MONEYGRAM INTERNATIONAL INC
Form 10-Q
November 09, 2018

UNITED
STATES
SECURITIES
AND
EXCHANGE
COMMISSION
Washington, D.C.
20549
Form 10-Q
(Mark One)

þ Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the Quarterly Period Ended September 30, 2018

¨ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from to .

Commission File Number: 001-31950
MONEYGRAM INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Delaware	16-1690064
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
2828 N. Harwood St., 15th Floor Dallas, Texas	75201 (Zip Code)
(Address of principal executive offices)	

(214) 999-7552
(Registrant’s telephone number, including area code)
Not applicable
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	¨	Accelerated filer	x
Non-accelerated filer	¨ (Do not check if a smaller reporting company)	Smaller reporting company	¨
		Emerging growth company	¨

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).   Yes ¨   No x

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of November 7, 2018, 55,615,351 shares of common stock, $0.01 par value, were outstanding.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

MONEYGRAM INTERNATIONAL, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
UNAUDITED

(Amounts in millions, except share data)	September 30, 2018	December 31, 2017
ASSETS		
Cash and cash equivalents	$208.8	$190.0
Settlement assets	3,522.2	3,756.9
Property and equipment, net	201.1	214.9
Goodwill	442.2	442.2
Other assets	149.4	168.5
Total assets	$4,523.7	$4,772.5
LIABILITIES		
Payment service obligations	$3,522.2	$3,756.9
Debt, net	902.8	908.1
Pension and other postretirement benefits	86.5	97.3
Accounts payable and other liabilities	268.4	255.5
Total liabilities	4,779.9	5,017.8
COMMITMENTS AND CONTINGENCIES (NOTE 12)		
STOCKHOLDERS' DEFICIT		
Participating convertible preferred stock - series D, $0.01 par value, 200,000 shares authorized, 71,282 issued at September 30, 2018 and December 31, 2017	183.9	183.9
Common stock, $0.01 par value, 162,500,000 shares authorized, 58,823,567 shares issued at September 30, 2018 and December 31, 2017	0.6	0.6
Additional paid-in capital	1,044.4	1,034.8
Retained loss	(1,386.9)	(1,336.1)
Accumulated other comprehensive loss	(69.3)	(63.0)
Treasury stock: 3,215,358 and 4,585,223 shares at September 30, 2018 and December 31, 2017, respectively	(28.9)	(65.5)
Total stockholders' deficit	(256.2)	(245.3)
Total liabilities and stockholders' deficit	$4,523.7	$4,772.5

See Notes to the Condensed Consolidated Financial Statements

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MONEYGRAM INTERNATIONAL, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
UNAUDITED

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Amounts in millions, except per share data)	2018	2017	2018	2017
REVENUE				
Fee and other revenue	$333.7	$390.1	$1,066.3	$1,161.5
Investment revenue	13.5	7.7	35.5	32.4
Total revenue	347.2	397.8	1,101.8	1,193.9
EXPENSES				
Fee and other commissions expense	169.0	190.1	524.4	570.3
Investment commissions expense	5.1	2.6	13.1	5.9
Direct transaction expense	5.6	5.8	18.1	15.7
Total commissions and direct transaction expenses	179.7	198.5	555.6	591.9
Compensation and benefits	56.7	67.4	201.1	203.1
Transaction and operations support	88.4	72.5	235.2	224.5
Occupancy, equipment and supplies	13.8	15.5	47.4	49.0
Depreciation and amortization	19.5	18.9	57.7	55.8
Total operating expenses	358.1	372.8	1,097.0	1,124.3
OPERATING (LOSS) INCOME	(10.9)	25.0	4.8	69.6
Other expenses				
Interest expense	13.8	11.6	39.8	33.6
Other non-operating expense (income)	1.5	1.7	(25.6)	4.4
Total other expenses	15.3	13.3	14.2	38.0
(Loss) income before income taxes	(26.2)	11.7	(9.4)	31.6
Income tax (benefit) expense	(5.3)	4.0	2.1	8.9
NET (LOSS) INCOME	$(20.9)	$7.7	$(11.5)	$22.7
(LOSS) EARNINGS PER COMMON SHARE				
Basic	$(0.32)	$0.12	$(0.18)	$0.36
Diluted	$(0.32)	$0.12	$(0.18)	$0.34
Weighted-average outstanding common shares and equivalents used in computing (loss) earnings per share				
Basic	64.5	63.1	64.2	62.8
Diluted	64.5	66.2	64.2	66.2

See Notes to the Condensed Consolidated Financial Statements

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MONEYGRAM INTERNATIONAL, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME
UNAUDITED

(Amounts in millions)	Three Months Ended September 30, 2018	Three Months Ended September 30, 2017	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
NET (LOSS) INCOME	$(20.9)	$7.7	$(11.5)	$22.7
OTHER COMPREHENSIVE (LOSS) INCOME				
Net change in unrealized holding gains on available-for-sale securities arising during the period	0.1	(0.4)	(0.1)	3.8
Net reclassification adjustment for net realized gains included in net earnings, net of tax expense of $0.0 for the three and nine months ended September 30, 2018 and 2017	—	—	—	(12.2)
Net change in pension liability due to amortization of prior service credit and net actuarial loss, net of tax benefit of $0.2 and $0.5 for the three months ended September 30, 2018 and 2017, respectively, and $0.8 and $1.2 for the nine months ended September 30, 2018 and 2017, respectively	0.9	0.7	2.6	2.1
Valuation adjustment for pension and postretirement benefits, net of tax expense of $0.0 and $0.1 for the three and nine months ended September 30, 2018 and 2017, respectively	—	(0.3)	—	(0.3)
Unrealized foreign currency translation adjustments, net of tax expense of $0.0 for the three and nine months ended September 30, 2018, and $2.2 and $6.2 for the three and nine months ended September 30, 2017, respectively	(2.1)	4.9	(8.8)	11.9
Other comprehensive (loss) income	(1.1)	4.9	(6.3)	5.3
COMPREHENSIVE (LOSS) INCOME	$(22.0)	$12.6	$(17.8)	$28.0

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MONEYGRAM INTERNATIONAL, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
UNAUDITED

	Nine Months Ended September 30,	
(Amounts in millions)	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (loss) income	$(11.5)	$22.7
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation and amortization	57.7	55.8
Signing bonus amortization	42.0	39.0
Amortization of debt discount and debt issuance costs	2.4	2.4
Non-cash compensation and pension expense	14.4	15.4
Gain on redemption of asset-backed security	—	(12.2)
Signing bonus payments	(20.2)	(24.6)
Change in other assets	1.3	(60.4)
Change in accounts payable and other liabilities	(10.7)	48.0
Other non-cash items, net	1.5	3.7
Net cash provided by operating activities	76.9	89.8
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(44.5)	(63.1)
Net cash used in investing activities	(44.5)	(63.1)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Principal payments on debt	(7.4)	(7.3)
Payments to tax authorities for stock-based compensation	(6.2)	(8.0)
Proceeds from exercise of stock options and other	—	1.8
Net cash used in financing activities	(13.6)	(13.5)
NET CHANGE IN CASH AND CASH EQUIVALENTS	18.8	13.2
CASH AND CASH EQUIVALENTS—Beginning of period	190.0	157.2
CASH AND CASH EQUIVALENTS—End of period	$208.8	$170.4

See Notes to the Condensed Consolidated Financial Statements

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MONEYGRAM INTERNATIONAL, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
UNAUDITED

(Amounts in millions)	Preferred Stock	Common Stock	Additional Paid-In Capital	Retained Loss	Accumulated Other Comprehensive Loss	Treasury Stock	Total
January 1, 2018	$ 183.9	$ 0.6	$ 1,034.8	$(1,336.1)	$ (63.0)	$(65.5)	$(245.3)
Net income	—	—	—	7.1	—	—	7.1
Stock-based compensation activity	—	—	4.8	(43.0)	—	36.1	(2.1)
Adjustment for new accounting pronouncement	—	—	—	4.2	—	—	4.2
Other comprehensive income	—	—	—	—	3.4	—	3.4
March 31, 2018	183.9	0.6	1,039.6	(1,367.8)	(59.6)	(29.4)	(232.7)
Net income	—	—	—	2.3	—	—	2.3
Stock-based compensation activity	—	—	2.3	(0.4)	—	0.5	2.4
Other comprehensive loss	—	—	—	—	(8.6)	—	(8.6)
June 30, 2018	183.9	0.6	1,041.9	(1,365.9)	(68.2)	(28.9)	(236.6)
Net loss	—	—	—	(20.9)	—	—	(20.9)
Stock-based compensation activity	—	—	2.5	(0.1)	—	—	2.4
Other comprehensive loss	—	—	—	—	(1.1)	—	(1.1)
September 30, 2018	$ 183.9	$ 0.6	$ 1,044.4	$(1,386.9)	$ (69.3)	$(28.9)	$(256.2)

(Amounts in millions)	Preferred Stock	Common Stock	Additional Paid-In Capital	Retained Loss	Accumulated Other Comprehensive Loss	Treasury Stock	Total
January 1, 2017	$ 183.9	$ 0.6	$ 1,020.3	$(1,252.6)	$ (56.1)	$(111.7)	$(215.6)
Net income	—	—	—	8.8	—	—	8.8
Stock-based compensation activity	—	—	4.0	(44.7)	—	38.0	(2.7)
Other comprehensive income	—	—	—	—	3.0	—	3.0
March 31, 2017	183.9	0.6	1,024.3	(1,288.5)	(53.1)	(73.7)	(206.5)
Net income	—	—	—	6.2	—	—	6.2
Stock-based compensation activity	—	—	3.5	(5.3)	—	5.3	3.5
Other comprehensive loss	—	—	—	—	(2.6)	—	(2.6)
June 30, 2017	183.9	0.6	1,027.8	(1,287.6)	(55.7)	(68.4)	(199.4)
Net income	—	—	—	7.7	—	—	7.7
Stock-based compensation activity	—	—	3.5	(3.0)	—	2.3	2.8
Other comprehensive income	—	—	—	—	4.9	—	4.9
September 30, 2017	$ 183.9	$ 0.6	$ 1,031.3	$(1,282.9)	$ (50.8)	$(66.1)	$(184.0)

See Notes to the Condensed Consolidated Financial Statements

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MONEYGRAM INTERNATIONAL, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED

Note 1 — Description of the Business and Basis of Presentation

References to “MoneyGram,” the “Company,” “we,” “us” and “our” are to MoneyGram International, Inc. and its subsidiaries.

Nature of Operations — MoneyGram offers products and services under its two reporting segments: Global Funds Transfer and Financial Paper Products. The Global Funds Transfer segment provides global money transfer services and bill payment services to consumers. We primarily offer services through third-party agents, including retail chains, independent retailers, post offices and other financial institutions. We also offer Digital solutions such as moneygram.com, mobile solutions, account deposit and kiosk-based services. Additionally, we have limited Company-operated retail locations. The Financial Paper Products segment provides official check outsourcing services and money orders through financial institutions and agent locations.

Basis of Presentation — The accompanying unaudited Condensed Consolidated Financial Statements of MoneyGram are prepared in conformity with generally accepted accounting principles in the United States of America (“GAAP”) and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and notes required for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included and are of a normal recurring nature. Operating results for the three and nine months ended September 30, 2018 are not necessarily indicative of the results that may be expected for future periods. For further information, refer to the Consolidated Financial Statements and Notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

In the first quarter of 2018, the Company changed the presentation of certain operating expenses, which are now presented as part of "Direct transaction expense" on the Condensed Consolidated Statements of Operations. Direct transaction expense includes expenses related to the processing of money transfers, such as customer authentication and funding costs. Prior period amounts have been updated to reflect the change in presentation, which had no impact on operating income, net income, earnings per share, or segments operating results.

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates and assumptions are based on historical experience, future expectations and other factors and assumptions the Company believes to be reasonable under the circumstances. These estimates and assumptions are reviewed on an ongoing basis and are revised when necessary. Changes in estimates are recorded in the period of change. Actual amounts may differ from these estimates.

