

**SECOND AMENDMENT  
TO  
STATE CENTER AGREEMENT**

THIS SECOND AMENDMENT to the "State Center Agreement" dated February 25, 2010, pertains only to the addition of paragraph 2.3 to the Agreement, which prescribes how the State Center, on behalf of the State of Arizona, as Authorized Representative State, will administer the TRAC Account.

**RECITALS**

A. Paragraphs 6.1 and 6.2 of the State Center Agreement permit Amendments to the State Center Agreement, as long as such Amendments are signed by a duly authorized representative of the State Center and the Authorized Representative State, at the direction of and on behalf of the Executive Board.

B. The Authorized Representative, the State of Arizona, amended a Settlement Agreement dated February 11, 2010, with Western Union Financial Services, Inc. ("Western Union") on January 31, 2014, the Settlement Agreement Amendment ("SAA"). Pursuant to paragraph 12 of the SAA, Western Union and the Financial Crimes Task Force will create a Money Transmitter Transaction Record Analysis Center ("TRAC" or "Center") housed at the Financial Crimes Task Force offices and Western Union will provide funding for TRAC.

C. NOW, THEREFORE, in consideration of the mutual covenants set forth herein, the parties agree to add Paragraph 2.3 to the State Center Agreement as follows:

**AGREEMENTS**

2.3 Administration of the TRANSACTION RECORD ANALYSIS CENTER ("TRAC" or "Center") Account.

2.3.1 Pursuant to the SAA, paragraph 12.7, Western Union has agreed to contribute a payment of \$150,000 per month for five years (the "TRAC" funds) to the State Center commencing on the date of the SAA (January 31, 2014) exclusively to fund TRAC activities, including information technology hardware, software, and maintenance, travel to its meetings, meeting rooms, personnel, and other expenses. (the TRAC Purposes"). In addition, Western Union shall pay \$250,000.00 to the State Center (additional TRAC funds) to fund TRAC's privacy, confidentiality, and information security measures, and additional TRAC Purposes.

2.3.2 The State Center shall establish a sub-account for the TRAC Funds at Wells Fargo Advisors, a financial institution selected by the State Center. Wells Fargo is acceptable to the State of Arizona as a depository to handle the TRAC Funds provided by

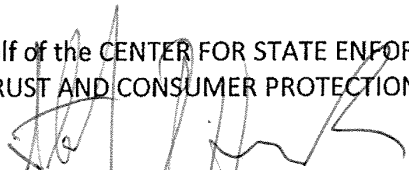
Western Union (the "TRAC Account"). The State Center shall maintain and administer all monies deposited in the TRAC Account, including the TRAC Funds, all interest thereon, and any other monies deposited in the TRAC Account, in trust exclusively for TRAC Purposes, including the expenses relating to the TRAC Account. The State Center shall distribute such funds in the TRAC account, in accordance with the attached budget and as directed by the TRAC Director and approved by the Criminal Division Chief of the Arizona Attorney General's Office. Any non-budgeted TRAC expenditures that exceed \$5,000 will also require the AZ AG Chief Deputy's approval and signature.

2.3.3 Checks and payments on the TRAC Account shall require two signatures. The State Center authorizes the TRAC Director, and the Criminal Division Chief of the AZ AG or the TRAC Deputy Director and the Criminal Division Chief of the Arizona Office Attorney General to be dual signers on the TRAC Account. Any interest accrued in the TRAC Account shall be deemed part of the TRAC Funds.

2.3.4 TRAC shall provide Western Union with quarterly financial reports detailing expenditures and the use made of the Western Union's TRAC payments.

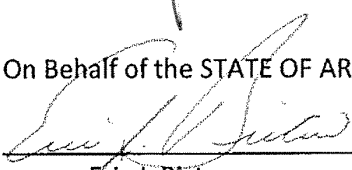
DATED this 19<sup>th</sup> day of March, 2014.

On Behalf of the CENTER FOR STATE ENFORCEMENT OF  
ANTITRUST AND CONSUMER PROTECTION LAWS, INC.

  
\_\_\_\_\_  
Stephen D. Houck

3/19/14  
DATE

On Behalf of the STATE OF ARIZONA

  
\_\_\_\_\_  
Eric J. Bistrow

3-19-2014  
DATE

[as designee of THOMAS C. HORNE, Attorney  
General of Arizona, the Authorized Representative  
State]

**TRANSACTIONAL RECORD ANALYSIS CENTER ESTIMATED BUDGET**

<b>Personnel</b>	<b>Cost per Unit</b>	<b>Cost</b>
Director		\$205,000.00
2 Financial Investigative Assistant		\$275,000.00
3 Analysts		\$390,000.00
1 Computer technician		\$145,000.00
	<b>Per Year</b>	<b>\$1,015,000.00</b>
<b>Total Labor Cost</b>	<b>5 Years</b>	<b>\$5,075,000.00</b>

<b>Equipment</b>	<b>Cost per Unit</b>	<b>Cost</b>
3 Laptop Computers	\$2,200.00	\$6,600.00
5 Desktop Computers	\$2,250.00	\$11,250.00
5 Cell phones	\$480.00	\$2,400.00
Admin Supplies	\$6,500.00	\$6,500.00
<b>Total</b>		<b>\$26,750.00</b>

<b>Expenses/Services</b>		<b>Cost</b>
Travel		\$40,000.00
Training		\$25,000.00
Computer/Communication Services		\$20,000.00
	<b>Per Year</b>	<b>\$85,000.00</b>
<b>Total</b>	<b>5 Years</b>	<b>\$425,000.00</b>

<b>Infrastructure</b>		<b>Cost</b>
Build out Construction		
Desks		
Chairs		
Cubicles		
Computer Servers		
File Cabinets		
<b>Total</b>		<b>\$30,000.00</b>

<b>Data Maintenance</b>		<b>Cost</b>
Security Software	1 time cost	\$250,000.00
License & Services		\$360,000.00
Data Maintenance Fee		\$325,000.00
Cloud services		\$3,500.00
	<b>Per Year</b>	<b>\$938,500.00</b>
<b>Total</b>	<b>5 Years</b>	<b>\$3,692,500.00</b>

<b>TRAC TOTAL 5 YEAR COSTS</b>		<b>\$9,249,250.00</b>
<b>BUDGET</b>	<b>\$9,250,000.00</b>	