

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

In the Matter of

COMPUTER SCIENCES CORPORATION,
a corporation,

and

MYND CORPORATION,
a corporation.

FILE NO. 001-0181

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Computer Sciences Corporation (“CSC”) of all the voting securities of Mynd Corporation (“Mynd”), and it now appearing that CSC and Mynd (collectively, “Proposed Respondents”) are willing to enter into an Agreement Containing Consent Orders (“Consent Agreement”) requiring the divestiture of certain assets and providing for other relief,

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

1. Computer Sciences Corporation is a corporation organized, existing, and doing business under and by virtue of the laws of Nevada, with its office and principal place of business located at 2100 East Grand Avenue, El Segundo, California 90245.
2. Mynd Corporation is a corporation organized, existing, and doing business under and by virtue of the laws of South Carolina, with its office and principal place of business located at One Mynd Center, Blythewood, South Carolina 29016. Mynd Corporation was formerly known as Policy Management Systems Corporation.
3. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.
4. Proposed Respondents waive:
 - a. any further procedural steps;

- b. the requirement that the Decision and Order and the Order to Maintain Assets attached hereto and made a part hereof contain a statement of findings of fact and conclusions of law;
 - c. all rights to seek judicial review or otherwise to challenge or contest the validity of the Decision and Order and the Order to Maintain Assets entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
5. Each Proposed Respondent shall submit an initial compliance report at the time it executes this Consent Agreement and shall submit additional compliance reports every thirty (30) days thereafter until the accompanying Decision and Order becomes final, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, signed by the Proposed Respondent setting forth in detail the manner in which the Proposed Respondent has to date complied or has prepared to comply, and will comply with the accompanying Decision and Order and the Order to Maintain Assets. Such reports will not become part of the public record unless and until this Consent Agreement and the accompanying Decision and Order are accepted by the Commission for public comment.
 6. The Commission may issue an Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement for public comment.
 7. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alleged in the draft of complaint here attached, or that the facts as alleged in the draft complaint, other than jurisdictional facts, are true.
 8. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission it, together with the draft of complaint contemplated thereby, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify the Proposed Respondents, in which event it will take such action as it may consider appropriate, or amend its Complaint if circumstances so require and issue its Decision and Order, in disposition of the proceeding. Respondents will be permitted to consummate the transaction addressed in the Complaint, upon receiving early termination of the Hart-Scott-Rodino Act waiting period.
 9. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (1) issue its Complaint corresponding in form and substance with the draft complaint here attached, (2) issue and serve its Order to Maintain Assets, and (3) make information public with respect thereto. If such acceptance is not subsequently withdrawn by

the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondents, issue the Decision and Order in disposition of the proceeding. When final, the Decision and Order and the Order to Maintain Assets shall have the same force and effect, and may be altered, modified or set aside in the same manner and within the same time provided by statute for other orders. The Decision and Order and the Order to Maintain Assets shall become final upon service. Delivery of the Complaint, the Decision & Order, and the Order to Maintain Assets to Proposed Respondents by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Proposed Respondents waive any right they may have to any other manner of service. The Complaint may be used in construing the terms of the Decision and Order and the Order to Maintain Assets, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order, Order to Maintain Assets, or this Consent Agreement may be used to vary or contradict the terms of the Decision and Order or the Order to Maintain Assets.

10. By signing this Consent Agreement, Proposed Respondents represent and warrant that they can accomplish the full relief contemplated by the accompanying Decision and Order and the Order to Maintain Assets (including effectuating all required divestitures, assignments, and transfers and obtaining all necessary approvals from governmental authorities, leaseholders, and other third parties to effectuate the divestitures, assignments and transfer, and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are parties to this Consent Agreement.
11. By signing this Consent Agreement, Proposed Respondents represent and warrant that the ISO Divestiture Agreement, as defined in Paragraph I.F. of the Decision and Order, requires Proposed Respondents to divest all assets required to be divested pursuant to the Decision and Order and requires Proposed Respondents to comply with Paragraphs II. and III. of the Decision and Order and Paragraph II. of the Order to Maintain Assets.
12. Proposed Respondents have read the proposed complaint, the Decision and Order, and the Order to Maintain Assets contemplated hereby. Proposed Respondents understand that once the Decision and Order and the Order to Maintain Assets have been issued, they will be required to file one or more compliance reports showing that they have fully complied with the Decision and Order and the Order to Maintain Assets. Proposed Respondents agree to comply with the terms of the proposed Decision and Order and the proposed Order to Maintain Assets from the date they sign this Consent Agreement. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order and the Order to Maintain Assets after each of those orders becomes final.

DATED:

COMPUTER SCIENCES CORPORATION

FEDERAL TRADE COMMISSION

By: _____
Hayward D. Fisk
General Counsel
Computer Sciences Corporation

Daniel J. Silver
Jeanine Balbach
Attorneys

Dated: _____, 2000

APPROVED:

Charles R. Work
McDermott, Will & Emery
Counsel for Computer Sciences Corporation

Richard Liebeskind
Assistant Director
Bureau of Competition

Dated: _____, 2000

Richard G. Parker
Director
Bureau of Competition

MYND CORPORATION,

By: _____
Stephen G. Morrison
General Counsel
Mynd Corporation

Dated: _____, 2000

John F. Collins
Dewey Ballantine LLP
Counsel for Mynd Corporation

Dated: _____, 2000