-5%
Product sales and other	217.5	227.7	-4%
Reimbursable debit network fees, postage and other	844.4	919.8	-8%
	<u>2,674.0</u>	<u>2,731.8</u>	-2%
Expenses:			
Cost of services (exclusive of items shown below)	729.0	745.7	-2%
Cost of products sold	80.1	92.4	-13%
Selling, general and administrative	467.9	407.7	15%
Reimbursable debit network fees, postage and other	844.4	919.8	-8%
Depreciation and amortization	293.5	263.7	11%
Other operating expenses:			
Restructuring, net	7.2	11.8	NM
Litigation and regulatory settlements	-	(2.5)	NM
	<u>2,422.1</u>	<u>2,438.6</u>	-1%
Operating profit	<u>251.9</u>	<u>293.2</u>	-14%
Interest income	2.1	1.6	31%
Interest expense	(488.6)	(466.7)	5%
Other income (expense) (b)	(52.0)	95.4	NM
	<u>(538.5)</u>	<u>(369.7)</u>	46%
Loss before income taxes and equity earnings in affiliates	(286.6)	(76.5)	275%
Income tax benefit	(69.4)	(18.9)	267%
Equity earnings in affiliates (a)	43.0	47.8	-10%
Net loss	<u>(174.2)</u>	<u>(9.8)</u>	1678%
Less: Net income attributable to noncontrolling interests and redeemable noncontrolling interests	37.8	44.1	-14%
Net loss attributable to First Data Corporation	<u>\$ (212.0)</u>	<u>\$ (53.9)</u>	293%

(See accompanying notes)

**FIRST DATA CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)  
(in millions)

	Nine months ended September 30,		Change
	2012	2011	
Revenues:			
Transaction and processing service fees (a):			
Merchant related services	\$ 2,885.3	\$ 2,698.4	7%
Check services	233.8	252.4	-7%
Card services	1,298.8	1,310.7	-1%
Other services	369.7	399.2	-7%
Product sales and other	637.9	642.0	-1%
Reimbursable debit network fees, postage and other	2,498.0	2,723.1	-8%
	<u>7,923.5</u>	<u>8,025.8</u>	-1%
Expenses:			
Cost of services (exclusive of items shown below)	2,137.8	2,181.7	-2%
Cost of products sold	251.3	275.7	-9%
Selling, general and administrative	1,373.3	1,258.0	9%
Reimbursable debit network fees, postage and other	2,498.0	2,723.1	-8%
Depreciation and amortization	897.1	935.3	-4%
Other operating expenses:			
Restructuring, net	24.1	42.8	NM
Impairments	5.1	-	NM
Litigation and regulatory settlements	-	(2.5)	NM
	<u>7,186.7</u>	<u>7,414.1</u>	-3%
Operating profit	<u>736.8</u>	<u>611.7</u>	20%
Interest income	6.3	5.4	17%
Interest expense	(1,430.4)	(1,371.3)	4%
Other income (expense) (b)	(82.8)	67.7	NM
	<u>(1,506.9)</u>	<u>(1,298.2)</u>	16%
Loss before income taxes and equity earnings in affiliates	(770.1)	(686.5)	12%
Income tax benefit	(252.3)	(255.0)	-1%
Equity earnings in affiliates (a)	114.5	109.0	5%
Net loss	<u>(403.3)</u>	<u>(322.5)</u>	25%
Less: Net income attributable to noncontrolling interests and redeemable noncontrolling interests	118.6	124.3	-5%
Net loss attributable to First Data Corporation	<u>\$ (521.9)</u>	<u>\$ (446.8)</u>	17%

(See accompanying notes)