Recent Accounting Pronouncements and Related Developments — In May 2014, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts with Customers (Topic 606). The new guidance sets forth a five-step revenue recognition model which replaces the current revenue recognition guidance in its entirety and is intended to eliminate numerous industry-specific pieces of revenue recognition guidance and requires more detailed disclosures. To further assist with adoption and implementation of ASU 2014-09, the FASB issued the following ASUs:

- ASU 2016-08 (Issued March 2016) — Principal versus Agent Consideration (Reporting Revenue Gross versus Net)
- ASU 2016-10 (Issued April 2016) — Identifying Performance Obligations and Licensing
- ASU 2016-12 (Issued May 2016) — Narrow-Scope Improvements and Practical Expedients
- ASU 2016-20 (Issued December 2016) — Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers

These ASUs are effective for public entities for interim and annual reporting periods beginning after December 15, 2017. The Company adopted these standards in the first quarter of 2018 using the cumulative effect transition method upon adoption. See Note 15 — Revenue Recognition for more information related to the Company's revenue from contracts with customers.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). ASU 2016-02 requires organizations to recognize lease assets and lease liabilities on the balance sheet and to disclose key information about leasing arrangements. The classification criteria for distinguishing between finance leases and operating leases are substantially similar to the classification criteria for distinguishing between capital leases and operating leases in the previous lease guidance. The FASB retained the distinction between finance leases and operating leases, leaving the effect of leases in the statement of comprehensive income and the statement of cash flows largely unchanged from previous GAAP. To further assist with adoption and implementation of ASU 2016-02, the FASB issued the following ASUs:

- ASU 2018-10 (Issued July 2018) — Codification Improvements to Topic 842, Leases
- ASU 2018-11 (Issued July 2018) — Leases (Topic 842): Targeted Improvements

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ASU 2018-11 provided entities with an additional transition method to adopt the new lease standard. Under this new transition method, an entity initially applies the new lease standard at the adoption date and recognizes a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption, if any. The new lease standard is effective for fiscal years beginning after December 15, 2018. Early adoption of the amendment is permitted, but the Company will not be early adopting this standard. The Company expects to adopt the new standard on January 1, 2019, utilizing the transition method allowed under ASU 2018-11. The Company will use the adoption date as the initial application date.

As the Company's leases consist primarily of operating leases for buildings, equipment and vehicles, we anticipate that this standard will have a material impact on the Consolidated Balance Sheets. However, management believes that this standard will not have a material impact on the Consolidated Statements of Operations. While the Company continues to assess potential impacts from this standard, we currently expect the most significant impact will be the recognition of right-of-use ("ROU") assets and lease liabilities for operating leases. We expect our accounting for capital leases to remain substantially unchanged. Based on preliminary evaluation, the Company estimates that the value of lease liabilities will be between $55.0 million and $60.0 million upon adoption, with corresponding ROU assets of the same amount based on the present value of the remaining minimum rental payments under current leasing standards for existing operating leases. Additionally, we expect to elect the ‘package of practical expedients,’ which permits us to not reassess under the new standard our prior conclusions about lease identification, lease classification and initial direct costs. We do not expect to elect the use of hindsight practical expedient or the practical expedient pertaining to land easements, as the latter is not applicable to us. We currently expect to elect the short-term lease recognition exemption for all leases that qualify. This means, for those leases that qualify, we will not recognize ROU assets or lease liabilities, and this includes not recognizing ROU assets or lease liabilities for existing short-term leases of those assets in transition. We also currently expect to elect the practical expedient to not separate lease and non-lease components for our real estate and vehicle leases. The Company is continuing to evaluate the full impact of Accounting Standards Codification ("ASC") Topic 842, as well as its impacts on business processes, systems, and internal controls.

In October 2016, the FASB issued ASU 2016-16, Income Taxes (Topic 740) - Intra-Entity Transfers of Assets Other Than Inventory. This standard requires that an entity should recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. Consequently, the amendments in this standard eliminate the exception for an intra-entity transfer of an asset other than inventory. ASU 2016-16 is effective for public companies for annual reporting periods beginning after December 15, 2017, including interim reporting periods within those annual reporting periods. The Company adopted this standard in the first quarter of 2018 using the modified retrospective approach. The modified retrospective approach resulted in a cumulative effect of $4.2 million to "Retained loss," consisting of a deferred charge of $1.3 million offset by a recording of deferred tax balances of $5.5 million from "Other assets" on the Condensed Consolidated Balance Sheets.

In March 2017, the FASB issued ASU 2017-07, Compensation - Retirement Benefits (Topic 715) - Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. The amendments in the standard require components of net periodic benefit cost, other than service cost, to be presented outside of income from operations. The Company adopted ASU 2017-07 in the first quarter of 2018. Prior to the adoption of this ASU, the Company presented net periodic benefit costs, other than service cost, in "Compensation and benefits" on the Condensed Consolidated Statements of Operations. Upon adoption, these costs were reclassified to "Other non-operating expense (income)" on the Condensed Consolidated Statements of Operations and the prior period was updated to reflect this change. For the three and nine months ended September 30, 2018, net periodic benefit costs, other than service cost, were $1.5 million and $4.4 million, respectively. For the three and nine months ended September 30, 2017, net periodic benefit costs, other than service cost, were $1.7 million and $4.4 million, respectively.

In February 2018, the FASB issued ASU 2018-02, Income Statement - Reporting Comprehensive Income (Topic 220) - Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income. The amendments in the standard allow a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the legislation commonly known as the "Tax Cuts and Jobs Act," and also known as H.R. 1 -

115th Congress (the "TCJA"). ASU 2018-02 will not have an impact on the Consolidated Statements of Operations. The amendments in this standard also require certain disclosures about stranded tax effects. ASU 2018-02 is effective for all entities for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption is permitted. The Company will not be early adopting this standard. The impact of this ASU is still being evaluated, but management does not expect this standard to have a material impact on the Consolidated Balance Sheets.

In August 2018, the FASB issued ASU 2018-15, Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract (a consensus of the FASB Emerging Issues Task Force). The amendments in the standard allow for the capitalization of certain implementation costs associated with a hosting arrangement that is a service contract by applying the guidance in ASC Subtopic 350-40, "Internal-Use Software." This standard is effective for fiscal years beginning after December 15, 2019, and early adoption is permitted, including in any interim period. MoneyGram will adopt this standard as of October 1, 2018, on a prospective basis and, as such, there will be no accumulated impact to the consolidated financial statements upon adoption.

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The Company has determined that there have been no other recently adopted or issued accounting standards that had, or will have, a material impact on its consolidated financial statements.
Merger Agreement — On January 26, 2017, MoneyGram International, Inc. entered into an Agreement and Plan of Merger (as amended by the First Amendment to the Agreement and Plan of Merger, dated April 15, 2017, the “Merger Agreement”) with Alipay (UK) Limited, a United Kingdom limited company (“Alipay”), Matrix Acquisition Corp., a Delaware corporation and wholly owned subsidiary of Alipay (“Merger Sub”), and, solely for purposes of certain specified provisions of the Merger Agreement, Alipay (Hong Kong) Holding Limited, a Hong Kong limited company, providing for the merger of Merger Sub with and into the Company, with the Company surviving as a wholly owned subsidiary of Alipay (the “Merger”). The closing of the Merger was subject to certain conditions, including clearance by the Committee on Foreign Investment in the United States (“CFIUS”) under the Defense Production Act of 1950, as amended. On January 2, 2018, the parties to the Merger Agreement were advised that CFIUS clearance of the Merger would not be forthcoming, and after further discussion between the parties, they determined to cease efforts to seek CFIUS approval and entered into a Termination Agreement (the “Termination Agreement”). Pursuant to the Termination Agreement, Alipay paid the Company a termination fee of $30.0 million on January 3, 2018, which is recorded in "Other non-operating expense (income)" on the Condensed Consolidated Statements of Operations for the nine months ended September 30, 2018. The parties agreed to release each other from certain claims and liabilities arising out of or relating to the Merger Agreement or the transactions contemplated thereby.

Note 2 — Restructuring and Reorganization Costs

In the first quarter of 2018, the Company initiated a restructuring and reorganization program (the "Digital Transformation Program") to reduce operating expenses, focus on improving profitability and better align the organization to deliver new digital touch-points for customers and agents. In connection with the Digital Transformation Program, which is expected to be substantially completed in 2019, the Company expects over 350 employees to be affected, possibly through transfers or terminations, representing approximately 14% of the Company’s global workforce as of December 31, 2017. The Company expects to incur restructuring and reorganization charges between $16.5 million to $19.5 million, consisting primarily of severance and outplacement benefits (between $12.0 million to $12.5 million), real estate lease termination and other associated costs (between $3.0 million to $3.5 million), legal and other costs (between $1.0 million to $2.5 million), and reorganization costs (between $0.5 million to $1.0 million). The actual timing and costs of the plan may differ from the Company’s current expectations and estimates.
The following table is a roll-forward of the restructuring and reorganization costs accrual as of September 30, 2018:

(Amounts in millions)	Digital Transformation Program
Balance, December 31, 2017	$ —
Expenses	14.0
Cash payments	(10.6)
Non-cash operating expenses	(2.5)
Balance, September 30, 2018	$ 0.9

The following table is a summary of the cumulative restructuring and reorganization costs incurred to date in operating expenses and the estimated remaining restructuring and reorganization costs to be incurred as of September 30, 2018:

(Amounts in millions)	Digital Transformation Program
Cumulative restructuring costs incurred to date in operating expenses	$ 13.5
Estimated additional restructuring costs to be incurred	5.0

Total restructuring costs incurred and to be incurred	18.5
Cumulative reorganization costs incurred to date in operating expenses	0.5
Estimated additional reorganization costs to be incurred	0.5
Total reorganization costs incurred and to be incurred	1.0
Total restructuring and reorganization costs incurred and to be incurred	$ 19.5

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The following table summarizes the restructuring and reorganization costs recorded:

(Amounts in millions)	Three Months Ended September 30, 2018	Nine Months Ended September 30, 2018
Restructuring costs in operating expenses:		
Compensation and benefits	$ 0.6	$ 9.8
Transaction and operations support	0.3	1.9
Occupancy, equipment and supplies	0.3	1.5
Depreciation	—	0.3
Total restructuring costs in operating expenses	1.2	13.5
Reorganization costs in operating expenses:		
Compensation and benefits	—	0.5
Total reorganization costs in operating expenses	—	0.5
Total restructuring and reorganization costs in operating expenses	$ 1.2	$ 14.0

The following table is a summary of the total cumulative restructuring costs incurred to date in operating expenses and the total estimated remaining restructuring and reorganization costs to be incurred by reporting segment:

(Amounts in millions)	Global Funds Transfer	Other	Total
Balance, December 31, 2017	$ —	$ —	$—
Restructuring costs:			
First quarter 2018	7.3	—	7.3
Second quarter 2018	5.0	—	5.0
Third quarter 2018	1.2	—	1.2
Total cumulative restructuring costs incurred to date in operating expenses	13.5	—	13.5
Total estimated additional restructuring costs to be incurred	5.0	—	5.0
Total restructuring costs incurred and to be incurred	18.5	—	18.5
Reorganization costs:			
Second quarter 2018	—	0.5	0.5
Total cumulative reorganization costs incurred to date in operating expenses	—	0.5	0.5
Total estimated additional reorganization costs to be incurred	—	0.5	0.5
Total reorganization costs incurred and to be incurred	—	1.0	1.0
Total restructuring and reorganization costs incurred and to be incurred	$ 18.5	$ 1.0	$19.5

Note 3 — Settlement Assets and Payment Service Obligations

The Company records payment service obligations relating to amounts payable under money transfers, money orders and consumer payment service arrangements. These obligations are recognized by the Company at the time the underlying transaction occurs. The Company records corresponding settlement assets, which represent funds received or to be received for unsettled money transfers, money orders and consumer payments.

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The following table summarizes the amount of settlement assets and payment service obligations:

(Amounts in millions)	September 30, 2018	December 31, 2017
Settlement assets:		
Settlement cash and cash equivalents	$1,364.2	$1,469.9
Receivables, net	997.1	1,125.8
Interest-bearing investments	1,154.8	1,154.2
Available-for-sale investments	6.1	7.0
	$3,522.2	$3,756.9
Payment service obligations	$(3,522.2)	$(3,756.9)

Note 4 — Fair Value Measurement

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability, or the exit price, in an orderly transaction between market participants on the measurement date.

The following table summarizes the Company’s financial assets and liabilities measured at fair value by hierarchy level on a recurring basis:

(Amounts in millions)	Level 2	Level 3	Total
September 30, 2018			
Financial assets:			
Available-for-sale investments:			
Residential mortgage-backed securities	$4.6	$—	$4.6
Asset-backed and other securities	—	1.5	1.5
Forward contracts	0.7	—	0.7
Total financial assets	$5.3	$1.5	$6.8
Financial liabilities:			
Forward contracts	$—	$—	$—
December 31, 2017			
Financial assets:			
Available-for-sale investments:			
Residential mortgage-backed securities	$5.6	$—	$5.6
Asset-backed and other securities	—	1.4	1.4
Forward contracts	0.2	—	0.2
Total financial assets	$5.8	$1.4	$7.2
Financial liabilities:			
Forward contracts	$1.0	$—	$1.0

The following table provides a roll-forward of the asset-backed and other securities classified as Level 3, which are measured at fair value on a recurring basis:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Amounts in millions)	2018	2017	2018	2017
Beginning balance	$ 1.3	$ 1.8	$ 1.4	$ 10.6
Principal paydowns	—	—	—	(0.8)
Change in unrealized gains (losses)	0.2	(0.4)	0.1	3.8
Net realized gains	—	—	—	(12.2)

Ending balance	$ 1.5	$ 1.4	$ 1.5	$ 1.4

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Assets and liabilities that are disclosed at fair value — Debt and interest-bearing investments are carried at amortized cost; however, the Company estimates the fair value of debt for disclosure purposes. The fair value of debt is estimated using an observable market quotation (Level 2). The following table is a summary of the Company's fair value and carrying value of debt:

	Fair Value		Carrying Value	
(Amounts in millions)	September 30, 2018	December 31, 2017	September 30, 2018	December 31, 2017
Senior secured credit facility	$884.2	$ 910.8	$906.8	$ 914.2

The carrying amounts for the Company's cash and cash equivalents, settlement cash and cash equivalents, interest-bearing investments and payment service obligations approximate fair value as of September 30, 2018 and December 31, 2017.

