

May 26, 2008

FTC, Office of the Secretary
Room H-135
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580

RE: TALX Corp. Proposed Consent Order, FTC File No.: 061 0209

Gentlemen,

I am commenting in writing to the commission my input that I have verbally relayed to Sean Hughto.

My understanding is an overall objective of this order is to enable other firms to effectively compete in the UCM and VOIE space that Talk dominates. TALX has done a remarkable job rolling up these two industries, particularly with large employers.

As you probably have discovered, it is relatively easy for a new firm to enter these industries, particularly on the "Ma and Pa" scale. However, it is far more difficult to compete for large firm business.

The single most significant key to attracting large clients is the ability to utilize the talents of a select group of sales and marketing representatives who are not included in your list of employees. These key individuals have established long term relationships with a large number of these large employers. Historically, these individuals, combing sales skills to corporate decision makers with their established relationships, have moved from one of the previous industry firms to another and have successfully moved their business to their new firm. With TALX's rollup of competitors, coupled with the TALX non-compete contracts, these key people needed to compete are not available to other firms. The Account Managers, Client Relationship Managers and other service people listed are certainly helpful in maintaining client relationships. However, the "rainmaking" sales/marketing folks are the people critical to compete for a large firm's business.

These key sales/marketing people do not appear on the list in the proposed order. My understanding is that TALX has understandably attempted to keep them off the list. I can understand why.

Prior to presenting this input, I have canvassed a number of knowledgeable folks including my previous competitors that sold to TALX, current competitors that still do and current TALX employees. Uniformly, they all agree, the sales/marketing people missing from the list are the key to competing in TALX's space.

TALX is a great firm. However, if the objective is to have other players, I believe these sales/marketing people are key to competing for this business and should be added to your list.

Thank you for considering this input.

Sincerely,



Donald S. Frank
Chairman
National Employers Council, Inc.
DBA: PeopleSystems