FORM 10-K/A
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

[X] Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended 12-31-99 or

[ ] 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 1-6605

EQUIFAX INC.
(Exact name of Registrant as specified in its Charter)

<TABLE>
<CAPTION>

<S>	<C>
GEORGIA	58-0401110
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1550 Peachtree St., N.W., Atlanta, GA	30309
(Address of principal executive offices)	(Zip Code)

(Registrant's telephone number, including area code) (404) 885-8000

</TABLE>

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock ($1.25 Par Value)	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None
(Title of class)

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 IF DISCLOSURE OF DELINQUENT FILERS PURSUANT TO ITEM 405 OF REGULATION S-K (SECTION 229.405 OF THIS CHAPTER) IS NOT CONTAINED HEREIN, AND WILL NOT BE CONTAINED, TO THE BEST OF REGISTRANT'S KNOWLEDGE, IN DEFINITIVE PROXY OR INFORMATION STATEMENTS INCORPORATED BY REFERENCE IN PART III OF THIS FORM 10-K OR ANY AMENDMENT TO THIS FORM 10-K. [X]

AGGREGATE MARKET VALUE OF THE VOTING STOCK HELD BY NON-AFFILIATES OF THE REGISTRANT, COMPUTED BY REFERENCE TO THE CLOSING SALES PRICE ON THE NEW YORK STOCK EXCHANGE ON FEBRUARY 25, 2000: $2,809,657,446.

INDICATE THE NUMBER OF SHARES OUTSTANDING OF EACH OF THE REGISTRANT'S CLASSES OF COMMON STOCK, AS OF THE LATEST PRACTICABLE DATE.

Class	Outstanding at February 25, 2000
COMMON STOCK, $1.25 PAR VALUE	141,050,489

DOCUMENTS INCORPORATED BY REFERENCE

THE PROXY STATEMENT FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 27, 2000, IS INCORPORATED BY REFERENCE, TO THE EXTENT INDICATED UNDER ITEMS 10, 11, 12, 13 AND 14, INTO PARTS III AND IV OF THIS FORM 10-K.

THE ANNUAL REPORT TO SECURITY HOLDERS FOR THE FISCAL YEAR ENDED DECEMBER 31, 1999 IS INCORPORATED BY REFERENCE, TO THE EXTENT INDICATED UNDER ITEMS 3, 6, 7, 8 AND 14, INTO PARTS I, II AND IV.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange

Act of 1934, the Registrant has duly caused this amendment to report to be signed on its behalf by the undersigned duly authorized officer.

EQUIFAX, INC.

Date April 5, 2000

By /s/ Marietta Edmunds Zakas

Marietta Edmunds Zakas,
Corporate Vice President, Corporate
Secretary and Director of
Investor Relations

This Report on Form 10-K/A is being filed solely for the purpose of filing the Consolidated Statements of Income (one page) which was inadvertently omitted during the ascii to edgar conversion process from electronic filing with the Report on Form 10-K filed by the Registrant on March 30, 2000.

Item 8. Financial Statements and Supplementary Data

INDEX TO EXHIBITS

EXHIBIT NUMBER	
13.3	Financial Statements and Supplementary Data (29 pages)

EXHIBIT 13.3

EQUIFAX INC.
CONSOLIDATED BALANCE SHEETS

(In thousands)

December 31	1999	1998
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 136,596	$ 90,617
Trade accounts receivable, net of allowance for doubtful accounts of $14,057 in 1999 and $12,811 in 1998	302,809	298,201
Other receivables	87,873	54,904
Deferred income tax assets	28,015	26,223
Other current assets	54,140	50,420
Total current assets	609,433	520,365
Property and Equipment:		
Land, buildings and improvements	28,302	30,963
Data processing equipment and furniture	258,314	239,391
	286,616	270,354
Less accumulated depreciation	171,126	151,016
	115,490	119,338
Goodwill	612,551	719,662
Purchased Data Files	157,701	173,473
Other Assets	344,606	295,957
	$ 1,839,781	$ 1,828,795

The accompanying notes are an integral part of these consolidated balance sheets.

(In thousands, except par values)

December 31	1999	1998
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Short-term debt and current maturities of long-term debt	$ 79,866	$ 47,387
Accounts payable	177,427	107,346
Accrued salaries and bonuses	38,203	37,973
Income taxes payable	12,005	9,518
Other current liabilities	197,294	216,955
Total current liabilities	504,795	419,179
Long-Term Debt, Less Current Maturities	933,708	869,486
Long-Term Deferred Revenue	22,547	32,465

Deferred Income Tax Liabilities	73,132	50,132
Other Long-Term Liabilities	89,974	91,067
Commitments and Contingencies (Note 9)		
Shareholders' Equity:		
Common stock, $1.25 par value; shares authorized - 300,000; issued - 174,259 in 1999 and 173,722 in 1998; outstanding - 134,001 in 1999 and 140,042 in 1998	217,824	217,153
Preferred stock, $0.01 par value; shares authorized - 10,000; issued and outstanding - none in 1999 or 1998	--	--
Paid-in capital	304,532	286,511
Retained earnings	726,827	562,911
Accumulated other comprehensive income (Note 7)	(161,982)	(35,063)
Treasury stock, at cost, 34,640 shares in 1999 and 27,698 shares in 1998 (Note 7)	(816,213)	(606,092)
Stock held by employee benefits trusts, at cost, 5,619 shares in 1999 and 5,983 shares in 1998 (Note 7)	(55,363)	(58,954)
Total shareholders' equity	215,625	366,466
	$ 1,839,781	$ 1,828,795

</TABLE>

EQUIFAX INC.
CONSOLIDATED STATEMENTS OF INCOME

<TABLE>
<CAPTION>
(In thousands, except per share amounts)

Year Ended December 31	1999	1998	1997
<S>	<C>	<C>	<C>
Operating revenue	$ 1,772,694	$ 1,620,978	$ 1,366,087
Costs and expenses:			
Costs of services	1,032,389	943,833	778,936
Selling, general and administrative expenses	325,766	311,493	263,243
Valuation loss on pending acquisition (Note 9)	--	--	25,000
Total costs and expenses	1,358,155	1,255,326	1,067,179
Operating income	414,539	365,652	298,908
Other income, net	12,356	4,294	45,027
Interest expense	60,971	42,701	20,797
Income from continuing operations before income taxes and cumulative effect of accounting change	365,924	327,245	323,138
Provision for income taxes	150,047	133,812	137,613
Income from continuing operations before cumulative effect of accounting change	215,877	193,433	185,525
Discontinued operations (Note 2):			
Income from discontinued operations, net of income taxes of $10,179	--	--	14,336
Costs associated with effecting the spinoff, net of income tax benefit of $2,154	--	--	(12,887)
Total discontinued operations	--	--	1,449
Income before cumulative effect of accounting change	215,877	193,433	186,974
Cumulative effect of change in accounting for business process reengineering, net of income tax benefit of $2,061 (Note 1)	--	--	(3,237)
Net income	$ 215,877	$ 193,433	$ 183,737
Per common share (basic):			
Income from continuing operations before cumulative effect of accounting change	$ 1.57	$ 1.37	$ 1.29
Discontinued operations	-	-	0.01
Cumulative effect of accounting change	-	-	(0.02)