Note 5 — Investment Portfolio

The following table shows the components of the investment portfolio:

(Amounts in millions)	September 30, 2018	December 31, 2017
Cash	$ 1,570.5	$ 1,654.5
Money market securities	2.5	5.4
Cash and cash equivalents [(1)]	1,573.0	1,659.9
Interest-bearing investments	1,154.8	1,154.2
Available-for-sale investments	6.1	7.0
Total investment portfolio	$ 2,733.9	$ 2,821.1

[(1)] For purposes of the disclosure of the investment portfolio as a whole, the cash and cash equivalents balance includes settlement cash and cash equivalents.

The following table is a summary of the amortized cost and fair value of available-for-sale investments:

(Amounts in millions)	Amortized Cost	Gross Unrealized Gains	Fair Value
September 30, 2018			
Residential mortgage-backed securities	$ 4.4	$ 0.2	$ 4.6
Asset-backed and other securities	0.2	1.3	1.5
Total	$ 4.6	$ 1.5	$ 6.1
December 31, 2017			
Residential mortgage-backed securities	$ 5.2	$ 0.4	$ 5.6
Asset-backed and other securities	0.2	1.2	1.4
Total	$ 5.4	$ 1.6	$ 7.0

As of September 30, 2018 and December 31, 2017, 75% and 80%, respectively, of the fair value of the available-for-sale portfolio were invested in residential mortgage-backed securities issued by U.S. government agencies. These securities have the implicit backing of the U.S. government, and the Company expects to receive full par value upon maturity or pay-down, as well as all interest payments.

Gains and Losses — For the three and nine months ended September 30, 2018, the Company had no net realized gains or losses. For the three months ended September 30, 2017, the Company had nominal net realized losses from its available-for-sale portfolio. For the nine months ended September 30, 2017, the Company recognized $12.2 million of investment income from the redemption at par value of $12.7 million of a previously impaired asset-backed security in "Investment revenue" on the Condensed Consolidated Statement of Operations. Prior to the redemption, the security had $0.5 million in book value with $7.9 million in unrealized gains. The Company had nominal unrealized losses in its available-for-sale portfolio as of September 30, 2018 and December 31, 2017. See summary of net unrealized gains included in Accumulated other comprehensive loss in Note 9 — Stockholders' Deficit.

Contractual Maturities — Actual maturities may differ from contractual maturities as borrowers may have the right to call or prepay obligations, sometimes without call or prepayment penalties. Maturities of residential mortgage-backed and asset-backed and other securities depend on the repayment characteristics and experience of the underlying obligations.

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Note 6 — Derivative Financial Instruments

The Company uses forward contracts to manage its foreign currency needs and foreign currency exchange risk arising from its assets and liabilities denominated in foreign currencies. While these contracts may mitigate certain foreign currency risk, they are not designated as hedges for accounting purposes and will result in gains and losses. The Company also reports gains and losses from the spread differential between the rate set for its transactions and the actual cost of currency at the time the Company buys or sells in the open market.

The following net gains related to assets and liabilities denominated in foreign currencies are included in the "Transaction and operations support" line in the Condensed Consolidated Statements of Operations and in the "Net cash provided by operating activities" line in the Condensed Consolidated Statements of Cash Flows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Amounts in millions)	2018	2017	2018	2017
Net realized foreign currency (loss) gain	$ (1.1)	$ 3.6	$ (4.9)	$ 17.9
Net gain (loss) from the related forward contracts	1.7	(2.0)	6.8	(12.2)
Net gains from foreign currency transactions and related forward contracts	$ 0.6	$ 1.6	$ 1.9	$ 5.7

As of September 30, 2018 and December 31, 2017, the Company had $363.6 million and $311.5 million, respectively, of outstanding notional amounts relating to its foreign currency forward contracts. The Company reflects the following fair values of derivative forward contract instruments in its Condensed Consolidated Balance Sheets:

		Gross Amount of Recognized Assets		Gross Amount of Offset		Net Amount of Assets Presented in the Condensed Consolidated Balance Sheets	
(Amounts in millions)	Balance Sheet Location	September 30, 2018	December 31, 2017	September 30, 2018	December 31, 2017	September 30, 2018	December 31, 2017
Forward contracts	Other assets	$ 1.8	$ 0.4	$(1.1)	$ (0.2)	$ 0.7	$ 0.2

		Gross Amount of Recognized Liabilities		Gross Amount of Offset		Net Amount of Liabilities Presented in the Condensed Consolidated Balance Sheets	
(Amounts in millions)	Balance Sheet Location	September 30, 2018	December 31, 2017	September 30, 2018	December 31, 2017	September 30, 2018	December 31, 2017
Forward contracts	Accounts payable and other liabilities	$ 1.1	$ 1.2	$(1.1)	$ (0.2)	$ —	$ 1.0

The Company's forward contracts are primarily executed with counterparties governed by International Swaps and Derivatives Association agreements that generally include standard netting arrangements. Asset and liability positions from forward contracts and all other foreign exchange transactions with the same counterparty are net settled upon maturity.

The Company is exposed to credit loss in the event of non-performance by counterparties to its derivative contracts. In the unlikely event the counterparty fails to meet the contractual terms of the derivative contract, the Company's risk is limited to the fair value of the instrument. The Company has not had any historical instances of non-performance by any counterparties, nor does it anticipate any future instances of non-performance.

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Note 7 — Debt

The following is a summary of the Company's outstanding debt:

(Amounts in millions, except percentages)	September 30, 2018 Effective Interest Rate		December 31, 2017 Effective Interest Rate	
Senior secured credit facility due 2020	5.49%	$906.8	4.94%	$914.2
Unamortized debt issuance costs and debt discount		(4.0)		(6.1)
Total debt, net		$902.8		$908.1

The Company's effective interest rate on senior secured borrowings increased from 4.94% as of December 31, 2017 to 5.49% as of September 30, 2018, due to an increase in the Eurodollar rate.

Revolving Credit Facility — As of September 30, 2018, the Company had no outstanding letters of credit and no borrowings under its revolving credit facility, leaving $85.8 million of availability thereunder. Pursuant to an amendment to the credit agreement, dated December 12, 2016, among other things, the aggregate revolving credit commitments were decreased from $150.0 million to $125.0 million for the period beginning December 12, 2016 and ending March 27, 2018 (the remainder of the original revolving credit facility term). This amendment also extended the maturity date of the revolving credit commitments of the extending lenders, which represent commitments of $85.8 million in the aggregate, from March 28, 2018 to September 28, 2019.

Debt Covenants and Other Restrictions — Borrowings under the credit agreement that provides for the senior secured facility due 2020 and the revolving credit facility are subject to various limitations that restrict the Company’s ability to: incur additional indebtedness; create or incur additional liens; effect mergers and consolidations; make certain acquisitions or investments; sell assets or subsidiary stock; pay dividends and other restricted payments; and effect loans, advances and certain other transactions with affiliates. In addition, the revolving credit facility has covenants that place limitations on the use of proceeds from borrowings under the facility.

The revolving credit facility contains certain financial covenants, in addition to the non-financial covenants described above. The Company is required to maintain asset coverage greater than its payment service obligations. Assets used in the determination of the asset coverage covenant are cash and cash equivalents and settlement assets. The Company's assets in excess of payment service obligations used for the asset coverage calculation, which is equal to total cash and cash equivalents and settlement assets less payment service obligations, are $208.8 million and $190.0 million as of September 30, 2018 and December 31, 2017, respectively.

The credit agreement also has quarterly financial covenants to maintain the following interest coverage and secured leverage ratios:

	Interest Coverage Minimum Ratio	Secured Leverage Ratio Not to Exceed
July 1, 2018 through December 31, 2018	2.25:1	3.750:1
January 1, 2019 through maturity	2.25:1	3.500:1

As of September 30, 2018, the Company was in compliance with its financial covenants: our interest coverage ratio was 5.71 to 1.00 and our secured leverage ratio was 3.287 to 1.00. We continuously monitor our compliance with our debt covenants.

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Note 8 — Pension and Other Benefits

The following table is a summary of net periodic benefit expense for the Company's defined benefit pension plan ("Pension Plan") and supplemental executive retirement plans ("SERPs"), collectively referred to as "Pension":

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Amounts in millions)	2018	2017	2018	2017
Interest cost	$1.6	$1.8	$4.7	$4.9
Expected return on plan assets	(1.2)	(1.3)	(3.7)	(3.8)
Amortization of net actuarial loss	1.1	1.3	3.3	3.5
Net periodic benefit expense	$1.5	$1.8	$4.3	$4.6

The following table is a summary of net periodic benefit income for the Company's postretirement medical benefit plan ("Postretirement Benefits"):

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Amounts in millions)	2018	2017	2018	2017
Amortization of prior service credit	$—	$(0.1)	$—	$(0.3)
Amortization of net actuarial loss	—	—	0.1	0.1
Net periodic benefit expense (income)	$—	$(0.1)	$0.1	$(0.2)

Net periodic benefit expense (income) for the Pension and Postretirement Benefits is recorded in "Other non-operating expense (income)" on the Condensed Consolidated Statements of Operations.

Note 9 — Stockholders' Deficit

Common Stock — No dividends were paid during the three or nine months ended September 30, 2018 or September 30, 2017.

The following table is a summary of the significant amounts reclassified out of each component of Accumulated other comprehensive loss:

	Three Months Ended September 30,		Nine Months Ended September 30,		
(Amounts in millions)	2018	2017	2018	2017	Statement of Operations Location
Net change in unrealized gains on securities classified as available-for-sale	$—	$—	$—	$(12.2)	"Investment revenue"
Pension and Postretirement Benefits adjustments:					
Amortization of prior service credit	$—	$(0.1)	$—	$(0.3)	"Other non-operating expense (income)"

Amortization of net actuarial loss	1.1	1.3	3.4	3.6	"Other non-operating expense (income)"
Total before tax	1.1	1.2	3.4	3.3	
Tax benefit, net	(0.2)	(0.5)	(0.8)	(1.2)	
Total, net of tax	$0.9	$0.7	$2.6	$2.1	
Total reclassified for the period, net of tax	$0.9	$0.7	$2.6	$(10.1)	

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Accumulated Other Comprehensive Loss — The following tables are a summary of the changes to Accumulated other comprehensive loss by component:

(Amounts in millions)	Net Unrealized Gains on Securities Classified as Available-for-sale, Net of Tax	Cumulative Foreign Currency Translation Adjustments, Net of Tax	Pension and Postretirement Benefits Adjustment, Net of Tax	Total
January 1, 2018	$ 2.2	$ (10.4)	$ (54.8)	$(63.0)
Other comprehensive (loss) income before reclassification	(0.2)	2.7	—	2.5
Amounts reclassified from accumulated other comprehensive loss	—	—	0.9	0.9
Net current period other comprehensive (loss) income	(0.2)	2.7	0.9	3.4
March 31, 2018	2.0	(7.7)	(53.9)	(59.6)
Other comprehensive loss before reclassification	—	(9.4)	—	(9.4)
Amounts reclassified from accumulated other comprehensive loss	—	—	0.8	0.8
Net current period other comprehensive (loss) income	—	(9.4)	0.8	(8.6)
June 30, 2018	2.0	(17.1)	(53.1)	(68.2)
Other comprehensive income (loss) before reclassification	0.1	(2.1)	—	(2.0)
Amounts reclassified from accumulated other comprehensive loss	—	—	0.9	0.9
Net current period other comprehensive income (loss)	0.1	(2.1)	0.9	(1.1)
September 30, 2018	$ 2.1	$ (19.2)	$ (52.2)	$(69.3)

(Amounts in millions)	Net Unrealized Gains on Securities Classified as Available-for-sale, Net of Tax	Cumulative Foreign Currency Translation Adjustments, Net of Tax	Pension and Postretirement Benefits Adjustment, Net of Tax	Total
January 1, 2017	$ 10.8	$ (19.9)	$ (47.0)	$(56.1)
Other comprehensive income before reclassification	0.1	2.2	—	2.3
Amounts reclassified from accumulated other comprehensive loss	—	—	0.7	0.7
Net current period other comprehensive income	0.1	2.2	0.7	3.0
March 31, 2017	10.9	(17.7)	(46.3)	(53.1)
Other comprehensive income before reclassification	4.1	4.8	—	8.9
Amounts reclassified from accumulated other comprehensive loss	(12.2)	—	0.7	(11.5)
Net current period other comprehensive (loss) income	(8.1)	4.8	0.7	(2.6)
June 30, 2017	2.8	(12.9)	(45.6)	(55.7)
Other comprehensive (loss) income before reclassification	(0.4)	4.9	(0.3)	4.2
Amounts reclassified from accumulated other comprehensive loss	—	—	0.7	0.7
Net current period other comprehensive (loss) income	(0.4)	4.9	0.4	4.9
September 30, 2017	$ 2.4	$ (8.0)	$ (45.2)	$(50.8)

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Note 10 — Stock-Based Compensation

The following table is a summary of the Company's stock-based compensation expense:

(Amounts in millions)	Three Months Ended September 30, 2018	2017	Nine Months Ended September 30, 2018	2017
Expense recognized related to stock options	$ —	$ 0.1	$ —	$ 0.5
Expense recognized related to restricted stock units	2.5	3.4	10.0	10.5
Stock-based compensation expense	$ 2.5	$ 3.5	$ 10.0	$ 11.0

Stock Options — The following table is a summary of the Company’s stock option activity:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value ($000,000)
Options outstanding at December 31, 2017	2,019,850	$ 17.72	2.8 years	$ 0.6
Forfeited/Expired	(351,492)	20.02		
Options outstanding, vested or expected to vest, and exercisable at September 30, 2018	1,668,358	$ 17.24	1.7 years	$ —

As of September 30, 2018, the Company had no unrecognized stock option expense related to outstanding options.