**FIRST DATA CORPORATION**  
**SUMMARY SEGMENT DATA**  
(Unaudited)  
(in millions)

	Three months ended September 30,		Change
	2012	2011	
<u>Segment Revenues (c):</u>			
Retail and Alliance Services	\$ 910.2	\$ 848.0	7%
Financial Services	347.1	343.7	1%
International	427.0	453.0	-6%
Subtotal segment revenues	1,684.3	1,644.7	2%
All Other and Corporate	28.4	36.0	-21%
Adjustments to reconcile to Adjusted revenue:			
Official check and money order revenues (d)	(2.3)	(4.7)	NM
Eliminations of intersegment revenues	(15.5)	(15.0)	NM
Adjusted revenue	1,694.9	1,661.0	2%
Adjustments to reconcile to Consolidated revenues (e):			
Adjustments for non-wholly-owned entities (f)	11.8	46.6	NM
Official check and money order revenues (d)	2.3	4.7	NM
ISO commission expense (g)	120.6	99.7	NM
Reimbursable debit network fees, postage and other	844.4	919.8	-8%
Consolidated revenues	\$ 2,674.0	\$ 2,731.8	-2%
<u>Segment EBITDA (h):</u>			
Retail and Alliance Services	\$ 409.4	\$ 354.1	16%
Financial Services	149.5	155.9	-4%
International	119.5	112.0	7%
Subtotal segment EBITDA	678.4	622.0	9%
All Other and Corporate	(69.9)	(57.5)	22%
Adjusted EBITDA	608.5	564.5	8%
Adjustments to reconcile to Net loss attributable to			
First Data Corporation (e):			
Adjustments for non-wholly-owned entities (f)	4.1	25.0	NM
Depreciation and amortization	(293.5)	(263.7)	11%
Interest expense	(488.6)	(466.7)	5%
Interest income	2.1	1.6	31%
Other items (i)	(70.8)	84.9	NM
Income tax benefit	69.4	18.9	267%
Stock based compensation	(3.4)	(4.2)	-19%
Official check and money order EBITDA (d)	1.4	2.2	NM
Costs of alliance conversions (j)	(22.8)	(7.0)	NM
KKR related items (k)	(8.4)	(9.4)	NM
Debt issuance costs (l)	(10.0)	-	NM
Net loss attributable to First Data Corporation	\$ (212.0)	\$ (53.9)	293%
<u>Segment depreciation and amortization (a):</u>			
Retail and Alliance Services	\$ 125.5	\$ 136.2	-8%
Financial Services	83.6	82.9	1%
International	69.9	9.2	NM
Subtotal segment depreciation and amortization	279.0	228.3	22%
All Other and Corporate	10.4	10.7	-3%
Adjusted depreciation and amortization	289.4	239.0	21%
Adjustments to reconcile to consolidated depreciation and amortization:			
Adjustments for non-wholly-owned entities (f)	25.5	28.8	NM
Amortization of initial payments for new contracts	12.0	11.5	4%
Total consolidated depreciation and amortization	\$ 326.9	\$ 279.3	17%

(See accompanying notes)

**FIRST DATA CORPORATION**  
**SUMMARY SEGMENT DATA**  
(Unaudited)  
(in millions)

	Nine months ended September 30,		Change
	2012	2011	
<u>Segment Revenues (c):</u>			
Retail and Alliance Services	\$ 2,671.4	\$ 2,456.5	9%
Financial Services	1,041.4	1,025.9	2%
International	1,256.5	1,319.8	-5%
Subtotal segment revenues	4,969.3	4,802.2	3%
All Other and Corporate	97.1	112.9	-14%
Adjustments to reconcile to Adjusted revenue:			
Official check and money order revenues (d)	(11.9)	(11.5)	NM
Eliminations of intersegment revenues	(45.1)	(49.1)	NM
Adjusted revenue	5,009.4	4,854.5	3%
Adjustments to reconcile to Consolidated revenues (e):			
Adjustments for non-wholly-owned entities (f)	48.5	144.7	NM
Official check and money order revenues (d)	11.9	11.5	NM
ISO commission expense (g)	355.7	292.0	NM
Reimbursable debit network fees, postage and other	2,498.0	2,723.1	-8%
Consolidated revenues	\$ 7,923.5	\$ 8,025.8	-1%
<u>Segment EBITDA (h):</u>			
Retail and Alliance Services	\$ 1,176.6	\$ 991.8	19%
Financial Services	457.2	435.1	5%
International	332.4	322.8	3%
Subtotal segment EBITDA	1,966.2	1,749.7	12%
All Other and Corporate	(186.0)	(156.3)	19%
Adjusted EBITDA	1,780.2	1,593.4	12%
Adjustments to reconcile to Net loss attributable to			
First Data Corporation (e):			
Adjustments for non-wholly-owned entities (f)	3.8	49.1	NM
Depreciation and amortization	(897.1)	(935.3)	-4%
Interest expense	(1,430.4)	(1,371.3)	4%
Interest income	6.3	5.4	17%
Other items (i)	(137.1)	18.0	NM
Income tax benefit	252.3	255.0	-1%
Stock based compensation	(10.4)	(12.7)	-18%
Official check and money order EBITDA (d)	6.2	3.5	NM
Costs of alliance conversions (j)	(56.5)	(20.0)	NM
KKR related items (k)	(25.2)	(28.4)	NM
Debt issuance costs (l)	(14.0)	(3.5)	NM
Net loss attributable to First Data Corporation	\$ (521.9)	\$ (446.8)	17%
<u>Segment depreciation and amortization (a):</u>			
Retail and Alliance Services	\$ 391.5	\$ 430.5	-9%
Financial Services	255.5	258.6	-1%
International	213.2	165.1	29%
Subtotal segment depreciation and amortization	860.2	854.2	1%
All Other and Corporate	33.5	32.6	3%
Adjusted depreciation and amortization	893.7	886.8	1%
Adjustments to reconcile to consolidated depreciation and amortization:			
Adjustments for non-wholly-owned entities (f)	76.7	86.3	NM
Amortization of initial payments for new contracts	33.7	31.2	8%
Total consolidated depreciation and amortization	\$ 1,004.1	\$ 1,004.3	0%