Net income	$ 1.57	$ 1.37	$ 1.27
Shares used in computing basic earnings per share	137,457	141,397	144,233
Per common share (diluted):			
Income from continuing operations before cumulative effect of accounting change	$ 1.55	$ 1.34	$ 1.26
Discontinued operations	-	-	0.01
Cumulative effect of accounting change	-	-	(0.02)
Net income	$ 1.55	$ 1.34	$ 1.24
Shares used in computing diluted earnings per share	139,603	144,403	147,818
Dividends per common share	$ 0.363	$ 0.353	$ 0.345

</TABLE>

The accompanying notes are an integral part of these consolidated statements.

EQUIFAX INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS'
EQUITY AND COMPREHENSIVE INCOME

<TABLE>
<CAPTION>

	Common Stock:				Accumulated Other Comprehensive Income:		
(In thousands)	Shares Outstanding	Amount	Paid-In Capital	Retained Earnings	Foreign Currency Translation	Minimum Liability Under Supplemental Retirement Plan	Total
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Balance, December 31, 1996	144,876	$213,573	$207,142	$ 401,233	$ (3,913)	$(4,893)	$ (8,806)
1997 changes:							
Net income	-	-	-	183,737	-	-	-
Foreign currency translation adjustment	-	-	-	-	(9,771)	-	(9,771)
Adjustment for minimum liability under supplemental retirement plan	-	-	-	-	-	(1,499)	(1,499)
Shares issued under stock plans	1,606	2,008	22,800	-	-	-	-
Treasury stock purchased	(4,143)	-	-	-	-	-	-
Treasury stock reissued for acquisitions	270	-	3,468	-	-	-	-
Cash dividends	-	-	-	(52,030)	-	-	-
Spinoff dividend	-	-	-	(111,396)	-	-	-
Income tax benefit from stock plans	-	-	8,825	-	-	-	-
Dividends from employee benefits trusts	-	-	2,261	-	-	-	-
Other	-	-	-	(3)	-	-	-
Balance, December 31, 1997	142,609	215,581	244,496	421,541	(13,684)	(6,392)	(20,076)
1998 changes:							
Net income	-	-	-	193,433	-	-	-
Foreign currency translation adjustment	-	-	-	-	(15,313)	-	(15,313)
Adjustment for minimum liability under supplemental retirement plan	-	-	-	-	-	326	326
Shares issued under stock plans	1,451	1,572	18,952	-	-	-	

							-
Shares contributed to U.S. retirement plan	390	-	10,392	-	-	-	-
Treasury stock purchased	(4,555)	-	-	-	-	-	-
Treasury stock reissued for acquisitions	147	-	2,346	-	-	-	-
Cash dividends	-	-	-	(52,063)	-	-	-
Income tax benefit from stock plans	-	-	8,085	-	-	-	-
Dividends from employee benefits trusts	-	-	2,240	-	-	-	-
	-------	--------	--------	---------	---------	-------	---------
Balance, December 31, 1998	140,042	217,153	286,511	562,911	(28,997)	(6,066)	(35,063)
1999 changes:							
Net income	-	-	-	215,877	-	-	-
Foreign currency translation adjustment	-	-	-	-	(128,283)	-	(128,283)
Adjustment for minimum liability under supplemental retirement plan	-	-	-	-	-	1,364	1,364
Shares issued under stock plans	599	671	6,945	-	-	-	-
Shares contributed to U.S. retirement plan	304	-	7,003	-	-	-	-
Treasury stock purchased	(6,944)	-	-	-	-	-	-
Cash dividends	-	-	-	(51,961)	-	-	-
Income tax benefit from stock plans	-	-	2,046	-	-	-	-
Dividends from employee benefits trusts	-	-	2,027	-	-	-	-
	-------	--------	--------	---------	---------	-------	---------
Balance, December 31, 1999	134,001	$217,824	$304,532	$ 726,827	$(157,280)	$(4,702)	$(161,982)
	=======	========	========	=========	=========	=======	=========

<CAPTION>

(In thousands)	Treasury Stock	Stock Held By Employee Benefits Trusts	Total Shareholders' Equity	Comprehensive Income
<S>	<C>	<C>	<C>	<C>
Balance, December 31, 1996	(323,625)	$(64,567)	$ 424,950	
1997 changes:				
Net income	-	-	183,737	$ 183,737
Foreign currency translation adjustment	-	-	(9,771)	(9,771)
Adjustment for minimum liability under supplemental retirement plan	-	-	(1,499)	(1,499)
Shares issued under stock plans	-	-	24,808	-
Treasury stock purchased	(129,085)	-	(129,085)	-
Treasury stock reissued for acquisitions	5,132	-	8,600	-
Cash dividends	-	-	(52,030)	-
Spinoff dividend	-	-	(111,396)	-
Income tax benefit from stock plans	-	-	8,825	-
Dividends from employee benefits trusts	-	-	2,261	-
Other	-	-	(3)	-
	---------	--------	---------	---------
Balance, December 31, 1997	(447,578)	(64,567)	349,397	

				$ 172,467
				=========
1998 changes:				
Net income	-	-	193,433	$ 193,433
Foreign currency translation adjustment	-	-	(15,313)	(15,313)
Adjustment for minimum liability under supplemental retirement plan	-	-	326	326
Shares issued under stock plans	279	1,770	22,573	-
Shares contributed to U.S. retirement plan	-	3,843	14,235	-
Treasury stock purchased	(161,797)	-	(161,797)	-
Treasury stock reissued for acquisitions	3,004	-	5,350	-
Cash dividends	-	-	(52,063)	-
Income tax benefit from stock plans	-	-	8,085	-
Dividends from employee benefits trusts	-	-	2,240	-
	---------	--------	---------	---------
Balance, December 31, 1998	(606,092)	(58,954)	366,466	$ 178,446
				=========
1999 changes:				
Net income	-	-	215,877	$ 215,877
Foreign currency translation adjustment	-	-	(128,283)	(128,283)
Adjustment for minimum liability under supplemental retirement plan	-	-	1,364	1,364
Shares issued under stock plans	54	594	8,264	-
Shares contributed to U.S. retirement plan	-	2,997	10,000	-
Treasury stock purchased	(210,175)	-	(210,175)	-
Cash dividends	-	-	(51,961)	-
Income tax benefit from stock plans	-	-	2,046	-
Dividends from employee benefits trusts	-	-	2,027	-
	---------	--------	---------	---------
Balance, December 31, 1999	$(816,213)	$(55,363)	$ 215,625	$ 88,958
	=========	========	=========	=========

</TABLE>

The accompanying notes are an integral part of these consolidated statements.