Restricted Stock Units — In March 2018, the Company issued time-based and performance-based restricted stock units. The time-based restricted stock units vest in three equal installments on each anniversary of the grant date. The performance-based restricted stock units are subject to performance conditions that must be satisfied. If such performance conditions are satisfied at the conclusion of a one-year performance period, the performance-based restricted stock units will vest in three equal installments on each anniversary of the grant date. With respect to the performance-based restricted stock units, the number of restricted stock units eligible to vest is based on the performance achievement percentage determined by straight line interpolation using the aggregate of 75% based on Adjusted EBITDA and 25% based on constant currency total revenue. Adjusted EBITDA is EBITDA (earnings before interest, taxes, depreciation and amortization, including agent signing bonus amortization) adjusted for certain significant items. Achievement of the threshold performance level in the aggregate for both performance conditions will result in a percentage payout of 50% of the number of performance-based restricted stock units awarded. No performance-based restricted stock units will vest for performance achievement below the thresholds.

The following table is a summary of the Company’s restricted stock unit activity:

	Total Shares	Weighted Average Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value ($000,000)
Restricted stock units outstanding at December 31, 2017	3,266,912	$ 8.78	0.7 years	$ 43.1
Granted	1,306,594	10.35		
Vested and converted to shares	(1,989,743)	8.30		
Forfeited	(317,541)	10.81		
Restricted stock units outstanding at September 30, 2018	2,266,222	$ 9.83	1.1 years	$ 12.1
Restricted stock units vested and outstanding at September 30, 2018	39,869	$ 8.15		$ 0.2

As of September 30, 2018, the Company’s outstanding restricted stock units had unrecognized compensation expense of $14.5 million with a remaining weighted-average vesting period of 1.1 years. Unrecognized restricted stock unit expense and the remaining weighted-average vesting period are presented using the Company’s current estimate of achievement of performance goals. The Company had $0.4 million of cash settled restricted stock units for the nine months ended September 30, 2018. The grant-date fair value of restricted stock units vested and converted was $0.2 million and $16.5 million for the three and nine months ended September 30, 2018, respectively, and $0.9 million and $15.3 million for the three and nine months ended September 30, 2017, respectively.

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Note 11 — Income Taxes

For the three months ended September 30, 2018, the Company recognized an income tax benefit of $5.3 million on a pre-tax loss of $26.2 million. The recorded income tax benefit differs from taxes calculated at the statutory rate primarily due to a decrease of $2.4 million to the Company's provisional tax obligation for the one time transition tax imposed by the TCJA as discussed in more detail below, along with a $1.5 million net tax benefit related to changes in estimate for both the Company's 2017 tax credits and tax due on the reorganization of our international business activities, offset by non-deductible expenses incurred in 2018, including the accrual related to the deferred prosecution agreement (the "DPA"), as discussed in more detail in Note 12 — Commitments and Contingencies.

For the nine months ended September 30, 2018, the Company recognized an income tax expense of $2.1 million on a pre-tax loss of $9.4 million. The recorded income tax expense differs from taxes calculated at the statutory rate primarily due to the aforementioned items affecting the three months ended September 30, 2018, along with a one-time $3.6 million deferred tax benefit from a reorganization of our corporate structure and a $1.9 million reduction of foreign uncertain tax positions, offset by the adverse tax consequences related to the new provisions enacted under the TCJA, as discussed in more detail herein, which result in multiple taxation of a single item of income.

For the three and nine months ended September 30, 2017, the Company recognized income tax expense of $4.0 million and $8.9 million on a pre-tax income of $11.7 million and $31.6 million, respectively. The recorded income tax expense differs from taxes calculated at the statutory rate for the three months ended September 30, 2017, primarily due to a net favorable change in estimate for certain tax credits generated in both 2017 and 2016. For the nine months ended September 30, 2017, the recorded income tax expense differs from taxes calculated at the statutory rate primarily due to a net tax benefit recognized for the redemption of a previously impaired asset-backed security, a tax benefit on stock-based compensation, and a benefit on the estimated income tax credits generated in 2017. For more information related to the redemption see Note 5 — Investment Portfolio.

On December 22, 2017, the TCJA, which significantly revises the Internal Revenue Code of 1986, as amended, was enacted. The TCJA, among other things, contains significant changes to the U.S. corporate tax laws, including i) a permanent reduction of the corporate income tax rate, ii) a limitation on the deductibility of business interest expense, iii) a limitation on the deductibility of certain executive compensation and other business expenses, iv) a limitation of the deduction for certain net operating losses to 80% of current year taxable income, v) an indefinite net operating loss carryforward, vi) immediate deductions for new investments in certain business assets instead of deductions for depreciation expense over time, vii) the modification or repeal of many business deductions and credits (including certain foreign tax credits), viii) a shift of the U.S. taxation of multinational corporations from a tax on worldwide income to a modified territorial system (retaining certain existing rules and containing new rules, such as the global intangible low-taxed income provisions, designed to include in the U.S. income tax base certain income generated in non-U.S. territories whether or not that income has been repatriated to the U.S.), ix) a minimum taxing system related to payments deemed to erode the U.S. tax base referred to as a tax on base erosion payments, and x) a one-time tax on accumulated offshore earnings held in cash and illiquid assets (with the latter taxed at a lower rate). As the provisions under the TCJA interact with previously-existing U.S. tax law, separation of income into baskets and required expense allocations can restrict the taxpayer's ability to credit foreign taxes paid resulting in double taxation. In addition, routine business expenses can be deemed to erode the U.S. tax base. As such, the TCJA has a material impact on our year to date 2018 income tax expense.

The Company has made reasonable estimates of certain effects related to the TCJA and, therefore, has recorded the below provisional amounts for the year ended December 31, 2017.

- As a result of the reduction in the U.S. corporate income tax rate from 35% to 21% under the TCJA, the Company revalued its ending net deferred tax liabilities at December 31, 2017 and recognized a provisional $19.8 million tax benefit in the Company's consolidated statement of income for the year ended December 31, 2017, which was provisionally increased to $20.3 million during the nine months ended September 30, 2018.

- The Company recognized a provisional net $3.0 million tax benefit for the remeasurement of previously recorded deferred tax assets and liabilities primarily associated with historical earnings in its foreign subsidiaries, which was provisionally increased to $4.7 million during the nine months ended September 30, 2018.

As of September 30, 2018, the accounting for certain income tax effects of the TCJA is not complete. During the nine months ended September 30, 2018, the Company decreased its provisional tax obligation for the one-time transition tax imposed by the TCJA due to revised estimates of the Company's previously undistributed earnings of foreign subsidiaries, resulting in a tax benefit of $1.7 million recorded in income tax expense. The provisional amounts may change when the Company completes its review and analysis later in 2018 or if additional guidance of the relevant tax code is released.

We continue to examine the impact the TCJA has on the Company, which could adversely affect our business, financial condition and results of operations. Until the analysis is complete, the Company will account for the tax effects of global intangible low-tax

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income as a component of income tax expense in the period the tax arises, as opposed to recognizing both the current and deferred tax consequences of the related investments in its foreign subsidiaries. The Company is continuing its analysis of the effects of the TCJA and expects to finalize its accounting policy election in the fourth quarter of 2018. Unrecognized tax benefits are recorded in “Accounts payable and other liabilities” in the Condensed Consolidated Balance Sheets. As of September 30, 2018 and December 31, 2017, the liability for unrecognized tax benefits was $17.4 million and $28.7 million, respectively, exclusive of interest and penalties. For the nine months ended September 30, 2018 and 2017, the net amount of unrecognized tax benefits that if recognized could impact the effective tax rate was $17.4 million and $24.7 million, respectively. The Company accrues interest and penalties for unrecognized tax benefits through “Income tax expense” in the Condensed Consolidated Statements of Operations. For the nine months ended September 30, 2018 and 2017, the Company's accrual for interest and penalties decreased by $1.9 million and increased by $1.7 million, respectively. The significant decreases in the liability for unrecognized tax benefits and interest for the nine months ended September 30, 2018 were related to a decrease in foreign taxes. As of September 30, 2018 and December 31, 2017, the Company had a liability of $7.0 million and $8.9 million, respectively, accrued for interest and penalties within "Accounts payable and other liabilities." As a result of the Company's litigation related to its securities losses previously discussed, it is possible that there could be a significant decrease to the total amount of unrecognized tax benefits over the next 12 months. However, as of September 30, 2018, it is not possible to reasonably estimate the expected change to the total amount of unrecognized tax positions over the next 12 months.

Note 12 — Commitments and Contingencies

Legal Proceedings — The matters set forth below are subject to uncertainties and outcomes that are not predictable. The Company accrues for these matters as any resulting losses become probable and can be reasonably estimated. Further, the Company maintains insurance coverage for many claims and litigation matters. In relation to various legal matters, including those described below, the Company had $125.5 million and $85.5 million of liability recorded in the “Accounts payable and other liabilities” line in the Condensed Consolidated Balance Sheets as of September 30, 2018 and December 31, 2017, respectively. A charge of $30.0 million and $40.0 million were recorded for legal proceedings during the three and nine months ended September 30, 2018, respectively, in the “Transaction and operations support” line in the Condensed Consolidated Statements of Operations. A nominal charge and a charge of $0.9 million were recorded for legal proceedings during the three and nine months ended September 30, 2017, respectively, in the “Transaction and operations support” line in the Condensed Consolidated Statements of Operations.
Litigation Commenced Against the Company:
The Company is involved in various claims and litigation that arise from time to time in the ordinary course of the Company's business. Management does not believe that after final disposition any of these matters is likely to have a material adverse impact on the Company's financial condition, results of operations or cash flows.
Government Investigations:
OFAC — In 2015, we initiated an internal investigation to identify any payments processed by the Company that were violations of the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC") sanctions regulations. We notified OFAC of the internal investigation, which was conducted in conjunction with the Company's outside counsel. On March 28, 2017, we filed a Voluntary Self-Disclosure with OFAC regarding the findings of our internal investigation. OFAC is currently reviewing the results of the Company’s investigation. At this time, it is not possible to determine the outcome of this matter, or the significance, if any, to our business, financial condition, or operations, and we cannot predict when OFAC will conclude its review of our Voluntary Self-Disclosure.
Deferred Prosecution Agreement — In November 2012, we announced that a settlement was reached with the U.S. Attorney's Office for the Middle District of Pennsylvania (the "MDPA") and the U.S. Department of Justice, Criminal Division, Money Laundering and Asset Recovery Section (the “U.S. DOJ”) relating to the previously disclosed investigation of transactions involving certain of our U.S. and Canadian agents, as well as fraud complaint data and the consumer anti-fraud program, during the period from 2003 to early 2009. In connection with this settlement, we

entered into the DPA with the MDPA and U.S. DOJ (collectively, the "Government") dated November 8, 2012.
On November 1, 2017, the Company agreed to a stipulation with the Government that the five-year term of the Company's DPA be extended for 90 days to February 6, 2018. On January 31, 2018, the Company agreed with the Government that the term of the DPA be extended for an additional 45 days to March 23, 2018; on March 21, 2018, the Company agreed with the Government that the term of the DPA be further extended for an additional 45 days to May 7, 2018; on May 7, 2018, the Company agreed with the Government that the term of the DPA be further extended for an additional 45 days to June 21, 2018; and on June 19, 2018, the Company agreed with the Government that the term of the DPA be further extended for an additional 90 days to September 18, 2018. On September 14, 2018, the Company agreed with the Government that the term of the DPA be further extended for an additional 50 days to and including November 6, 2018. Each extension of the DPA extended all terms of the DPA, including the

term of the monitorship for an equivalent period. The purpose of the extensions was to provide the Company and the Government additional time to discuss whether the Company was in compliance with the DPA.

On November 8, 2018, the Company announced that it entered into (1) an Amendment to and Extension of Deferred Prosecution Agreement (the “Amended DPA”) with the Government and (2) a Stipulated Order for Compensatory Relief and Modified Order for Permanent Injunction (the “Consent Order”) with the Federal Trade Commission (“FTC”). The motions underlying the Amended DPA and Consent Order focus primarily on the Company’s anti-fraud and anti-money laundering programs, including whether the Company had adequate controls to prevent third parties from using its systems to commit fraud. The Amended DPA amended and extended the original DPA entered into on November 9, 2012 by and between the Company and the Government. The DPA, Amended DPA and Consent Order are collectively referred to herein as the “Agreements.”