(See accompanying notes)

**FIRST DATA CORPORATION**  
**NOTES TO FINANCIAL SCHEDULES**  
**(Unaudited)**

- (a) Includes amortization of initial payments for new contracts (presented in "Summary Segment Data"), which is recorded as a contra-revenue within "Transaction and processing service fees" and amortization related to equity method investments, which is netted within the "Equity earnings in affiliates" line of \$21.4 million and \$73.3 million for the three and nine months ended September 30, 2012, respectively, and \$4.1 million and \$37.8 million for the three and nine months ended September 30, 2011, respectively.
- (b) Other income (expense) includes investment gains and (losses), derivative financial instruments gains and (losses) and non-operating foreign currency gains and (losses) as applicable to the periods presented.
- (c) Segment revenue is adjusted to exclude reimbursable debit network fees, postage and other. Retail and Alliance Services segment revenue is further adjusted to present results on a proportionate consolidation basis and to reflect the Independent Sales Organization commissions classified as expense on a contra-revenue basis.
- (d) Represents an adjustment to exclude the official check and money order businesses from revenue and EBITDA due to the Company's wind down of these businesses.
- (e) Reconciles "Adjusted revenue" to "Consolidated revenues" or "Adjusted EBITDA" to "Net loss attributable to First Data Corporation" as reported on the Consolidated Statements of Operations.
- (f) Net adjustment to reflect First Data's proportionate share of alliance revenue and EBITDA within the Retail and Alliance Services segment, equity earnings in affiliates included in International segment revenue and amortization related to equity method investments not included in segment EBITDA.
- (g) Independent Sales Organization commissions are presented as contra-revenue for Retail and Alliance Services segment revenue reporting purposes while certain of such commissions are reflected as expense in the Consolidated Statements of Operations.
- (h) Segment EBITDA represents earnings before net interest expense, income taxes, depreciation and amortization. Retail and Alliance Services segment EBITDA is presented on a proportionate consolidation basis. Segment EBITDA excludes the adjustments to reconcile to "Net loss attributable to First Data Corporation."
- (i) Includes restructuring, litigation and regulatory settlements and impairments as applicable to the periods presented and "Other income (expense)" as presented in the Consolidated Statements of Operations.
- (j) Costs of alliance conversions primarily represent costs directly associated with the termination of the Chase Paymentech alliance and expenses related to the conversion of certain Banc of America Merchant Services alliance merchant clients onto First Data platforms for the three and nine months ended September 30, 2011. Effective October 1, 2011, First Data and Bank of America N.A. ("the Bank") jointly decided to have First Data operate the Bank's legacy settlement platform. Costs associated with the revised strategy are also included in this line item.
- (k) Represents KKR annual sponsorship fees for management, financial and other advisory services.
- (l) Debt issuance costs represent costs associated with issuing debt and modifying the Company's debt structure.