EQUIFAX INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
<TABLE>
<CAPTION>

(In thousands)

Year Ended December 31	1999	1998	1997
<S>	<C>	<C>	<C>
Cash flows from operating activities:			
Net income	$ 215,877	$ 193,433	$ 183,737
Adjustments to reconcile net income to net cash provided by operating activities of continuing operations:			
Depreciation and amortization	125,263	103,825	77,069
Gain from sale of businesses	(7,095)	-	(42,798)
Income from discontinued operations	-	-	

			(14,336)
Costs associated with effecting the spinoff	-	-	12,887
Cumulative effect of accounting change	-	-	3,237
Valuation loss on pending acquisition	-	-	25,000
Changes in assets and liabilities, excluding effects of acquisitions:			
Accounts receivable, net	(45,110)	(40,179)	(45,982)
Current liabilities, excluding debt	53,703	38,949	11,909
Other current assets	3,541	(336)	(3,827)
Deferred income taxes	20,885	34,595	9,726
Other long-term liabilities, excluding debt	(3,609)	(16,831)	4,894
Other assets	(38,743)	(24,328)	(11,431)
Net cash provided by operating activities of continuing operations	324,712	289,128	210,085
Cash flows from investing activities:			
Additions to property and equipment	(39,033)	(44,921)	(34,587)
Additions to other assets, net	(81,838)	(74,411)	(51,452)
Acquisitions, net of cash acquired	(22,162)	(478,463)	(96,630)
Investments in unconsolidated affiliates	(700)	(22,752)	(18,839)
Proceeds from sale of businesses	25,957	12,874	80,998
Net cash used by investing activities of continuing operations	(117,776)	(607,673)	(120,510)
Cash flows from financing activities:			
Net short-term borrowings	33,114	28,988	8,556
Additions to long-term debt	70,244	524,068	67,285
Payments on long-term debt	(6,256)	(3,692)	(92,582)
Treasury stock purchases	(210,175)	(161,797)	(129,085)
Dividends paid	(51,961)	(52,063)	(52,030)
Proceeds from exercise of stock options	6,996	12,245	18,343
Other	5,011	11,704	11,085
Net cash (used) provided by financing activities of continuing operations	(153,027)	359,453	(168,428)
Effect of foreign currency exchange rates on cash	(7,930)	(2,542)	196
Net cash provided by discontinued operations	-	-	82,748
Net cash provided	45,979	38,366	4,091
Cash and cash equivalents, beginning of year	90,617	52,251	48,160
Cash and cash equivalents, end of year	$136,596	$90,617	52,251

The accompanying notes are an integral part of these consolidated statements.

</TABLE>

EXHIBIT C

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING AND REPORTING POLICIES

PRINCIPLES OF CONSOLIDATION The consolidated financial statements include the accounts of the Company and its majority-owned and controlled subsidiaries. All significant intercompany transactions and balances have been eliminated. Certain prior year amounts have been reclassified to conform with the current year presentation. The historical financial statements presented reflect the spinoff of ChoicePoint Inc. as a discontinued operation (Note 2).

NATURE OF OPERATIONS The Company principally provides information services to businesses to help them grant credit and authorize and process credit card and check transactions. The principal lines of business are information services and payment services (see Note 11 for segment information). The principal markets for both information and payment services are retailers, banks, and other financial institutions, with information services also serving the telecommunication and utility industries. The Company's operations are predominantly located within the United States, with foreign operations principally located within Canada, the United Kingdom, and Brazil.

USE OF ESTIMATES The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements as well as reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

REVENUE RECOGNITION Revenue is recognized principally as services are provided to customers. Amounts billed in advance are recorded as current or long-term deferred revenue on the balance sheet, with current deferred revenue reflecting services expected to be provided within the next twelve months. Current deferred revenue is included with other current liabilities in the accompanying consolidated balance sheets, and as of December 31, 1999 and 1998 totaled $31,523,000 and $45,140,000, respectively. In 1996, the Company received a one-time payment of $58,000,000 related to a lottery subcontract and recognized $5,400,000 in revenue. The remaining balance is being recognized as revenue over the term of the contract, with $9,636,000 per year recognized in 1999, 1998 and 1997. The unrecognized balance at December 31, 1999 totaled $23,692,000, with $14,056,000 included in long-term deferred revenue in the accompanying consolidated balance sheets.

EARNINGS PER SHARE Basic EPS is calculated as income available to common stockholders divided by the weighted average number of common shares outstanding during the period. Diluted EPS is calculated to reflect the potential dilution that would occur if stock options or other contracts to issue common stock were exercised and resulted in additional common shares outstanding. The income amount used in the Company's EPS calculations is the same for both basic and diluted EPS. A reconciliation of the average outstanding shares used in the two calculations is as follows:

<TABLE>
<CAPTION>

(In thousands)	1999	1998	1997
<S>	<C>	<C>	<C>
Weighted average shares outstanding (basic)	137,457	141,397	144,233
Effect of dilutive securities:			
Stock options	1,880	2,714	3,099
Performance share plan	266	292	486
Weighted average shares outstanding (diluted)	139,603	144,403	147,818

</TABLE>

PROPERTY AND EQUIPMENT The cost of property and equipment is depreciated primarily on the straight-line basis over estimated asset lives of 30 to 50 years for buildings; useful lives, not to exceed lease terms, for leasehold improvements; three to five years for data processing equipment, and eight to 20 years for furniture.

GOODWILL Goodwill is amortized on a straight-line basis predominantly over periods from 20 to 40 years. Amortization expense was $26,926,000 in 1999, $21,536,000 in 1998, and $12,221,000 in 1997. As of December 31, 1999 and 1998, accumulated amortization was $87,533,000 and $62,352,000, respectively. The Company regularly evaluates whether events and circumstances have occurred which indicate that the carrying amount of goodwill may warrant revision or may not be recoverable. When factors indicate that goodwill should be evaluated for possible impairment, the Company uses an estimate of the future undiscounted net cash flows of the related business over the remaining life of the goodwill in measuring whether the goodwill is recoverable.