Under the Agreements, the Company will, among other things, (1) pay an aggregate amount of $125.0 million to the Government, of which $70.0 million must be paid within ten business days from the date of the Amended DPA and the remaining $55.0 million must be paid eighteen months after the date of the Amended DPA, to be used to reimburse consumers who were the victims of third-party fraud conducted through the Company’s money transfer services, and (2) continue to retain an independent compliance monitor until May 10, 2021 to review and assess actions taken by the Company under the Agreements to further enhance its compliance program. No separate payment to the FTC is required under the Agreements. If the Company fails to comply with the Agreements, it could face criminal prosecution, civil litigation, significant fines, damage awards or regulatory consequences which could have a material adverse effect on the Company's business, financial condition, results of operations, and cash flows.

Other Matters — The Company is involved in various other government inquiries and other matters that arise from time to time. Management does not believe that after final disposition any of these other matters is likely to have a material adverse impact on the Company’s financial condition, results of operations or cash flows.

Actions Commenced by the Company:

Tax Litigation — The IRS completed its examination of the Company’s consolidated income tax returns through 2013 and issued Notices of Deficiency for 2005-2007 and 2009, and an Examination Report for 2008. The Notices of Deficiency and Examination Report disallow, among other items, approximately $900.0 million of ordinary deductions on securities losses in the 2007, 2008 and 2009 tax returns. In May 2012 and December 2012, the Company filed petitions in the U.S. Tax Court challenging the 2005-2007 and 2009 Notices of Deficiency, respectively. In 2013, the Company reached a partial settlement with the IRS allowing ordinary loss treatment on $186.9 million of deductions in dispute. In January 2015, the U.S. Tax Court granted the IRS's motion for summary judgment upholding the remaining adjustments in the Notices of Deficiency. The Company filed a notice of appeal with the U.S. Tax Court on July 27, 2015 for an appeal to the U.S. Court of Appeals for the Fifth Circuit. Oral arguments were held before the Fifth Circuit on June 7, 2016, and on November 15, 2016, the Fifth Circuit vacated the Tax Court's decision and remanded the case to the Tax Court for further proceedings. The Company filed a motion for summary judgment in the Tax Court on May 31, 2017. On August 23, 2017, the IRS filed a motion for summary judgment and its response to the Company’s motion for summary judgment. The Tax Court directed the parties to agree to a joint stipulation of facts, which the parties have filed with the court. Each party has filed a revised memorandum in support of its motion for summary judgment in the Tax Court. The Tax Court is expected to schedule oral argument on this matter in early 2019.

The January 2015 Tax Court decision was a change in facts which warranted reassessment of the Company's uncertain tax position. Although the Company believes that it has substantive tax law arguments in favor of its position and has appealed the ruling, the reassessment resulted in the Company determining that it is no longer more likely than not that its existing position will be sustained. Accordingly, the Company re-characterized certain deductions relating to securities losses to be capital in nature, rather than ordinary. The Company recorded a full valuation allowance against these losses in the quarter ended March 31, 2015. This change increased "Income tax expense" in the Consolidated Statements of Operations in the quarter ended March 31, 2015 by $63.7 million. During 2015, the Company made payments to the IRS of $61.0 million for federal tax payments and associated interest related to the matter. The November 2016 Fifth Circuit decision to remand the case back to the U.S. Tax Court does not change the Company’s current assessment regarding the likelihood that these deductions will be sustained. Accordingly, no change in the valuation allowance was made as of September 30, 2018. Pending the outcome of the Tax Court proceeding, the Company may be required to file amended state returns and make additional cash payments of up to $19.2 million on amounts that have previously been accrued.

Note 13 — Earnings per Common Share

For all periods in which it is outstanding, the Series D Participating Convertible Preferred Stock (the "D Stock") is included in the weighted-average number of common shares outstanding utilized to calculate basic (loss) earnings per common share because the D Stock is deemed a common stock equivalent. Diluted (loss) earnings per common share reflects the potential dilution that could result if securities or incremental shares arising out of the Company’s stock-based compensation plans were exercised or

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converted into common stock. Diluted (loss) earnings per common share assumes the exercise of stock options using the treasury stock method.

The following table is a reconciliation of the weighted-average amounts used in calculating (loss) earnings per share:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Amounts in millions)	2018	2017	2018	2017
Basic common shares outstanding	64.5	63.1	64.2	62.8
Shares related to stock options and restricted stock units	—	3.1	—	3.4
Diluted common shares outstanding	64.5	66.2	64.2	66.2

Potential common shares are excluded from the computation of diluted earnings per common share when the effect would be anti-dilutive. All potential common shares are anti-dilutive in periods of net loss available to common stockholders. Stock options are anti-dilutive when the exercise price of these instruments is greater than the average market price of the Company's common stock for the period. The following table summarizes the weighted-average potential common shares excluded from diluted (loss) earnings per common share as their effect would be anti-dilutive:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Amounts in millions)	2018	2017	2018	2017
Shares related to stock options	1.8	1.6	1.8	1.7
Shares related to restricted stock units	2.2	0.3	2.4	0.2
Shares excluded from the computation	4.0	1.9	4.2	1.9

Note 14 — Segment Information

The Company's reporting segments are primarily organized based on the nature of products and services offered and the type of consumer served. The Company has two reporting segments: Global Funds Transfer and Financial Paper Products. See Note 1 — Description of the Business and Basis of Presentation for further discussion on our segments. One of the Company's agents for the total of the Global Funds Transfer and Financial Paper Products segments accounted for 16% of total revenue for the three and nine months ended September 30, 2018, and 18% of total revenue for the three and nine months ended September 30, 2017.

The following table is a summary of the total revenue by segment:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Amounts in millions)	2018	2017	2018	2017
Global Funds Transfer revenue				
Money transfer revenue	$ 304.2	$ 356.8	$970.5	$1,055.4
Bill payment revenue	17.4	20.3	57.7	66.1
Total Global Funds Transfer revenue	321.6	377.1	1,028.2	1,121.5
Financial Paper Products revenue				
Money order revenue	14.0	12.8	41.6	42.0
Official check revenue	11.6	7.9	32.0	30.4
Total Financial Paper Products revenue	25.6	20.7	73.6	72.4
Total revenue	$ 347.2	$ 397.8	$1,101.8	$1,193.9

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The following table is a summary of the operating (loss) income by segment and detail of the (loss) income before income taxes:

(Amounts in millions)	Three Months Ended September 30, 2018	Three Months Ended September 30, 2017[1]	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017[1]
Global Funds Transfer operating (loss) income	$ (19.7)	$ 23.5	$ (12.6)	$ 61.0
Financial Paper Products operating income	9.6	4.7	22.3	26.8
Total segment operating (loss) income	(10.1)	28.2	9.7	87.8
Other operating loss	(0.8)	(3.2)	(4.9)	(18.2)
Total operating (loss) income	(10.9)	25.0	4.8	69.6
Interest expense	13.8	11.6	39.8	33.6
Other non-operating expense (income)	1.5	1.7	(25.6)	4.4
(Loss) income before income taxes	$ (26.2)	$ 11.7	$ (9.4)	$ 31.6

(1) In the fourth quarter of 2017, the Company's management determined that there was an error with respect to the allocation of certain expenses between the reporting segments in the first three quarters of 2017. The Company assessed the materiality of the misstatement both quantitatively and qualitatively and determined that the error was immaterial to all prior consolidated financial statements taken as a whole. Accordingly, prior period amounts have been adjusted to reflect the correction of the error. This correction resulted in a decrease to Global Funds Transfer operating income of $6.1 million, an increase to Financial Paper Products operating income of $0.1 million and a decrease to Other operating loss of $6.0 million for the three months ended September 30, 2017. This correction also resulted in a decrease to Global Funds Transfer operating income of $9.4 million, an increase to Financial Paper Products operating income of $0.2 million and a decrease to Other operating loss of $9.2 million for the nine months ended September 30, 2017. There was no impact on total operating income or other reported financial statement amount.

Total assets by segment — In the second quarter of 2018, the Company changed its accounting policy related to the presentation of segment assets to be aligned with a change in the reporting package provided to our Chief Operating Decision Maker. The presentation change had no impact on the segments' operations. Under the new policy, payment service obligations are specifically identified to each reporting segment. Settlement assets, except for interest-bearing and available-for-sale investments which belong to the Financial Paper Product segment, are allocated to cover the segments' corresponding payment service obligations. Reported cash and cash equivalents, which are the assets in excess of payment service obligations as further discussed in Note 7 — Debt, are used by the Global Funds Transfer segment to fulfill its working capital needs. Property and equipment is specifically identified to each reporting segment. The net carrying value of goodwill and intangibles relates to the Global Funds Transfer segment. While the derivatives portfolio is managed on a consolidated level, each derivative instrument is utilized in a manner that can be identified to the Global Funds Transfer segment. All assets that are not specifically identified or allocated to a reporting segment are reported as "Other." These assets primarily include taxes and various other corporate assets.

The following table sets forth assets by segment with prior year financial information adjusted retrospectively to reflect the updated presentation:

(Amounts in millions)	September 30, 2018	December 31, 2017
Global Funds Transfer	$ 1,457.5	$ 1,533.8
Financial Paper Products	3,003.1	3,174.5
Other	63.1	64.2
Total assets	$ 4,523.7	$ 4,772.5

Note 15 — Revenue Recognition

In the first quarter of 2018, the Company adopted ASU 2014-09 using the cumulative effect transition method for all contracts. There was no transition impact on the Condensed Consolidated Financial Statements from the adoption of this ASU. The Company earns revenues from consideration specified in contracts with customers and recognizes revenue when it satisfies its performance obligations by transferring control over its services and products to customers. The following is a description of the principal activities, separated by reporting segments, from which the Company generates revenues. For more information about the Company's reporting segments, see Note 14 — Segment Information.

Global Funds Transfer Segment

Money transfer fee revenue — The Company earns money transfer revenues primarily from consumer transaction fees and the management of currency exchange spreads on money transfer transactions involving different "send" and "receive" currencies. Fees are collected from consumers at the time of transaction. In a cash-to-cash money transfer transaction, both the agent initiating the transaction and the receiving agent earn a commission that is generally a fixed fee or is based on a percentage of the fee charged to the consumer. When a money transfer transaction is initiated at a MoneyGram-owned store, full-service kiosk or via our online

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platform, typically only the receiving agent earns a commission. Each money transfer is considered a separate agreement between the Company and the consumer and includes only one performance obligation that is satisfied at a point in time, which is when the funds are made available for pick up. Money transfer funds are typically available for pick up within 24 hours of being sent. The consumer is in control of the service, as the consumer picks the "send" and "receive" locations as well as the transaction currency. Normally, the Company provides fee refunds to consumers only if the transaction is canceled within 30 minutes of initiating the transfer and the transfer amount has not been picked up by the receiver. As such, fee refunds are accounted for within the same period as the origination of the transaction and no liability for the amount of expected returns is recorded on the Condensed Consolidated Balance Sheets. The Company recognizes revenues on a gross basis for money transfer services as the Company is considered the principal in these transactions.

Bill payment services fee revenue — Bill payment revenues are earned primarily from fees charged to consumers for each transaction completed. Our primary bill payment service offering is our ExpressPayment service, which we offer at substantially all of our money transfer agent locations, at certain agent locations in select Caribbean and European countries and through our Digital solutions. Through our bill payment services, consumers can complete urgent bill payments, pay routine bills, or load and reload prepaid debit cards with cash at an agent location, Company-operated locations or through moneygram.com with a credit or debit card. We offer consumers same-day and two or three-day payment service options; the service option is dependent upon our agreement with the biller. Each bill payment service is considered a separate agreement with the consumer and includes only one performance obligation that is satisfied at a point in time, when the funds are transferred to the designated institution, which is generally within the same day. The consumer is in control of the service, as the consumer picks out the "send" location and time. MoneyGram does not offer refunds for bill payment services and revenue is recognized on a gross basis as the Company is considered the principal in these transactions.

Other revenue — Includes breakage income, fees from royalties, early contract terminations, insufficient funds and other one-time charges. The Company recognizes breakage revenue for unclaimed money transfers when the likelihood of consumer pick-up becomes remote based on historical experience and there is no requirement for remitting balances to government agencies.

Financial Paper Products Segment

Money order fee revenue — Consumers use our money orders to make payments in lieu of cash or personal checks. We generate revenue from money orders by charging per item and other fees, as well as from the investment of funds underlying outstanding money orders. The Company contracts with agents and/or financial institutions for this product and associated services. We sell money orders under the MoneyGram brand and on a private label or on a co-branded basis with certain agents and financial institutions in the U.S. The Company recognizes revenue when an agent sells a money order because the funds are immediately made available to the consumer. As such, each sale of a money order and related service is considered a separate performance obligation that is satisfied at a point in time.