**FIRST DATA CORPORATION**  
**SELECTED CONSOLIDATED BALANCE SHEET, CASH FLOW AND OTHER DATA**  
(in millions)

**SELECTED CONSOLIDATED BALANCE SHEET DATA**

	<b>September 30, 2012</b>	<b>December 31, 2011</b>
	<b>(Unaudited)</b>	
Cash and cash equivalents	\$ 470.2	\$ 485.7
Current settlement assets	15,157.5	10,658.3
Long-term settlement assets	53.9	181.0
Total assets	43,903.5	40,276.3
Short-term and current portion of long-term borrowings	131.4	133.4
Settlement obligations	15,210.2	10,837.8
Long-term borrowings	22,519.1	22,521.7
Total liabilities	40,995.1	36,800.9
Redeemable Noncontrolling Interest	66.6	67.4
Total First Data Corporation stockholder's (deficit) equity	(389.0)	96.6
Noncontrolling interests	3,230.8	3,311.4
Total equity	2,841.8	3,408.0

**SELECTED CONSOLIDATED CASH FLOW DATA**

	<b>Three months ended September 30, 2012</b>	<b>Three months ended September 30, 2011</b>	<b>Nine months ended September 30, 2012</b>	<b>Nine months ended September 30, 2011</b>
	<b>(Unaudited)</b>		<b>(Unaudited)</b>	
<b>Source/(Use) of cash</b>				
Net cash provided by (used in) operating activities	\$ 143.5	\$ (95.9)	\$ 538.2	\$ 538.9
Net cash used in investing activities	(86.3)	(67.9)	(275.4)	(294.3)
Net cash used in financing activities	(70.7)	(26.3)	(280.8)	(335.3)
<b>Supplemental cash flow data</b>				
Cash interest payments on long-term debt (a)	500	735	1,410	1,249

**ESTIMATED CASH INTEREST PAYMENTS ON LONG-TERM DEBT FOR 2012 and 2013 (a) (b)**

	<b>Estimated cash interest payments on Long-term Debt (c) (Unaudited)</b>
<b>Three months ended</b>	
March 31, 2012 (actual)	\$ 495
June 30, 2012 (actual)	415
September 30, 2012 (actual)	500
December 31, 2012	370
	<u>\$ 1,780</u>
<b>Year ended December 31, 2013</b>	\$ 1,795

- (a) For purposes of this schedule, long-term debt excludes interest on capital leases.
- (b) This schedule includes estimates regarding First Data Corporation's business which are not historical facts but are "forward-looking statements." Forward-looking statements are based on the Company's current expectations and assumptions regarding its business, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Important factors that could cause actual results to differ materially from those in the forward-looking statements include: (i) changes in interest rates associated with the Company's variable rate debt that are materially different than the current LIBOR forward rates; (ii) changes in foreign currency exchange rates related to the Company's euro denominated debt; and (iii) the impact of further debt modifications or issuance of new debt.
- (c) The Company has an option to pay certain portions of its interest obligations "in kind" as an increase in principal rather than in cash. These amounts represent the amount of cash projected to be paid if the Company opts to pay its entire interest obligation for 2012 and 2013 in cash.

**FIRST DATA CORPORATION**  
**FINANCIAL COVENANT CALCULATION**  
**(Unaudited)**

As of September 30, 2012, the Company is in compliance with all applicable covenants, including its sole financial covenant with Consolidated Senior Secured Debt of \$12,112.6 million, Consolidated EBITDA of \$2,898.7 million and a Ratio of 4.18 to 1.00.

The calculation of Consolidated EBITDA under the senior secured term loan facility is as follows (in millions):

	<b>Last twelve months ended September 30, 2012</b>
Net loss attributable to First Data Corporation	\$ (591.2)
Interest expense, net (1)	1,883.4
Income tax benefit	(267.4)
Depreciation and amortization (2)	1,344.0
EBITDA (17)	2,368.8
Stock based compensation (3)	14.6
Restructuring, net (4)	40.2
Divestitures, net (5)	(58.4)
Derivative financial instruments (gains) and losses (6)	102.9
Official check and money order EBITDA (7)	(2.2)
Cost of alliance conversions and other technology initiatives (8)	69.1
KKR related items (9)	21.9
Debt issuance costs (10)	13.7
Projected near-term cost savings and revenue enhancements (11)	129.0
Net income attributable to noncontrolling interests and redeemable noncontrolling interests (12)	174.3
Equity entities taxes, depreciation and amortization (13)	15.0
Non-operating foreign currency (gains) and losses (14)	(25.9)
Impairments (15)	22.2
Other (16)	13.5
<b>Consolidated EBITDA (17)</b>	<b>\$ 2,898.7</b>