PURCHASED DATA FILES   Purchased data files are amortized on a straight-line basis primarily over 15 years. Amortization expense was $17,566,000 in 1999, $14,982,000 in 1998, and $11,506,000 in 1997. As of December 31, 1999 and 1998, accumulated amortization was $109,269,000 and $91,235,000, respectively.

OTHER ASSETS   Other assets at December 31, 1999 and 1998 consist of the following:

(In thousands)	1999	1998
Systems development and other deferred costs	$154,301	$127,912
Purchased software	55,013	47,691
Prepaid pension cost	86,764	58,518
Investments in unconsolidated affiliates	5,558	21,027
Other	42,970	40,809
	$344,606	$295,957

Purchased software and systems development and other deferred costs are being amortized on a straight-line basis over five to ten years. Amortization expense for other assets was $43,156,000 in 1999, $32,078,000 in 1998, and $23,018,000 in 1997. As of December 31, 1999 and 1998, accumulated amortization was $159,840,000 and $120,286,000, respectively.

FOREIGN CURRENCY TRANSLATION   The assets and liabilities of foreign subsidiaries are translated at the year-end rate of exchange, and income statement items are translated at the average rates prevailing during the year. The resulting translation adjustment is recorded as a component of shareholders' equity. Exchange gains and losses on intercompany balances of a long-term investment nature are also recorded as a component of shareholders' equity. Other foreign currency translation gains and losses, which are not material, are recorded in the consolidated statements of income.

CONSOLIDATED STATEMENTS OF CASH FLOWS   The Company considers cash equivalents to be short-term cash investments with original maturities of three months or less.

Cash paid for income taxes and interest from continuing operations is as follows:

(In thousands)	1999	1998	1997
Income taxes, net of amounts refunded	$127,611	$98,905	$123,670
Interest	60,379	28,885	21,593

In 1999, 1998, and 1997, the Company acquired various businesses that were accounted for as purchases (Note 3). In conjunction with these transactions, liabilities were assumed as follows:

(In thousands)	1999	1998	1997
Fair value of assets acquired	$24,783	$540,078	$127,724
Cash paid for acquisitions	24,182	485,076	102,903
Value of treasury shares reissued for acquisitions	--	6,000	8,600
Notes and deferred payments	--	--	5,800
Liabilities assumed	$ 601	$49,002	$10,421

FINANCIAL INSTRUMENTS   The Company's financial instruments consist primarily of cash and cash equivalents, accounts and notes receivable, accounts payable, and short-term and long-term debt. The carrying amounts of these items, other than long-term debt, approximate their fair market values due to their short maturity. As of December 31, 1999, the fair value of the Company's long-term debt (determined primarily by broker quotes) was $896,028,000 compared to its carrying value of $933,708,000. During 1999, the Company did not hold any material derivative financial instruments.

RECENT ACCOUNTING PRONOUNCEMENTS AND ACCOUNTING CHANGE   In November 1997, the Financial Accounting Standards Board (FASB) Emerging Issues Task Force released Issue No. 97-13 "Accounting for Costs Incurred in Connection with a Consulting Contract or an Internal Project That Combines Business Process Reengineering and Information Technology Transformation" (EITF 97-13). This issue requires that the cost of business process reengineering activities that are a part of a systems development project be expensed as incurred, and that any costs previously capitalized be written off net of tax as a change in accounting principle in the current period. Prior to the issuance of EITF 97-13, the Company had capitalized certain costs of business process reengineering related to several of its systems development projects. Accordingly, during the fourth quarter 1997, the Company recorded an expense of $5,298,000 ($3,237,000 after tax, or $.02 per share) to reflect the write off of these previously capitalized costs in accordance with EITF 97-13.

In June 1998, the FASB issued Statement of Financial Accounting Standards No. 133 (SFAS 133), "Accounting for Derivative Instruments and Hedging Activities." SFAS 133 establishes accounting and reporting standards for derivative instruments and hedging activities and is effective (as amended by SFAS No. 137) on January 1, 2001 for the Company. Based on its current level of derivative instruments and hedging activities, the Company does not believe the adoption of SFAS 133 will have a significant impact on its financial statements or reported earnings.

2. DISCONTINUED OPERATIONS

On December 9, 1996, the Company announced its intention to split into two independent, publicly traded companies by spinning off its Insurance Services industry segment, contingent on receiving a favorable ruling from the IRS regarding the tax-free status of the dividend for U.S. shareholders. In July 1997, the Company received the favorable IRS ruling and on August 7, 1997, completed the spinoff of its Insurance Services industry segment. The spinoff was accomplished by the Company's contribution of the business units that comprised the Insurance Services segment into one wholly owned subsidiary, ChoicePoint Inc. All of the common stock of ChoicePoint was then distributed to Equifax shareholders as a dividend, with one share of ChoicePoint common stock distributed for each ten shares of Equifax common stock held.

As a result of the spinoff, the Company's December 31, 1997 financial statements have been prepared with the Insurance Services segment results of operations and cash flows shown as "discontinued operations." All historical financial statements presented conform to this presentation. During the second quarter of 1997, the Company recorded an expense of $15,041,000 to reflect the net costs associated with effecting the spinoff ($12,887,000 after tax, or $.09 per share). These costs include duplicate software licenses, severance, legal and investment banker fees, and other related costs, partially offset by a $17.1 million curtailment gain related to the U.S. retirement plan caused by the spinoff and the pretax earnings of ChoicePoint for July 1997.

Summarized financial information for the discontinued operation is as follows:

(In thousands)	1997
Revenue	$340,251
Income before income taxes	24,515
Net income	14,336

The results of operations of ChoicePoint in the table above include its operations only through June 30, 1997. ChoicePoint's results after June 30, 1997 through the spinoff date (July 31, 1997 for accounting purposes) are included with "Costs associated with effecting the spinoff" in the accompanying consolidated statements of income. The July results totaled $4.5 million of income before income taxes and $2.6 million of net income.

The Company's intercompany receivable from ChoicePoint totaled $85.6 million at July 31, 1997, and was repaid to the Company by ChoicePoint in August 1997. Other significant spinoff-related transactions occurring near the date of the spinoff included ChoicePoint's assumption of $29.0 million of the Company's long-term debt and a $13.0 million capital contribution made by the Company to ChoicePoint. These transactions, net of cash payments related to spinoff costs, have been included in "Net cash provided by discontinued operations" in the accompanying consolidated statements of cash flows.