Official check outsourcing services fee revenue — Official checks are used by consumers where a payee requires a check drawn on a bank. Financial institutions also use official checks to pay their own obligations. Like money orders, the Company generates revenue from official check outsourcing services through U.S. banks and credit unions by charging per item and other fees, as well as from the investment of funds underlying outstanding official checks. The Company's consumer for official checks is considered the financial institution. The official checks services and products are considered a bundle of services and products that are provided to the financial institution on an ongoing basis. As such, revenue from these services is recognized on a monthly basis. Revenue corresponds directly with the value of MoneyGram's services and/or products completed to date and for which the Company has a right to invoice. Monthly revenue may vary based on the number of official checks issued and other ancillary services provided to the financial institution.

Other revenue — Includes fees from money order service revenue, proof adjustments, early contract terminations, money order photo and replacement fees and other one-time charges. The Company recognizes service revenue from money orders that have not been redeemed within a one-year period from issuance. Proof adjustment fees are generally unresolved and not recouped as they pertain to immaterial bank variances. The Company recognizes as revenue the net proof adjustments amount on a monthly basis.

Investment Revenue

Investment revenue, which is not within the scope of Topic 606 per ASC 606-10-15-2, is earned from the investment of funds generated from the sale of payment instruments, primarily official checks and money orders, and consists of interest income, dividend income, income received on our cost recovery securities and amortization of premiums and discounts. Investment revenue varies depending on the level of investment balances and the yield on our investments.

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In the following table, revenue is disaggregated by services and products for each segment and timing of revenue recognition for such services and products excluding other revenue:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Amounts in millions)	2018	2017	2018	2017
Global Funds Transfer revenue				
Money transfer fee revenue	$ 301.3	$ 353.1	$ 955.7	$ 1,045.2
Bill payment services fee revenue	17.4	20.3	57.7	66.1
Other revenue	2.7	3.7	14.6	10.2
Total Global Funds Transfer fee and other revenue	321.4	377.1	1,028.0	1,121.5
Financial Paper Products revenue				
Money order fee revenue	2.7	3.1	8.7	9.9
Official check outsourcing services fee revenue	2.3	2.4	6.9	7.3
Other revenue	7.3	7.5	22.7	22.8
Total Financial Paper Products fee and other revenue	12.3	13.0	38.3	40.0
Investment revenue	13.5	7.7	35.5	32.4
Total revenue	$ 347.2	$ 397.8	$ 1,101.8	$ 1,193.9
Timing of revenue recognition:				
Services and products transferred at a point in time	$ 321.4	$ 376.5	$ 1,022.1	$ 1,121.2
Products transferred over time	2.3	2.4	6.9	7.3
Total revenue from services and products	323.7	378.9	1,029.0	1,128.5
Investment revenue	13.5	7.7	35.5	32.4
Other revenue	10.0	11.2	37.3	33.0
Total revenue	$ 347.2	$ 397.8	$ 1,101.8	$ 1,193.9

Due to the short-term nature of the Company's services and products, the amount of contract assets and liabilities on the Condensed Consolidated Balance Sheets as of September 30, 2018 and December 31, 2017 is negligible. Assets for unsettled money transfers, money orders and consumer payments are included in "Settlement assets" with a corresponding liability recorded in "Payment service obligations" on the Condensed Consolidated Balance Sheets. For more information on these assets and liabilities see Note 3 — Settlement Assets and Payment Service Obligations.

Note 16 — Condensed Consolidating Financial Statements

In the event the Company offers debt securities pursuant to a registration statement under the Securities Act of 1933, such debt securities may be guaranteed by certain of its subsidiaries. Accordingly, the Company is providing condensed consolidating financial information in accordance with Securities and Exchange Commission Regulation S-X Rule 3-10, Financial Statements of Guarantors and Issuers of Guaranteed Securities Registered or Being Registered. If the Company issues debt securities, the following 100 percent directly or indirectly owned subsidiaries could fully and unconditionally guarantee the debt securities on a joint and several basis: MoneyGram Payment Systems Worldwide, Inc.; MoneyGram Payment Systems, Inc.; and MoneyGram of New York LLC (collectively, the “Guarantors”).

The following information represents Condensed Consolidating Balance Sheets as of September 30, 2018 and December 31, 2017, along with Condensed Consolidating Statements of Operations for the three and nine months ended September 30, 2018 and 2017 and Condensed Consolidating Statements of Cash Flows for the nine months ended September 30, 2018 and 2017. The condensed consolidating financial information presents financial information in separate columns for MoneyGram International, Inc. on a Parent-only basis carrying its investment in subsidiaries under the equity method; Guarantors on a combined basis, carrying investments in subsidiaries that are not expected to guarantee the debt (collectively, the “Non-Guarantors”) under the equity method; Non-Guarantors on a combined basis; and eliminating entries. The eliminating entries primarily reflect intercompany transactions, such as accounts receivable and payable, fee revenue and commissions expense and the elimination of equity investments and income in subsidiaries.

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MONEYGRAM INTERNATIONAL, INC.
CONDENSED CONSOLIDATING BALANCE SHEET
AS OF SEPTEMBER 30, 2018

(Amounts in millions)	Parent	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
ASSETS					
Cash and cash equivalents	$—	$ 26.5	$ 182.3	$ —	$ 208.8
Settlement assets	—	3,345.5	176.7	—	3,522.2
Property and equipment, net	—	189.2	11.9	—	201.1
Goodwill	—	315.4	126.8	—	442.2
Other assets	61.1	147.3	141.7	(200.7)	149.4
Equity investments in subsidiaries	785.8	295.1	—	(1,080.9)	—
Intercompany receivables	—	474.4	91.9	(566.3)	—
Total assets	$846.9	$ 4,793.4	$ 731.3	$ (1,847.9)	$ 4,523.7
LIABILITIES AND STOCKHOLDERS’ (DEFICIT) EQUITY					
Payment service obligations	$—	$ 3,345.5	$ 176.7	$ —	$ 3,522.2
Debt, net	902.8	—	—	—	902.8
Pension and other postretirement benefits	—	86.5	—	—	86.5
Accounts payable and other liabilities	2.2	418.0	59.3	(211.1)	268.4
Intercompany liabilities	208.5	157.6	200.2	(566.3)	—
Total liabilities	1,113.5	4,007.6	436.2	(777.4)	4,779.9
Total stockholders’ (deficit) equity	(266.6)	785.8	295.1	(1,070.5)	(256.2)
Total liabilities and stockholders’ (deficit) equity	$846.9	$ 4,793.4	$ 731.3	$ (1,847.9)	$ 4,523.7

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MONEYGRAM INTERNATIONAL, INC.
CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2018

(Amounts in millions)	Parent	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
REVENUE					
Fee and other revenue	$—	$ 206.3	$ 192.8	$ (65.4)	$ 333.7
Investment revenue	—	12.6	0.9	—	13.5
Total revenue	—	218.9	193.7	(65.4)	347.2
EXPENSES					
Fee and other commissions expense	—	57.7	111.3	—	169.0
Investment commissions expense	—	5.1	—	—	5.1
Direct transaction expense	—	5.6	—	—	5.6
Total commissions and direct transaction expenses	—	68.4	111.3	—	179.7
Compensation and benefits	—	36.7	20.0	—	56.7
Transaction and operations support	0.2	95.9	57.7	(65.4)	88.4
Occupancy, equipment and supplies	—	5.2	3.7	4.9	13.8
Depreciation and amortization	—	17.7	9.2	(7.4)	19.5
Total operating expenses	0.2	223.9	201.9	(67.9)	358.1
OPERATING LOSS	(0.2)	(5.0)	(8.2)	2.5	(10.9)
Other expenses					
Interest expense	13.8	—	—	—	13.8
Other non-operating expense	—	1.5	—	—	1.5
Total other expenses	13.8	1.5	—	—	15.3
Loss before income taxes	(14.0)	(6.5)	(8.2)	2.5	(26.2)
Income tax (benefit) expense	(3.3)	(3.2)	1.2	—	(5.3)
Loss after income taxes	(10.7)	(3.3)	(9.4)	2.5	(20.9)
Equity loss in subsidiaries	(12.7)	(9.4)	—	22.1	—
NET LOSS	(23.4)	(12.7)	(9.4)	24.6	(20.9)
OTHER COMPREHENSIVE (LOSS) INCOME	(0.3)	0.1	(2.0)	1.1	(1.1)
COMPREHENSIVE LOSS	$(23.7)	$ (12.6)	$ (11.4)	$ 25.7	$ (22.0)

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MONEYGRAM INTERNATIONAL, INC.
CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2018

(Amounts in millions)	Parent	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
REVENUE					
Fee and other revenue	$—	$ 670.0	$ 636.9	$ (240.6)	$ 1,066.3
Investment revenue	—	32.7	2.8	—	35.5
Total revenue	—	702.7	639.7	(240.6)	1,101.8
EXPENSES					
Fee and other commissions expense	—	165.1	359.3	—	524.4
Investment commissions expense	—	13.1	—	—	13.1
Direct transaction expense	—	18.1	—	—	18.1
Total commissions and direct transaction expenses	—	196.3	359.3	—	555.6
Compensation and benefits	—	127.1	74.0	—	201.1
Transaction and operations support	1.2	304.1	170.5	(240.6)	235.2
Occupancy, equipment and supplies	—	24.5	18.0	4.9	47.4
Depreciation and amortization	—	50.8	29.0	(22.1)	57.7
Total operating expenses	1.2	702.8	650.8	(257.8)	1,097.0
OPERATING (LOSS) INCOME	(1.2)	(0.1)	(11.1)	17.2	4.8
Other expenses (income)					
Interest expense	39.8	—	—	—	39.8
Other non-operating income	—	(25.6)	—	—	(25.6)
Total other expenses (income)	39.8	(25.6)	—	—	14.2
(Loss) income before income taxes	(41.0)	25.5	(11.1)	17.2	(9.4)
Income tax (benefit) expense	(9.5)	6.4	5.2	—	2.1
(Loss) income after income taxes	(31.5)	19.1	(16.3)	17.2	(11.5)
Equity income (loss) in subsidiaries	2.8	(16.3)	—	13.5	—
NET (LOSS) INCOME	(28.7)	2.8	(16.3)	30.7	(11.5)
OTHER COMPREHENSIVE LOSS	(3.5)	(2.5)	(8.3)	8.0	(6.3)
COMPREHENSIVE (LOSS) INCOME	$(32.2)	$ 0.3	$ (24.6)	$ 38.7	$ (17.8)

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MONEYGRAM INTERNATIONAL, INC.
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2018

(Amounts in millions)	Parent	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
NET CASH (USED IN) PROVIDED BY OPERATING ACTIVITIES	$(37.5)	$(124.0)	$ 238.4	$ —	$ 76.9
CASH FLOWS FROM INVESTING ACTIVITIES:					
Purchases of property and equipment	—	(40.3)	(4.2)	—	(44.5)
Intercompany investments	(1.7)	232.1	—	(230.4)	—
Dividend from subsidiary guarantors	44.9	—	—	(44.9)	—
Capital contributions to non-guarantors	—	0.2	—	(0.2)	—
Net cash provided by (used in) investing activities	43.2	192.0	(4.2)	(275.5)	(44.5)
CASH FLOWS FROM FINANCING ACTIVITIES:					
Principal payments on debt	(7.4)	—	—	—	(7.4)
Dividend to parent	—	(44.9)	—	44.9	—
Intercompany financings	—	—	(230.4)	230.4	—
Payments to tax authorities for stock-based compensation	—	(6.2)	—	—	(6.2)
Capital contributions from subsidiary guarantors	—	—	(0.2)	0.2	—
Net cash used in financing activities	(7.4)	(51.1)	(230.6)	275.5	(13.6)
NET CHANGE IN CASH AND CASH EQUIVALENTS	(1.7)	16.9	3.6	—	18.8
CASH AND CASH EQUIVALENTS—Beginning of period	1.7	9.6	178.7	—	190.0
CASH AND CASH EQUIVALENTS—End of period	$—	$ 26.5	$ 182.3	$ —	$ 208.8

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MONEYGRAM INTERNATIONAL, INC.
CONDENSED CONSOLIDATING BALANCE SHEET
AS OF DECEMBER 31, 2017

(Amounts in millions)	Parent	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
ASSETS					
Cash and cash equivalents	$1.7	$ 9.6	$ 178.7	$ —	$ 190.0
Settlement assets	—	3,491.4	265.5	—	3,756.9
Property and equipment, net	—	199.1	15.8	—	214.9
Goodwill	—	315.4	126.8	—	442.2
Other assets	49.5	110.3	200.9	(192.2)	168.5
Equity investments in subsidiaries	813.8	132.4	—	(946.2)	—
Intercompany receivables	—	546.9	—	(546.9)	—
Total assets	$865.0	$ 4,805.1	$ 787.7	$ (1,685.3)	$ 4,772.5
LIABILITIES AND STOCKHOLDERS' (DEFICIT) EQUITY					
Payment service obligations	$—	$ 3,491.4	$ 265.5	$ —	$ 3,756.9
Debt, net	908.1	—	—	—	908.1
Pension and other postretirement benefits	—	97.3	—	—	97.3
Accounts payable and other liabilities	—	402.6	50.9	(198.0)	255.5
Intercompany liabilities	208.0	—	338.9	(546.9)	—
Total liabilities	1,116.1	3,991.3	655.3	(744.9)	5,017.8
Total stockholders' (deficit) equity	(251.1)	813.8	132.4	(940.4)	(245.3)
Total liabilities and stockholders' (deficit) equity	$865.0	$ 4,805.1	$ 787.7	$ (1,685.3)	$ 4,772.5

