

**UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION**

In the Matter of

TALX CORPORATION,
a corporation.

File No. 061-0209

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission (“Commission”), having initiated an investigation of certain acts and practices of TALX Corporation (hereafter referred to as “Respondent”), now a wholly-owned subsidiary of Equifax Inc. (“Equifax”), including the acquisitions by Respondent of James E. Frick Inc.; the Unemployment Compensation Business Services Division of Gates, McDonald & Company; Johnson & Associates, Inc.; substantially all of the assets of the unemployment compensation management and small employment verification businesses of Sheakley-Uniservice. Inc., UI Advantage, and Jon-Jay Associates, Inc.; and the unemployment tax management business of Employers Unity, Inc.; and

It now appearing that Proposed Respondent and Equifax are willing to enter into this Agreement Containing Consent Order ("Consent Agreement") providing for relief:

IT IS HEREBY AGREED by and between Proposed Respondent and Equifax, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. TALX Corporation is a corporation organized, existing and doing business under and by virtue of the laws of Missouri with its office and principal place of business located at 11432 Lackland Road, St. Louis, Missouri 63146.
2. Equifax Inc. is a corporation organized, existing and doing business under and by virtue of the laws of the State of Georgia with its office and principal place of business located at 1550 Peachtree Street, N.W. Atlanta, Georgia 30309.
3. Proposed Respondent and Equifax admit all the jurisdictional facts set forth in the draft of Complaint here attached.
4. Proposed Respondent and Equifax waive:
 - a. any further procedural steps;

- b. the requirement that the Commission's Decision and Order contain a statement of findings of fact and conclusions of law;
 - c. all rights to seek judicial review or otherwise challenge or contest the validity of the Decision and Order entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
5. Proposed Respondent shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33, within thirty (30) days of the date on which it executes this Consent Agreement. Such report shall be signed by Proposed Respondent and shall set forth in detail the manner in which Proposed Respondent has to date complied or has prepared to comply, is complying, and will comply with the Decision and Order. Such report will not become part of the public record unless and until the Consent Agreement and Decision and Order are accepted by the Commission for public comment.
6. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission, it, together with the draft of Complaint contemplated thereby, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Proposed Respondent and Equifax, in which event it will take such action as it may consider appropriate, or issue or amend its Complaint (in such form as the circumstances may require) and issue its Decision and Order, in disposition of the proceeding.
7. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondent or Equifax that the law has been violated as alleged in the draft of Complaint here attached, or that the facts as alleged in the draft of Complaint, other than jurisdictional facts, are true.
8. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (a) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached, and (b) make information public with respect thereto. If such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondent and Equifax, issue the attached Decision and Order providing for relief in disposition of the proceeding.
9. When final, the Decision and Order shall have the same force and effect and may be altered, modified or set aside in the same manner and within the same time provided by statute for other orders. The Decision and Order shall become final upon service. Delivery of the Complaint, and the Decision and Order to Proposed Respondent and Equifax by any means

provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Proposed Respondent and Equifax waive any right they may have to any other manner of service.

10. The Complaint may be used in construing the terms of the Decision and Order, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order.
11. By signing this Consent Agreement, Proposed Respondent and Equifax represent and warrant that they can accomplish the full relief contemplated by the attached Decision and Order required to be accomplished by it thereunder and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are parties to this Consent Agreement.
12. By signing this Consent Agreement, Proposed Respondent and Equifax represent and warrant that they have obtained all third-party approvals necessary for Proposed Respondent and Equifax to comply with the Decision and Order.
13. Proposed Respondent and Equifax represent and warrant that Appendix F of the Decision and Order lists each and every person (other than Debra Bretz) who:
 - a. on February 28, 2008, was employed by Proposed Respondent, and
 - b. on October 1, 2007, or on February 28, 2008, served as a customer relationship manager, account manager, unemployment insurance consultant, hearing representative, or tax consultant employed by Proposed Respondent
14. Proposed Respondent and Equifax acknowledge that the Commission is relying upon the representations and warranties of Proposed Respondent and Equifax, stated herein, in making its determinations in this matter.
15. Proposed Respondent and Equifax have read the draft of the Complaint and the Decision and Order, contemplated hereby. Proposed Respondent and Equifax understand that once the Decision and Order has been issued, Proposed Respondent will be required to file compliance reports showing that it has fully complied with the Decision and Order. Proposed Respondent and Equifax agree to comply with the terms of the proposed Decision and Order from the date they sign this Consent Agreement. Proposed Respondent and

Equifax further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after it becomes final.

Signed this 12th day of March, 2008.

TALX CORPORATION

By: _____
Kent E. Mast
Officer and Director
of TALX Corporation

EQUIFAX. INC.

By: _____
Kent E. Mast
Corporate Vice President and
Chief Legal Officer of Equifax Inc.

Constance K. Robinson, Esq.
Kilpatrick Stockton LLP
Counsel for TALX Corporation and
for Equifax Inc.

FEDERAL TRADE COMMISSION

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