3. ACQUISITIONS AND INVESTMENTS IN UNCONSOLIDATED AFFILIATES

In 1999, the Company acquired the credit files of fourteen credit affiliates located in the United States and three credit affiliates in Canada. They were accounted for as purchases and had an aggregate purchase price of $24,182,000, with $7,508,000 allocated to goodwill and $15,954,000 allocated to purchased data files. Their results of operations have been included in the consolidated statements of income from the dates of acquisition and were not material. In February 2000, the Company signed an agreement to purchase the Consumer Information Solutions (CIS) Group from R.L. Polk & Co. for approximately $260 million in cash. The CIS Group provides consumer marketing information services to a wide range of industries. This transaction, which is subject to certain terms and closing conditions, is expected to be completed by April 30, 2000, and will be accounted for as a purchase.

During 1998 and 1997, the Company acquired, made equity investments, or increased its ownership in the following businesses:
<TABLE>
<CAPTION>

	Date	Industry	Percentage

Business	Acquired	Segment	Ownership
<S>	<C>	<C>	<C>
Unnisa Ltda. (Brazil)	September 1998	Payment Services	59.3%
Proceda S.A. (Brazil)	September 1998	Payment Services	34.0%
Seguranca ao Credito e Informacoes (SCI-Brazil)	August 1998	Latin America	80.0%
Credit Bureau of Vancouver (Canada)	July 1998	North America	100.0%
Equifax Canada Inc.	July 1998	North America	100.0%(1)
Decisioneering Group, Inc.	July 1998	North America	100.0%
ASNEF-Equifax Servicios de Informacion de Credito, S.L. (Spain)	May 1998	Europe	58.0%(2)
Infocorp (Peru)	April 1998	Latin America	51.0%(3)
CCI Group Plc (U.K.)	March 1998	Europe	100.0%
Goldleaf Technologies, Inc.	December 1997	Payment Services	100.0%
Organizacion VERAZ S.A. (Argentina)	December 1997	Latin America	66.7%(4)
Equifax Venture Infotek (India)	November 1997	Payment Services	50.0%
Group Incresa (Spain)	July 1997	Europe	100.0%
DICOM S.A. (Chile)	March 1997	Latin America	100.0%(5)
HLS Financial Group, Inc.	February 1997	North America	100.0%
Foothill Collection Services, Inc.	February 1997	North America	100.0%

</TABLE>

1 Increased to 100.0% from 84.4%
2 Increased from 49.0% acquired in 1994
3 Increased from 35.0% acquired with DICOM S.A. in 1994
4 Increased to 66.7% from the 33.3% ownership position acquired in 1994
5 Increased to 100.0% from the 50.0% ownership position acquired in 1995 and 1994

In 1998, in addition to the businesses above, the Company acquired the credit files of fourteen credit affiliates located in the United States and the collection businesses of Computer Sciences Corporation (CSC), which was subsequently sold (Note 9). Also, during the first quarter of 1998, the Company obtained the control necessary and began to consolidate the operations of its 66.7% owned investment in Organizacion VERAZ S.A. in Argentina. The investment in Proceda S.A., along with increases in certain other equity investments, totaled $22.8 million and was accounted for under the equity method. They were purchased with cash and recorded as other assets. The remaining 1998 business and credit file acquisitions were accounted for as purchases and had an aggregate purchase price of $491,076,000. They were purchased with a combination of cash totaling $485,076,000 and the reissuance of treasury stock with a fair market value of $6,000,000. These acquisitions and the consolidation of VERAZ resulted in $389,013,000 of goodwill, $86,259,000 of purchased data files, and $22,170,000 of other assets (primarily software and deferred systems costs). These allocations include $26.0 million reallocated from other assets related to investments in companies previously accounted for under the equity method. Their results of operations have been included in the consolidated statements of income from the dates of acquisition. The following unaudited pro forma information has been prepared as if these acquisitions had occurred on January 1, 1997. The information is based on the

historical results of the separate companies, and may not necessarily be indicative of the results that could have been achieved, or of results that may occur in the future.

(In thousands, except per share amounts)	1998	1997
Revenue	$1,751,184	$1,592,264
Net income	181,598	170,588
Net income per common share (diluted)	1.26	1.15

In 1997, in addition to the businesses above, the Company acquired the credit files of sixteen credit affiliates located in the United States. The investments in companies in India and Argentina totaled $18.8 million and were accounted for under the equity method. They were purchased with cash and recorded as other assets. The investment in Group Incresa in Spain was made by the Company's 49%-owned equity investment, ASNEF. The remaining 1997 business and credit file acquisitions were accounted for as purchases and had an aggregate purchase price of $117,303,000, with $88,661,000 allocated to goodwill, $32,695,000 to purchased data files, and $10,096,000 to other assets (primarily purchased software). These allocations include $25.2 million reallocated from other assets related to the Company's first 50% ownership in DICOM S.A. Their results of operations have been included in the consolidated statements of income from the dates of acquisition and were not material. They were purchased using a combination of cash totaling $102,903,000, notes payable to sellers of $5,800,000, and the reissuance of treasury stock with a fair market value of $8,600,000.

4. DIVESTITURES

In April 1999, the Company sold its 34% equity interest in Proceda S.A. in Brazil, and in June 1999, also sold three risk management offices located in the U.S. Proceeds from these sales totaled $25,957,000 and resulted in a gain of

$7,095,000 recorded in other income ($2,888,000 after tax, or $.02 per share).

In October 1998, the Company sold the collection businesses it had purchased from CSC earlier in the year (Note 9).

During the second quarter of 1997, the Company sold its National Decision Systems business unit from its North America Information Services segment. Cash proceeds, net of related divestiture expenses, totaled $80,998,000 and resulted in a gain of $42,798,000 recorded in other income ($17,881,000 after tax, or $.12 per share).

5. LONG-TERM DEBT AND SHORT-TERM BORROWINGS

Long-term debt at December 31, 1999 and 1998 is as follows:

<TABLE>
<CAPTION>

(In thousands)	1999	1998
<S>	<C>	<C>
Senior Notes, 6.5%, due 2003, net of unamortized discount of $357 in 1999 and $459 in 1998	$199,643	$199,541
Senior Notes, 6.3%, due 2005, net of unamortized discount of $921 in 1999 and $1,089 in 1998	249,079	248,911
Senior Debentures, 6.9%, due 2028, net of unamortized discount of $1,425 in 1999 and $1,475 in 1998	148,575	148,525
Borrowings under $750 million revolving credit facility, Weighted average rate of 6.62% at December 31, 1999	318,000	249,000
Other	22,581	30,584
	937,878	876,561
Less current maturities	4,170	7,075
	$933,708	$869,486

</TABLE>

In June 1998, the Company issued new 6.3% seven-year notes with a face value of $250,000,000 in a public offering. The notes were sold at a discount of $1,172,500. In July 1998, the Company issued new 6.9% thirty-year debentures with a face value of $150,000,000 in a public offering. The debentures were sold at a discount of $1,500,000. The discounts and related issuance costs will be amortized on a straight-line basis over the respective term of the notes and debentures.