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MONEYGRAM INTERNATIONAL, INC.
CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2017

(Amounts in millions)	Parent	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
REVENUE					
Fee and other revenue	$—	$ 448.7	$ 221.0	$ (279.6)	$ 390.1
Investment revenue	—	7.5	0.2	—	7.7
Total revenue	—	456.2	221.2	(279.6)	397.8
EXPENSES					
Fee and other commissions expense	—	137.8	123.5	(71.2)	190.1
Investment commissions expense	—	2.6	—	—	2.6
Direct transaction expense	—	5.8	—	—	5.8
Total commissions and direct transaction expenses	—	146.2	123.5	(71.2)	198.5
Compensation and benefits	—	42.7	24.7	—	67.4
Transaction and operations support	0.4	83.2	52.5	(63.6)	72.5
Occupancy, equipment and supplies	—	156.6	3.7	(144.8)	15.5
Depreciation and amortization	—	8.5	10.4	—	18.9
Total operating expenses	0.4	437.2	214.8	(279.6)	372.8
OPERATING (LOSS) INCOME	(0.4)	19.0	6.4	—	25.0
Other expenses					
Interest expense	11.6	—	—	—	11.6
Other non-operating expense	—	1.7	—	—	1.7
Total other expenses	11.6	1.7	—	—	13.3
(Loss) income before income taxes	(12.0)	17.3	6.4	—	11.7
Income tax (benefit) expense	(4.4)	7.0	1.4	—	4.0
(Loss) income after income taxes	(7.6)	10.3	5.0	—	7.7
Equity income in subsidiaries	15.3	5.0	—	(20.3)	—
NET INCOME	7.7	15.3	5.0	(20.3)	7.7
OTHER COMPREHENSIVE INCOME	5.1	4.9	6.2	(11.3)	4.9
COMPREHENSIVE INCOME	$12.8	$ 20.2	$ 11.2	$ (31.6)	$ 12.6

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MONEYGRAM INTERNATIONAL, INC.
CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2017

(Amounts in millions)	Parent	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
REVENUE					
Fee and other revenue	$—	$ 1,129.8	$ 492.5	$ (460.8)	$ 1,161.5
Investment revenue	—	32.2	0.2	—	32.4
Total revenue	—	1,162.0	492.7	(460.8)	1,193.9
EXPENSES					
Fee and other commissions expense	—	454.8	273.6	(158.1)	570.3
Investment commissions expense	—	5.9	—	—	5.9
Direct transaction expense	—	15.7	—	—	15.7
Total commissions and direct transaction expenses	—	476.4	273.6	(158.1)	591.9
Compensation and benefits	—	130.8	72.3	—	203.1
Transaction and operations support	1.2	279.1	102.1	(157.9)	224.5
Occupancy, equipment and supplies	—	185.6	8.2	(144.8)	49.0
Depreciation and amortization	—	34.9	20.9	—	55.8
Total operating expenses	1.2	1,106.8	477.1	(460.8)	1,124.3
OPERATING (LOSS) INCOME	(1.2)	55.2	15.6	—	69.6
Other expenses					
Interest expense	33.6	—	—	—	33.6
Other non-operating expense	—	4.4	—	—	4.4
Total other expenses	33.6	4.4	—	—	38.0
(Loss) income before income taxes	(34.8)	50.8	15.6	—	31.6
Income tax (benefit) expense	(12.7)	18.9	2.7	—	8.9
(Loss) income after income taxes	(22.1)	31.9	12.9	—	22.7
Equity income in subsidiaries	44.8	12.9	—	(57.7)	—
NET INCOME	22.7	44.8	12.9	(57.7)	22.7
OTHER COMPREHENSIVE INCOME	5.5	5.3	20.8	(26.3)	5.3
COMPREHENSIVE INCOME	$28.2	$ 50.1	$ 33.7	$ (84.0)	$ 28.0

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MONEYGRAM INTERNATIONAL, INC.
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2017

(Amounts in millions)	Parent	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
NET CASH (USED IN) PROVIDED BY OPERATING ACTIVITIES	$(29.2)	$ 265.7	$ (146.7)	$ —	$ 89.8
CASH FLOWS FROM INVESTING ACTIVITIES:					
Purchases of property and equipment	—	(58.0)	(5.1)	—	(63.1)
Intercompany investments	—	—	290.3	(290.3)	—
Dividend from subsidiary guarantors	38.7	—	—	(38.7)	—
Capital contributions to non-guarantors	—	(0.8)	—	0.8	—
Net cash provided by (used in) investing activities	38.7	(58.8)	285.2	(328.2)	(63.1)
CASH FLOWS FROM FINANCING ACTIVITIES:					
Principal payments on debt	(7.3)	—	—	—	(7.3)
Proceeds from exercise of stock options	1.8	—	—	—	1.8
Dividend to parent	—	(38.7)	—	38.7	—
Intercompany financings	(1.3)	(289.0)	—	290.3	—
Payments to tax authorities for stock-based compensation	—	(8.0)	—	—	(8.0)
Capital contributions from subsidiary guarantors	—	—	0.8	(0.8)	—
Net cash (used in) provided by financing activities	(6.8)	(335.7)	0.8	328.2	(13.5)
NET CHANGE IN CASH AND CASH EQUIVALENTS	2.7	(128.8)	139.3	—	13.2
CASH AND CASH EQUIVALENTS—Beginning of period	—	128.8	28.4	—	157.2
CASH AND CASH EQUIVALENTS—End of period	$2.7	$ —	$ 167.7	$ —	$ 170.4

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ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The purpose of this Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is to provide an understanding of MoneyGram International, Inc.'s (“MoneyGram,” the “Company,” “we,” “us” and “our”) financial condition, results of operations and cash flows by focusing on changes in certain key measures. This MD&A is provided as a supplement to, and should be read in conjunction with, our Condensed Consolidated Financial Statements and related Notes included in this Quarterly Report on Form 10-Q and the Consolidated Financial Statements and Notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017. This discussion contains forward-looking statements that involve risks and uncertainties. MoneyGram’s actual results could differ materially from those anticipated due to various factors discussed below under “Cautionary Statements Regarding Forward-Looking Statements” and elsewhere in this Quarterly Report on Form 10-Q.

The comparisons presented in this MD&A refer to the same period in the prior year, unless otherwise noted. This MD&A is organized in the following sections:

- Overview
- Results of Operations
- Liquidity and Capital Resources
- Critical Accounting Policies and Estimates
- Cautionary Statements Regarding Forward-Looking Statements

OVERVIEW

MoneyGram is a global provider of innovative money transfer services and is recognized worldwide as a financial connection to friends and family. Whether online, through a mobile device, at a kiosk or in a local store, we connect consumers in any way that is convenient for them. We also provide bill payment services, issue money orders and process official checks in the U.S. and in select countries and territories. We primarily offer services through third-party agents and Digital solutions. Third-party agents include retail chains, independent retailers, post offices and financial institutions. Digital solutions include moneygram.com, mobile solutions, account deposit and kiosk-based services. MoneyGram also has limited Company-operated retail locations.

We manage our revenue and related commissions expense through two reporting segments: Global Funds Transfer and Financial Paper Products. The Global Funds Transfer segment provides global money transfer services in approximately 350,000 agent locations in more than 200 countries and territories. Our global money transfer services are our primary revenue driver, accounting for 88% of total revenue for the three and nine months ended September 30, 2018, respectively. The Global Funds Transfer segment also provides bill payment services to consumers through substantially all of our money transfer agent locations, at certain agent locations in select Caribbean and European countries and through our Digital solutions. The Financial Paper Products segment provides money order services to consumers through retail locations and financial institutions located in the U.S. and Puerto Rico, and provides official check services to financial institutions in the U.S. Corporate expenses that are not related to our segments' performance are excluded from operating income for Global Funds Transfer and Financial Paper Products segments.

Business Environment

In 2018, worldwide political and economic conditions remained highly variable, as evidenced by both economic growth and challenges in key markets, low currency reserves, currency controls in certain countries and a volatile immigration environment. Also, there is continued political unrest and economic weakness in parts of the Middle East and Africa that contributed to the volatility. Given the global reach and extent of the current economic conditions, the growth of money transfer volumes and the average face value of money transfers continued to be highly variable by corridor and country.

We generally compete for money transfer consumers on the basis of trust, convenience, price, technology and brand recognition. The market for money transfer services remains very competitive, consisting of a few large competitors and many small, niche competitors. In the third quarter of 2018, MoneyGram entered into new partnerships with OXXO and Visa Direct. OXXO is Mexico’s largest convenience store retailer with more than 17,000 locations across the country. Visa Direct is Visa's real-time push payments platform and our partnership will give customers the choice to receive funds either directly into their bank account or to a Visa prepaid card. In the first quarter of 2018, the Company and Walmart Inc. ("Walmart"), our largest agent, announced the launch of Walmart2World, powered by MoneyGram, a new money transfer service that allows customers to send money from Walmart in the U.S. to any MoneyGram location. The Company expects the Walmart2World products to continue to have a negative impact on our top-line growth due to lower revenue per transaction, but we expect this negative impact to be partially offset by the new OXXO and Visa Direct partnerships. We also renewed our long-term agreement to offer all MoneyGram products and services at Walmart for two more years.

In addition to the competitive environment, global compliance requirements are becoming increasingly more complex, which has been affecting our top line growth. In 2018, the Company launched new compliance measures representing the highest standards in the industry, including new global customer verification standards for all money transfer services, limits on transaction frequency and limits on the total amount of money an individual can send within a certain period of time. As a result, the Company has experienced a decline in its fraud rates when compared to prior years. We continue to enhance our compliance tools to comply with various government and other regulatory programs around the world as well as address corridor specific risks associated with fraud or money laundering.

We are making progress on our journey toward becoming a digitally-enabled, customer-centric organization despite competition from new technologies that allow consumers to send and receive money in a variety of ways. We believe that our continued investment in innovative products and services, such as the global expansion of moneygram.com, mobile solutions and account deposit services, positions the Company to accelerate our digital transformation and diversify our product and service offerings to meet consumers' needs. As of September 30, 2018, the Company had expanded its moneygram.com product platform to be available in 16 countries and it is expected to reach 25 countries by the end of 2018. Digital solutions revenue for the three and nine months ended September 30, 2018, was $49.5 million and $156.2 million, respectively, or 16% of money transfer revenue for each period. Digital solutions revenue for the three and nine months ended September 30, 2017 was $52.7 million and $155.9 million, respectively, or 15% of money transfer revenue for each period. Moneygram.com revenue grew by $0.7 million or 3% and $8.6 million or 14%, respectively, for the three and nine months ended September 30, 2018, over the corresponding periods in 2017.

In the first quarter of 2018, the Company initiated a restructuring and reorganization program (the "Digital Transformation Program") to reduce operating expenses, focus on improving profitability and better align the organization to deliver new digital touch-points for customers and agents. In connection with the Digital Transformation Program, which is expected to be substantially completed in 2019, the Company expects over 350 employees to be affected, possibly through transfers or terminations, representing approximately 14% of the Company’s global workforce as of December 31, 2017. The Company expects to incur restructuring and reorganization charges between $16.5 million to $19.5 million, consisting primarily of severance and outplacement benefits (between $12.0 million to $12.5 million), real estate lease termination and other associated costs (between $3.0 million to $3.5 million), legal and other costs (between $1.0 million to $2.5 million), and reorganization costs (between $0.5 million to $1.0 million). Additionally, the Company anticipates between $14.0 million to $17.0 million of the charges to be paid in cash over the course of 2018 and into 2019. We expect efficiencies that will result in $30.0 million of expense reductions in 2018 and, upon completion, $45.0 million on an annualized basis. The actual timing and costs of the plan may differ from the Company’s current expectations and estimates.

Anticipated Trends

This discussion of trends expected to impact our business in the remainder of 2018 is based on information presently available and reflects certain assumptions, including assumptions regarding future economic conditions. Differences in actual economic conditions compared with our assumptions could have a material impact on our results. See “Cautionary Statements Regarding Forward-Looking Statements” included further below and “Risk Factors” included in Part II, Item 1A of this Quarterly Report on Form 10-Q and Part I, Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2017 for additional factors that could cause results to differ materially from those contemplated by the following forward-looking statements.

We continue to see increased opportunities to capitalize on growth and expansion through product and service offerings. The Company is growing its digital footprint through the introduction of new countries for the moneygram.com platform, new partnerships, and the introduction of new ways to send and receive money. Furthermore, the Company is expanding its online presence through the continued growth of its new native app. MoneyGram is also enhancing its customer interface to provide a more personalized consumer experience. The personalized experience will include notifications through email and SMS text, profile services, as well as a new loyalty program. However, compliance measures and pricing pressure continue to negatively impact our growth, along with economic issues in the Middle East and Africa, which have restricted our ability to transact in certain markets. Additionally, currency volatility, liquidity pressure on central banks and pressure on labor markets in certain countries may continue to impact our business during the remainder of 2018 and into 2019.

