

Facility Description		Covenant: Leverage Ratio
<b>Company Description:</b>	First Data provides electronic commerce and payment solutions for merchants, financial institutions and card issuers globally and has operations in 37 countries serving over 5.4 million merchant locations and over 2,000 card issuers and their customers. The Company's Merchant Services provides merchant and debit network acquiring and processing, check verification, settlement and guarantee, and prepaid card services. Financial Institution Services provides financial institutions and other third parties with various services, including credit and retail card processing; debit card processing and network services; output services, such as statement and letter printing, embossing and mailing services; and remittance processing services. The International segment provides products and services in international markets that are similar to those offered by the Merchant Services and Financial Institution Services segments in the U.S. First Data also has a small, growing Prepaid Services segment. The Company was taken private in a leveraged buyout by KKR in September 2007.	
<b>Industry:</b>	Banking	
<b>Sponsor / Equity:</b>	KKR	

\$ Out.	Issue	Spread	Maturity	Call Protect.	Corp. Rating*	Facility Rating*	Outlook	Moody's	S&P	Current Price	YTM	YTC-4
\$135.0	\$1,800MM RCF	L+2.75%	9/24/13		B3/B	B1/BB-		CW Neg.	Stable			
\$12,700.0	Term Loan (B1-B3)	L+2.75%	9/24/14			B1/BB-				77.375	L + 8.04%	L + 9.63%
	Tranche B1			NA								
	Tranche B2			103/102/101/Par								
	Tranche B3			NC - 3.25 years								

Loans priced as: 6/5/09

**Transaction Description**

First Data was taken private by KKR during September of 2007 for a purchase price of approximately \$30 billion or 14.6x LTM 6/30/07 EBITDA of \$2.1 billion. On a pro form adjusted EBITDA of \$2.6 billion, the Company was acquired at a multiple of 11.5x. KKR and its affiliates invested \$6.3 billion of equity which represented 19% of the capital structure. Senior secured leverage, and total leverage at Opco totaled 5.2x and 8.7x, respectively at closing. Leverage through Holdco totaled 9.1x at closing.

**Financial Summary: Historical**

(\$ in millions)	FYE 12/31,			YTD		LTM
	2006	2007	2008	Mar-08	Mar-09	Mar-09
<b>Net Revenue</b>	\$7,076.4	\$8,051.4	\$8,811.3	\$2,126.5	\$2,076.2	\$8,761.0
YOY Growth	NA	13.8%	9.4%	NA	-2.4%	NA
<b>Adjusted EBITDA</b>	2,022.5	2,228.8	2,428.8	531.5	451.9	2,349.2
EBITDA Margin	28.6%	27.7%	27.6%	25.0%	21.8%	26.8%
Interest Expense (incl. PIK)	248.0	688.3	1,964.9	517.7	448.2	1,895.4
Change in WC - A/R & A/P (source)	243.8	567.9	73.3	-106.7	-58.3	121.7
Capex - PP&E	170.4	330.7	283.9	53.4	48.0	278.5
Capex - Contracts	123.7	181.2	163.9	40.8	33.9	157.0
<b>Inc./Dec in Free Cash Flow (1)</b>	<b>1,236.6</b>	<b>460.7</b>	<b>-57.2</b>	<b>26.3</b>	<b>-19.9</b>	<b>-103.4</b>
Adj. EBITDA / Interest Expense	8.2x	3.2x	1.2x	1.0x	1.3x	1.2x
<b>Senior Sec. Debt / Adj. EBITDA</b>	<b>0.1x</b>	<b>5.8x</b>	<b>5.3x</b>			<b>5.5x</b>
Senior Debt / Adj. EBITDA	0.1x	8.8x	8.1x			8.4x
<b>Total OpCo Debt / Adj. EBITDA</b>	<b>1.3x</b>	<b>10.1x</b>	<b>9.3x</b>			<b>9.7x</b>
Net Total Debt / Adj. EBITDA	0.7x	9.9x	9.1x			9.5x
Adj. EBITDA - Capex / Interest	7.0x	2.5x	1.0x	0.8x	0.8x	1.0x

(1) Free Cash Flow is net of PIK interest. The Senior PIK note changed from floating rate to fixed rate later part of 2008

Source: Company financials, MB Research Advisors

**Capital Structure: As of Mar-09**

\$ in millions	Pricing	\$	Leverage	Net Leverage	Market Prices
Cash		\$422.1			
Revolver due 9/13	275 bps	135.0			
Term Loan due 9/14	275 bps	12,700.1			77.38%
Cap Leases & Other		148.0			
<b>Total Sr. Secured Debt</b>		<b>12,983.1</b>	<b>5.5x</b>	<b>5.3x</b>	
Senior Notes due 9/15	9.875%	3,750.0			74.00%
Senior PIK Notes due 9/15	10.55%	3,094.4			58.00%
<b>Total Senior Debt</b>		<b>19,827.5</b>	<b>8.4x</b>	<b>8.3x</b>	
Senior Sub Notes due 3/16	11.25%	2,500.0			54.13%
Other		357.9			
<b>Total OpCo Debt</b>		<b>\$22,685.4</b>	<b>9.7x</b>	<b>9.5x</b>	

Note: \$1BN of debt exists at Holdco Level. Please see Corporate Structure section for details

Source: Company financials, MB Research Advisors