In November 1997, the Company replaced its $550 million revolving credit facility with a new, committed $750 million revolving credit facility with a group of commercial banks that expires November 2002. The agreement provides interest rate options tied to Base Rate, LIBOR, or Money Market indexes and contains certain financial covenants related to interest coverage, funded debt to cash flow, and limitations on subsidiary indebtedness.

In 1997, the Company also arranged for a $75 million revolving credit facility with a commercial bank that expires December 2000. The agreement provides interest rate options tied to LIBOR, Prime, and Federal Funds indexes and contains certain financial covenants related to interest coverage, funded debt to cash flow, and limitations on subsidiary indebtedness. No amounts were outstanding under this facility at December 31, 1999 or 1998.

Scheduled maturities of long-term debt during the five years subsequent to December 31, 1999, are as follows: $4,170,000 in 2000; $14,631,000 in 2001; $321,781,000 in 2002; $199,643,000 in 2003; and none in 2004.

In October 1999, a Canadian subsidiary of the Company entered into a C$100,000,000 loan, renewable annually, with a group of banks. The loan agreement provides interest rate options tied to Prime, Base Rate, LIBOR, and Canadian Banker's Acceptances, and contains financial covenants related to interest coverage, funded debt to cash flow, and limitations on subsidiary indebtedness. The Company's short-term borrowings at December 31, 1999 (which includes the Canadian loan mentioned above) and 1998 totaled $75,696,000 and $40,312,000, respectively, and consisted primarily of notes payable to banks. These notes had a weighted average interest rate of 5.20% at December 31, 1999 and 5.47% at December 31, 1998.

6. INCOME TAXES

The Company records deferred income taxes using enacted tax laws and rates for the years in which the taxes are expected to be paid. Deferred income tax assets and liabilities are recorded based on the differences between the financial reporting and income tax bases of assets and liabilities.

The provision for income taxes from continuing operations consists of the following:

(In thousands)	1999	1998	1997

Current:			
Federal	$96,342	$74,769	$109,804
State	15,855	10,854	21,408
Foreign	16,355	17,020	9,093
	128,552	102,643	140,305
Deferred:			
Federal	11,467	26,309	(8,361)
State	2,596	4,952	(2,269)
Foreign	7,432	(92)	7,938
	21,495	31,169	(2,692)
	$150,047	$133,812	$137,613

The provision for income taxes from continuing operations is based on income from continuing operations before income taxes as follows:

(In thousands)	1999	1998	1997
United States	$322,782	$299,815	$284,116
Foreign	43,142	27,430	39,022
	$365,924	$327,245	$323,138

The provision for income taxes from continuing operations is reconciled with the federal statutory rate as follows:

<TABLE>
<CAPTION>

(In thousands)	1999	1998	1997
<S>	<C>	<C>	<C>
Federal statutory rate	35.0%	35.0%	35.0%
Provision computed at federal statutory rate	$128,073	$114,536	$113,098
State and local taxes, net of federal tax benefit	11,993	10,274	12,440
Nondeductible goodwill from divestitures	--	--	5,652
Other	9,981	9,002	6,423
	$150,047	$133,812	$137,613

</TABLE>

Components of the Company's deferred income tax assets and liabilities at December 31, 1999 and 1998 are as follows:

(In thousands)	1999	1998
Deferred income tax assets:		
Reserves and accrued expenses	$26,067	$24,710
Postretirement benefits	9,515	9,591
Employee compensation programs	15,890	18,205
Deferred revenue	11,517	14,985
Net operating loss carryforwards of subsidiaries	11,066	10,257
Foreign tax credit carryforwards	18,629	13,120
Other	8,318	4,265
	101,002	95,133
Deferred income tax liabilities:		
Data files and other assets	(71,163)	(61,643)
Depreciation	(2,940)	(3,952)
Pension expense	(34,236)	(22,989)
Undistributed earnings of foreign subsidiaries	(28,891)	(20,520)
Other	(8,889)	(9,938)
	(146,119)	(119,042)
Net deferred income tax liability	$(45,117)	$(23,909)

The Company's deferred income tax assets and liabilities at December 31, 1999 and 1998 are included in the accompanying consolidated balance sheets as follows:

(In thousands)	1999	1998
Deferred income tax assets	$28,015	$26,223
Deferred income tax liabilities	(73,132)	(50,132)

Net deferred income tax liability	$(45,117)	$(23,909)

Accumulated undistributed retained earnings of Canadian subsidiaries amounted to approximately $104,515,000 at December 31, 1999. No provision for Canadian withholding taxes or United States federal income taxes is made on these earnings because they are considered by management to be permanently invested in those subsidiaries and, under the tax laws, are not subject to such taxes until distributed as dividends. If the earnings were not considered permanently invested, approximately $5,226,000 of deferred income taxes would have been provided. Such taxes, if ultimately paid, may be recoverable as foreign tax credits in the United States.

7. SHAREHOLDERS' EQUITY

RIGHTS PLAN In 1995, the Company's Board of Directors adopted a Shareholder Rights Plan (Rights Plan). The Rights Plan contains provisions to protect the Company's shareholders in the event of an unsolicited offer to acquire the Company, including offers that do not treat all shareholders equally, the acquisition in the open market of shares constituting control without offering fair value to all shareholders, and other coercive, unfair or inadequate takeover bids and practices that could impair the ability of the Board of Directors to represent shareholders' interests fully. Pursuant to the Rights Plan, the Board of Directors declared a dividend of one Share Purchase Right (a Right) for each outstanding share of the Company's common stock, with distribution to be made to shareholders of record as of November 24, 1995. The Rights, which will expire in November 2005, initially will be represented by, and traded together with, the Company's common stock. The Rights are not currently exercisable and do not become exercisable unless certain triggering events occur. Among the triggering events is the acquisition of 20% or more of the Company's common stock by a person or group of affiliated or associated persons. Unless previously redeemed, upon the occurrence of one of the specified triggering events, each Right that is not held by the 20% or more shareholder will entitle its holder to purchase one share of common stock or, under certain circumstances, additional shares of common stock at a discounted price.