We continue to see a trend among state, federal and international regulators toward enhanced scrutiny of anti-money laundering compliance programs, as well as consumer fraud prevention and education. Compliance with laws and regulations is a highly complex and integral part of our day-to-day operations; thus, we have and will continue to make investments in our compliance-related technology and infrastructure, implement various consumer protection initiatives, and enhance the overall customer experience. As previously discussed, in the first half of 2018, the Company launched new compliance measures representing the highest standards in the industry. As a pioneer in the implementation of these compliance and fraud prevention measures, the Company has seen, and expects to continue to see, a negative impact on our top-line and Adjusted EBITDA growth in 2018.

The Company expects to have sufficient liquidity to make the $125.0 million payment required under the Amendment to and Extension of Deferred Prosecution Agreement (the “Amended DPA”) and the Stipulated Order for Compensatory Relief and Modified Order for Permanent Injunction described in more detail in Note 12 — Commitments and Contingencies of the Notes to the Condensed Consolidated Financial Statements and in Part II, Item 1, "Legal Proceedings" in this report. Nonetheless, the

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payment will impact the Company's cash balances. As disclosed, the Company is required to pay $70.0 million within ten business days of the Amended DPA and the remaining $55.0 million eighteen months after the date of the Amended DPA.

On December 22, 2017, the legislation commonly known as the "Tax Cuts and Jobs Act," and also known as H.R. 1 - 115th Congress (the "TCJA"), which significantly revises the Internal Revenue Code of 1986, as amended, was enacted. As the TCJA is broad and complex, we continue to examine the impact it may have on us, and it could adversely affect our future effective tax rate, our business, financial condition, cash flows, and results of operations. Given its recent enactment, the regulations are still forthcoming and other interpretive federal and state guidance is limited. As guidance is published regarding the interpretation of the TCJA or if there are legislative modifications or amendments, the changes could have a material effect on the Company's federal and state income tax expense in future periods. See "Income Taxes" section further below and Note 11 — Income Taxes of the Notes to the Condensed Consolidated Financial Statements for more information on the impacts from the TCJA.

The June 23, 2016 referendum by British voters to exit the European Union (referred to as Brexit), which was followed by Britain providing official notice to leave the European Union in March of 2017, introduced additional uncertainty in global markets and currency exchange rates. We are currently unable to determine the long-term impact that Brexit will have on us, as any impact will depend, in part, on the outcome of tariff, trade, regulatory and other negotiations. With the effective date of Brexit approaching as the UK is due to leave the European Union in the first quarter of 2019, the Company anticipates making a number of operational changes during the remainder of 2018 and the first quarter of 2019 to accommodate any potential business impact.

For our Financial Paper Products segment, we expect the decline in overall paper-based transactions to continue primarily due to continued migration by customers to other payment methods. Our investment revenue, which consists primarily of interest income generated through the investment of cash balances received from the sale of our Financial Paper Products, is dependent on the interest rate environment. The Company would see a positive impact on its investment revenue if interest rates continue to rise.

Financial Measures and Key Metrics

This Quarterly Report on Form 10-Q includes financial information prepared in accordance with generally accepted accounting principles in the U.S. ("GAAP") as well as certain non-GAAP financial measures that we use to assess our overall performance.

GAAP Measures — We utilize certain financial measures prepared in accordance with GAAP to assess the Company's overall performance. These measures include fee and other revenue, fee and other commissions expense, fee and other revenue less commissions, operating income and operating margin. Due to our regulatory capital requirements, we deem certain assets as settlement assets. Settlement assets represent funds received or to be received from agents for unsettled money transfers, money orders and customer payments. Settlement assets include settlement cash and cash equivalents, receivables, net, interest-bearing investments and available-for-sale investments. See Note 3 — Settlement Assets and Payment Service Obligations of the Notes to the Condensed Consolidated Financial Statements for additional disclosure.

Non-GAAP Measures — Generally, a non-GAAP financial measure is a numerical measure of financial performance, financial position or cash flows that excludes (or includes) amounts that are included in (or excluded from) the most directly comparable measure calculated and presented in accordance with GAAP. The non-GAAP financial measures should be viewed as a supplement to, and not a substitute for, financial measures presented in accordance with GAAP. We strongly encourage investors and stockholders to review our financial statements and publicly-filed reports in their entirety and not to rely on any single financial measure. While we believe that these metrics enhance investors' understanding of our business, these metrics are not necessarily comparable with similarly named metrics of other companies. The following are non-GAAP financial measures we use to assess our overall performance:

EBITDA (Earnings before interest, taxes, depreciation and amortization, including agent signing bonus amortization)

Adjusted EBITDA (EBITDA adjusted for certain significant items) — Adjusted EBITDA does not reflect cash requirements necessary to service interest or principal payments on our indebtedness or tax payments that may result in a reduction in cash available.

Adjusted Free Cash Flow (Adjusted EBITDA less cash interest, cash taxes, cash payments for capital expenditures and cash payments for agent signing bonuses) — Adjusted Free Cash Flow does not reflect cash payments related to the adjustment of certain significant items in Adjusted EBITDA.

Constant Currency — Constant currency metrics assume that amounts denominated in foreign currencies are translated to the U.S. dollar at rates consistent with those in the prior year.

The Company utilizes specific terms related to our business throughout this document, including the following:

Corridor — With regard to a money transfer transaction, the originating "send" location and the designated "receive" location are referred to as a corridor.

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Corridor mix — The relative impact of increases or decreases in money transfer transaction volume in each corridor versus the comparative prior period.
Face value — The principal amount of each completed transaction, excluding any fees related to the transaction.
Foreign currency — The impact of foreign currency exchange rate fluctuations on our financial results is typically calculated as the difference between current period activity translated using the current period's currency exchange rates and the comparable prior-year period's currency exchange rates. We use this method to calculate the impact of changes in foreign currency exchange rates on revenues, commissions and other operating expenses for all countries where the functional currency is not the U.S. dollar.
RESULTS OF OPERATIONS
The following table is a summary of the results of operations:

(Amounts in millions, except percentages)	Three Months Ended September 30, 2018	2017	% Change	Nine Months Ended September 30, 2018	2017	% Change
Revenue						
Fee and other revenue	$ 333.7	$ 390.1	(14)%	$ 1,066.3	$ 1,161.5	(8)%
Investment revenue	13.5	7.7	75 %	35.5	32.4	10 %
Total revenue	347.2	397.8	(13)%	1,101.8	1,193.9	(8)%
Expenses						
Fee and other commissions expense	169.0	190.1	(11)%	524.4	570.3	(8)%
Investment commissions expense	5.1	2.6	96 %	13.1	5.9	NM
Direct transaction expense	5.6	5.8	(3)%	18.1	15.7	15 %
Total commissions and direct transaction expenses	179.7	198.5	(9)%	555.6	591.9	(6)%
Compensation and benefits	56.7	67.4	(16)%	201.1	203.1	(1)%
Transaction and operations support	88.4	72.5	22 %	235.2	224.5	5 %
Occupancy, equipment and supplies	13.8	15.5	(11)%	47.4	49.0	(3)%
Depreciation and amortization	19.5	18.9	3 %	57.7	55.8	3 %
Total operating expenses	358.1	372.8	(4)%	1,097.0	1,124.3	(2)%
Operating (loss) income	(10.9)	25.0	NM	4.8	69.6	(93)%
Other expenses						
Interest expense	13.8	11.6	19 %	39.8	33.6	18 %
Other non-operating expense (income)	1.5	1.7	(12)%	(25.6)	4.4	NM
Total other expenses	15.3	13.3	15 %	14.2	38.0	(63)%
(Loss) income before income taxes	(26.2)	11.7	NM	(9.4)	31.6	NM
Income tax (benefit) expense	(5.3)	4.0	NM	2.1	8.9	(76)%
Net (loss) income	$ (20.9)	$ 7.7	NM	$ (11.5)	$ 22.7	NM

NM = Not meaningful

Revenues
The following table is a summary of the Company's revenues:

(Amounts in millions, except percentages)	Three Months Ended September 30, 2018	Percent of Total Revenue	2017	Percent of Total Revenue	Nine Months Ended September 30, 2018	Percent of Total Revenue	2017	Percent of Total Revenue
Global Funds Transfer fee and other revenue	$321.4	93 %	$377.1	95 %	$1,028.0	93 %	$1,121.5	94 %
Financial Paper Product fee and other revenue	12.3	4 %	13.0	3 %	38.3	3 %	40.0	3 %
Investment revenue	13.5	4 %	7.7	2 %	35.5	3 %	32.4	3 %

Total revenue	$347.2	100 %	$397.8	100 %	$1,101.8	100 %	$1,193.9	100 %

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For the three and nine months ended September 30, 2018, total revenue declined when compared to the prior year periods, primarily due to the decline in the Global Funds Transfer fee and other revenue, which was impacted by the new compliance standards implemented in the first half of 2018, Walmart2World service and increased competition. See "Segments results" section below for a detailed discussion of revenues by segment. For the three months ended September 30, 2018, investment revenue increased when compared to the prior reporting period due to higher yields and investment balances in 2018. For the nine months ended September 30, 2018, investment revenue increased when compared to the nine months ended September 30, 2017, due to the same factors that impacted the three-month period, partially offset by the $12.2 million gain on a one-time redemption of an asset-backed security in 2017.

Operating Expenses

The following table is a summary of the operating expenses:

	Three Months Ended September 30,						Nine Months Ended September 30,					
	2018			2017			2018			2017		
(Amounts in millions, except percentages)	Dollars	Percent of Total Revenue		Dollars	Percent of Total Revenue		Dollars	Percent of Total Revenue		Dollars	Percent of Total Revenue	
Total commissions and direct transaction expenses	$179.7	52	%	$198.5	50	%	$555.6	50	%	$591.9	50	%
Compensation and benefits	56.7	16	%	67.4	17	%	201.1	18	%	203.1	17	%
Transaction and operations support	88.4	25	%	72.5	18	%	235.2	21	%	224.5	19	%
Occupancy, equipment and supplies	13.8	4	%	15.5	4	%	47.4	4	%	49.0	4	%
Depreciation and amortization	19.5	6	%	18.9	5	%	57.7	5	%	55.8	5	%
Total operating expenses	$358.1	103	%	$372.8	94	%	$1,097.0	100	%	$1,124.3	94	%

For the three and nine months ended September 30, 2018, total operating expenses as a percentage of total revenue increased when compared to the same periods in 2017, mainly due to the decrease in revenue and the increase in transaction and operations expense driven by the additional accrual of $30.0 million and $40.0 million, respectively, related to the resolution of the deferred prosecution agreement (the "DPA"), as discussed in more detail in Note 12 — Commitments and Contingencies of the Notes to the Condensed Consolidated Financial Statements, partially offset by the decreases in fee and other commissions expense and compensation and benefits, all of which are discussed below.

Total commissions and direct transaction expenses

Total commissions and direct transaction expenses as a percent of revenues increased for the three months ended September 30, 2018, when compared to the same period in 2017, due to the decline in fee and other revenue which more than offset the decrease in commissions expense. Total commissions and direct transaction expenses as a percent of revenues remained flat for the nine months ended September 30, 2018. See "Segments results" section below for a detailed discussion of commissions and direct transaction expenses.

Compensation and Benefits

Compensation and benefits include salaries and benefits, management incentive programs, related payroll taxes and other employee related costs. The following table is a summary of the change in compensation and benefits from 2017 to 2018:

(Amounts in millions)	Three Months Ended		Nine Months Ended	
For the period ended September 30, 2017	$ 67.4		$203.1	
Change resulting from:				
Net salaries, related payroll taxes and cash incentive compensation	(10.1	)	(15.2	)
Employee stock-based compensation	(1.0	)	(1.0	)
Restructuring and reorganization costs	0.6		10.3	
Impact from changes in exchange rates	(0.4	)	4.6	
Other	0.2		(0.7	)

For the period ended September 30, 2018	$ 56.7	$ 201.1

For the three and nine months ended September 30, 2018, compensation and benefits decreased primarily due to decreases in net salaries, related payroll taxes and cash incentive compensation and employee stock-based compensation, partially offset by restructuring and reorganization costs primarily driven by severance. Changes in exchange rates were an additional driver offsetting the decrease in compensation and benefits for the nine months ended September 30, 2018.

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Transaction and Operations Support

Transaction and operations support primarily includes marketing, professional fees and other outside services, telecommunications, agent support costs, including forms related to our products, non-compensation employee costs, including training, travel and relocation costs, bank charges and the impact of foreign exchange rate movements on our monetary transactions, assets and liabilities denominated in a currency other than the U.S. dollar.

The following table is a summary of the change in transaction and operations support from 2017 to 2018:

(Amounts in millions)	Three Months Ended	Nine Months Ended
For the period ended September 30, 2017		