- (1) Includes interest expense and interest income.
- (2) Includes amortization of initial payments for new contracts which is recorded as a contra-revenue within "Transaction and processing service fees" of \$45.0 million and amortization related to equity method investments which is netted within the "Equity earnings in affiliates" line of \$92.2 million.
- (3) Stock based compensation recognized as expense.
- (4) Restructuring charges in connection with management's alignment of the business with strategic objectives and employee reduction and certain employee relocation efforts in Germany.
- (5) Due mostly to a gain recognized upon disposition of the Company's controlling interest in a business, in connection with the formation of an alliance.
- (6) Represents fair market value adjustments for cross currency swaps and interest rate swaps that are not designated as accounting hedges.
- (7) Represents an adjustment to exclude the official check and money order businesses from EBITDA due to FDC's wind down of these businesses.
- (8) Represents costs directly associated with the termination of the Chase Paymentech alliance and expenses related to the conversion of certain Banc of America Merchant Services alliance merchant clients onto First Data platforms, all of which are considered business optimization projects, and other technology initiatives. Effective October 1, 2011, First Data and Bank of America N.A. ("the Bank") jointly decided to have First Data operate the Bank's legacy settlement platform. Costs associated with the revised strategy are also included in this line item.
- (9) Represents KKR annual sponsorship fees for management, financial and other advisory services.
- (10) Debt issuance costs represent non-capitalized costs associated with issuing debt and modifying FDC's debt structure.
- (11) Reflects cost savings and revenue enhancements projected to be achieved within twelve months on an annualized basis. Includes cost savings initiatives associated with the business optimization projects and other technology initiatives described in Note 8, the BAMS alliance, operations and technology initiatives, headcount reductions and other addressable spend reductions.
- (12) Net income attributable to noncontrolling interests and redeemable noncontrolling interests in restricted subsidiaries.
- (13) Represents FDC's proportional share of income taxes, depreciation and amortization on equity method investments.
- (14) Includes net gains and losses related to the fair value adjustments of FDC's intercompany loans and its euro-denominated debt.
- (15) Represents impairment of certain equipment, land and a building.
- (16) Includes items such as litigation and regulatory settlements, investments gains and losses and other as applicable to the period presented.

- (17) EBITDA is defined as net income (loss) attributable to First Data Corporation before net interest expense, income taxes, depreciation and amortization. EBITDA is not a recognized term under U.S. generally accepted accounting principles ("GAAP") and does not purport to be an alternative to net income (loss) attributable to First Data Corporation as a measure of operating performance or to cash flows from operating activities as a measure of liquidity. Additionally, EBITDA is not intended to be a measure of free cash flow available for management's discretionary use as it does not consider certain cash requirements such as interest payments, tax payments and debt service requirements. The presentation of EBITDA has limitations as an analytical tool and should not be considered in isolation or as a substitute for analysis of FDC's results as reported under GAAP. Management believes EBITDA is helpful in highlighting trends because EBITDA excludes the results of decisions that are outside the control of operating management and can differ significantly from company to company depending on long-term strategic decisions regarding capital structure, the tax jurisdictions in which companies operate and capital investments. Management compensates for the limitations of using non-GAAP financial measures by using them to supplement GAAP results to provide a more complete understanding of the factors and trends affecting the business than GAAP results alone.