COMPREHENSIVE INCOME Effective with the first quarter 1998, the Company adopted Statement of Financial Accounting Standards No. 130 (SFAS 130), "Reporting Comprehensive Income." SFAS 130 requires the disclosures of the components of comprehensive income (net income plus other changes in equity accounts from non-owner transactions), and accumulated other comprehensive income (the accumulated total of comprehensive income transactions other than net income). The Company has elected to disclose these items in its Consolidated Statements of Shareholders' Equity and has changed the format of those statements to meet the requirements of SFAS 130.

TREASURY STOCK During 1999, 1998, and 1997, the Company repurchased 6,944,000, 4,555,000, and 4,143,000 of its own common shares through open market transactions at an aggregate cost of $210,175,000, $161,797,000, and $129,085,000, respectively. At its January 1999 meeting, the Company's Board of Directors authorized an additional $250,000,000 in share repurchases, and at December 31, 1999, approximately $100 million remained available for future purchases. During 1998 and 1997, the Company reissued 164,000 and 270,000 treasury shares, respectively, in connection with acquisitions (Note 3). In 1998, the Company received 17,000 treasury shares in conjunction with the final settlement of a prior year acquisition.

In 1993, the Company established the Equifax Inc. Employee Stock Benefits Trust to fund various employee benefit plans and compensation programs and transferred 6,200,000 treasury shares to the Trust. In 1994, the Company transferred 600,000 treasury shares to another employee benefits trust. Shares held by the trusts are not considered outstanding for earnings per share calculations until released to the employee benefit plans or programs. During 1999, 364,354 shares were used, with 304,183 shares contributed to the Company's U.S. Retirement Plan and 60,171 shares used for various employee incentive programs. In 1998, 569,655 shares were used for a contribution to the Company's U.S. Retirement Plan, an employee stock purchase plan, and an employee bonus plan. The shares contributed to the U.S. Retirement Plan (390,000 shares) were repurchased by the Company at the current market price and recorded as treasury stock. No shares were used in 1997.

STOCK OPTIONS The Company's shareholders have approved several stock option plans which provide that qualified and nonqualified options may be granted to officers and employees at exercise prices not less than market value on the date of grant. Generally, options vest proportionately over a four-year period and are exercisable for ten years from grant date. Certain of the plans also provide for awards of restricted shares of the Company's common stock. At December 31, 1999, there were 1,563,000 shares available for future option grants and restricted stock awards.

A summary of changes in outstanding options and the related weighted average exercise price per share is shown in the following table. The number of options outstanding and their exercise prices were adjusted pursuant to a formula as a result of the spinoff of ChoicePoint in August 1997. The 1997 grant, cancellation, and exercise information reflects the impact of this adjustment back to January 1, 1997, with the adjustment increasing the number of options outstanding at the beginning of fiscal 1997 by approximately 1,096,000 shares.

(Shares in thousands)	1999 Shares	1999 Average Price	1998 Shares	1998 Average Price	1997 Shares	1997 Average Price
Balance, beginning of year	7,820	$22.40	6,582	$14.89	7,526	$14.62
Adjustment to beginning balance due to spinoff	--	--	--	--	1,096	--
Granted:						
At market price	3,924	$27.62	2,581	$34.90	968	$26.06
In excess of market price	--	--	271	$45.97	119	$35.44
Canceled	(591)	$34.42	(388)	$28.61	(1,434)	$15.81
Exercised	(590)	$13.39	(1,226)	$11.20	(1,693)	$11.45
Balance, end of year	10,563	$24.14	7,820	$22.40	6,582	$14.89
Exercisable at end of year	5,165	$17.95	4,230	$15.35	4,420	$12.53

The following table summarizes information about stock options outstanding at December 31, 1999 (shares in thousands):

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Shares	Weighted Average Remaining Contractual Life in Years	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
$7.09-$16.26	3,052	3.2	$11.42	2,947	$11.24
17.57-24.44	3,437	8.8	$23.13	1,389	$22.78
24.44-36.87	3,432	6.9	$33.29	580	$28.95
37.00-55.12	642	7.9	$41.12	249	$44.79
	10,563	6.5	$24.14	5,165	$17.95

The weighted-average grant-date fair value per share of options granted in 1999, 1998, and 1997 is as follows:

	1999	1998	1997
Grants at market price	$9.95	$13.27	$10.05
Grants in excess of market price	--	$6.63	$6.17

The fair value of options granted in 1999, 1998, and 1997 is estimated on the date of grant using the Black-Scholes option-pricing model based on the following weighted average assumptions:

	1999	1998	1997
Dividend yield	1.4%	1.1%	1.1%
Expected volatility	42.4%	41.9%	41.3%
Risk-free interest rate	5.6%	5.6%	6.3%
Expected life in years	4.0	4.3	4.3

PERFORMANCE SHARE PLAN   The Company has a performance share plan for certain key officers that provides for distribution of the Company's common stock at the end of three-year measurement periods based on the growth in earnings per share and certain other criteria. Recipients may elect to receive up to 50% of their distribution in cash based on the Company's common stock price at the end of the measurement period. Units outstanding at July 31, 1997 were increased by 14.6% to reflect the impact of the ChoicePoint spinoff. The total expense under the plan was a credit to expense of $900,000 in 1999, and a charge to expense of $4,213,000 in 1998 and $11,022,000 in 1997. At December 31, 1999, 913,482 shares of common stock were available for future awards under the plan. Units awarded during the year were 177,000 in 1999, 187,000 in 1998, and 190,000 in 1997.

Award-date fair value per unit was $36.88 in 1999, $32.69 in 1998, and $29.50 in 1997. Units outstanding at December 31 were 443,412 in 1999, 489,753 in 1998, and 809,600 in 1997.

PRO FORMA INFORMATION In accordance with the provisions of Statement of Financial Accounting Standards, "Accounting for Stock-Based Compensation" (SFAS No. 123), the Company has elected to apply APB Opinion No. 25 and related interpretations in accounting for its stock option and performance share plans. Accordingly, the Company does not recognize compensation cost in connection with its stock option plans and records compensation expense related to its performance share plan based on the current market price of the Company's common stock and the extent to which performance criteria are being met. If the Company had elected to recognize compensation cost for these plans based on the fair value at grant date as prescribed by SFAS No. 123, net income and net income per share would have been reduced to the pro forma amounts indicated in the table below (in thousands, except per share amounts):

	1999		1998		1997	
	Reported	Pro forma	Reported	Pro forma	Reported	Pro forma
Net income	$215,857	$201,006	$193,433	$184,690	$183,737	$182,239
Net income per share (basic)	$1.57	$1.46	$1.37	$1.31	$1.27	$1.26
Net income per share (diluted)	$1.55	$1.44	$1.34	$1.28	$1.24	$1.23

Because the SFAS No. 123 fair value disclosure requirements apply only to options and performance share units granted after December 31, 1994, the resulting pro forma compensation cost may not be representative of that to be expected in future years.