Consolidated EBITDA (or debt covenant EBITDA) is defined as EBITDA adjusted to exclude certain non-cash items, non-recurring items that FDC does not expect to continue at the same level in the future and certain items management believes will impact future operating results and adjusted to include near-term cost savings projected to be achieved within twelve months on an annualized basis (see Note 11 above). Consolidated EBITDA is further adjusted to add net income attributable to noncontrolling interests and redeemable noncontrolling interests of certain non-wholly-owned subsidiaries and exclude other miscellaneous adjustments that are used in calculating covenant compliance under the agreements governing FDC's senior unsecured debt and/or senior secured credit facilities. The Company believes that the inclusion of supplementary adjustments to EBITDA are appropriate to provide additional information to investors about items that will impact the calculation of EBITDA that is used to determine covenant compliance under the agreements governing FDC's senior unsecured debt and/or senior secured credit facilities. Since not all companies use identical calculations, this presentation of Consolidated EBITDA may not be comparable to other similarly titled measures of other companies.

**FIRST DATA CORPORATION**  
**RECONCILIATION OF NON-GAAP MEASURES**  
(Unaudited)  
(in millions)

Management believes the following non-GAAP measures provide meaningful supplemental information to assist investors in understanding our financial results and to better analyze trends in our underlying business as well as evaluate our ability to service our debt. Management uses these measures to evaluate our operating performance and our segments. Management believes these non-GAAP measurements are useful in highlighting trends because they exclude the results of decisions that are outside the control of operating management and can differ significantly from company to company depending on long-term strategic decisions regarding capital structure, the tax jurisdictions in which companies operate and capital investments. Additionally, we believe the inclusion of supplementary adjustments applied in presenting Adjusted EBITDA, described below, are appropriate to provide additional information to investors about certain material non-cash items and about non-recurring items that we do not expect to continue at the same level in the future. Management compensates for the limitations of using non-GAAP financial measures by using them to supplement GAAP results to provide a more complete understanding of the factors and trends affecting the business than GAAP results alone. Since management finds these measures useful, we believe that our investors will benefit from seeing the Company's results through the eyes of management in addition to seeing our GAAP results.

Adjusted revenue represents the sum of Segment revenue (as defined in Note (c) to the Financial Schedules) and All Other and Corporate revenue as adjusted to exclude revenue related to the official check and money order businesses due to the wind down of these businesses and to reflect elimination of intersegment revenues. Adjusted EBITDA represents the sum of Segment EBITDA (as defined in Note (h) to the Financial Schedules) and All Other and Corporate EBITDA. Adjusted revenue and Adjusted EBITDA are reconciled to the most directly comparable GAAP financial measures on the Summary Segment Data schedules. Non-GAAP measures for the International segment adjust for the change in foreign currency exchange rates. Management believes that these non-GAAP measures provide insight into the Company's core performance.

These non-GAAP financial measures should not be considered in isolation or as a substitute for the most comparable GAAP financial measures. The non-GAAP financial measures reflect an additional way of viewing aspects of our operations that, when viewed with our GAAP results and the reconciliation to the corresponding GAAP financial measures, provide a more complete understanding of our business. Investors are strongly encouraged to review our financial statements and publicly-filed reports in their entirety and not to rely on any single financial measure. A reconciliation of the non-GAAP measures to the most directly comparable GAAP financial measures is included below.

	<u>Three months ended September 30,</u>		
	<u>2012</u>	<u>2011</u>	<u>Change</u>
<b><u>International</u></b>			
Segment revenue	\$ 427.0	\$ 453.0	-6%
Foreign exchange impact (1)	29.0	-	
Segment revenue on a constant currency basis	<u>\$ 456.0</u>	<u>\$ 453.0</u>	1%

	<u>Three months ended September 30,</u>		
	<u>2012</u>	<u>2011</u>	<u>Change</u>
<b><u>International</u></b>			
Segment revenue - merchant acquiring	\$ 200.0	\$ 201.7	-1%
Foreign exchange impact (1)	15.9	-	
Segment revenue - merchant acquiring on a constant currency basis	<u>\$ 215.9</u>	<u>\$ 201.7</u>	7%

	<u>Three months ended September 30,</u>		
	<u>2012</u>	<u>2011</u>	<u>Change</u>
<b><u>International</u></b>			
Segment revenue - card issuing	\$ 227.0	\$ 251.3	-10%
Foreign exchange impact (1)	13.1	-	
Segment revenue - card issuing on a constant currency basis	<u>\$ 240.1</u>	<u>\$ 251.3</u>	-4%

(1) Foreign exchange impact represents the difference between actual 2012 revenue and 2012 revenue calculated using 2011 exchange rates.