8. EMPLOYEE BENEFITS

In 1998, the Company adopted Statement of Financial Accounting Standards No. 132, "Employers' Disclosures about Pensions and Other Postretirement Benefits." This statement revises employers' disclosures about pension and other postretirement benefit plans. It does not change the measurement or recognition of these plans.

U.S. RETIREMENT PLAN The Company has a non-contributory qualified retirement plan covering most U.S. salaried employees. Benefits are primarily a function of salary and years of service. A reconciliation of the benefit obligation, plan assets, and funded status of the plan is as follows (in thousands):

Change in benefit obligation	1999	1998
Benefit obligation at beginning of year	$411,689	$388,859
Service cost	5,089	4,351
Interest cost	27,587	27,562
Actuarial (gain) loss	(24,085)	21,638
Curtailments	(3,912)	--
Benefits paid	(29,269)	(30,721)
Benefit obligation at end of year	$387,099	$411,689

Change in plan assets	1999	1998
Fair value of plan assets at beginning of year	$455,727	$435,005
Actual return on plan assets	64,137	33,443
Employer contribution	10,000	18,000
Benefits paid	(29,270)	(30,721)
Fair value of plan assets at end of year	$500,594	$455,727
Funded status	$113,495	$44,038
Unrecognized actuarial (gain) loss	(39,300)	9,262
Unrecognized prior service cost	512	1,027
Prepaid pension cost	$74,707	$54,327

<CAPTION>

Assumptions used in accounting for the plan are as follows:	1999	1998
Discount rate	7.75%	6.75%
Expected return on plan assets	9.50%	9.50%
Rate of compensation increase	4.25%	4.25%

</TABLE>

Net pension income for the plan includes the following (income) expense components:

<TABLE>
<CAPTION>

(In thousands)	1999	1998	1997
Service cost	$ 5,089	$ 4,351	$ 5,266
Interest cost	27,587	27,562	26,735
Expected return on plan assets	(40,066)	(34,588)	(32,835)
Amortization of prior service cost	429	846	1,293
Recognized actuarial loss	407	1,517	--
Curtailment gain	(3,827)	--	(17,118)
Amortization of transition obligation	--	--	(62)
Net pension income	$(10,381)	$ (312)	$(16,721)

</TABLE>

The 1999 curtailment gain of $3,827,000 was recognized in the fourth quarter and resulted from workforce reductions related to outsourcing certain administrative and data processing functions and the sale of three risk management offices. Net pension income in 1997 includes income allocated to discontinued operations totaling $16,707,000, of which $17,118,000 related to a curtailment gain resulting from the spinoff of ChoicePoint (see Note 2).

At December 31, 1999, the plan's assets included 1,284,538 shares of the Company's common stock with a market value of approximately $30,267,000.

FOREIGN RETIREMENT PLANS The Company maintains a defined benefits plan for most salaried employees in Canada. The aggregate fair market value of the Canadian plan assets approximates that plan's projected benefit obligation, which totaled $25,701,000 and $26,021,000 at December 31, 1999 and 1998, respectively. Prepaid pension cost for this plan was $12,027,000 and $4,191,000 at December 31, 1999 and 1998, respectively. The Company also maintains defined contribution plans for certain employees in the United Kingdom.

SUPPLEMENTAL RETIREMENT PLAN The Company maintains a supplemental executive retirement program for certain key employees. The plan, which is unfunded, provides supplemental retirement payments based on salary and years of service. The expense for this plan was $3,087,000 in 1999, $4,182,000 in 1998, and $3,691,000 in 1997. The accrued liability for this plan at December 31, 1999 and 1998 was $26,371,000 and $28,474,000, respectively, and is included in other long-term liabilities in the accompanying consolidated balance sheets.

EMPLOYEE RETIREMENT SAVINGS PLAN The Company's retirement savings plans provide for annual contributions, within specified ranges, determined at the discretion of the Board of Directors for the benefit of eligible employees in the form of cash or shares of the Company's common stock. Expense for these plans was $5,170,000 in 1999, $3,346,000 in 1998, and $3,294,000 in 1997.

POSTRETIREMENT BENEFITS The Company maintains certain unfunded healthcare and life insurance benefit plans for eligible retired employees. Substantially all of the Company's U.S. employees may become eligible for these benefits if they reach normal retirement age while working for the Company and satisfy certain years of service requirements. The Company accrues the cost of providing these benefits over the active service period of the employee. Expense for these plans was $1,480,000 in 1999, $1,969,000 in 1998, and $1,690,000 in 1997. The accrued liability for these plans at December 31, 1999 and 1998 was $24,386,000 and $24,680,000, respectively, and is included in other long-term liabilities in the accompanying consolidated balance sheets.

9. COMMITMENTS AND CONTINGENCIES

Leases The Company's operating leases involve principally office space and office equipment. Rental expense relating to these leases was $47,376,000 in 1999, $46,087,000 in 1998, and $38,779,000 in 1997.

Future minimum payment obligations for noncancelable operating leases exceeding one year are as follows as of December 31, 1999:

(In thousands)	Amount
2000	$35,240
2001	27,729

2002	19,476
2003	14,296
2004	12,854
Thereafter	117,915
	$227,510

AGREEMENT WITH COMPUTER SCIENCES CORPORATION The Company has an agreement with Computer Sciences Corporation (CSC) under which CSC-owned credit bureaus and certain CSC affiliate bureaus utilize the Company's credit database service. CSC and these affiliates retain ownership of their respective credit files and the revenues generated by their credit reporting activity. The Company receives a processing fee for maintaining the database and for each report supplied. The initial term of the agreement expired in July 1998 and was renewable at the option of CSC for successive ten-year periods. CSC has renewed the agreement for the ten-year period beginning August 1, 1998. The agreement provides CSC with an option to sell its credit reporting businesses to the Company and provides the Company with an option to purchase CSC's credit reporting businesses if CSC does not elect to renew the agreement or if there is a change in control of CSC while the agreement is in effect. Both options expire in 2013. As of August 1, 1998, the option price is determined by appraisal.

On November 25, 1997, CSC exercised an option, also contained in the agreement, to sell its collection businesses to the Company at a purchase price of approximately $38 million. Subsequent to November 25, 1997, the Company determined that the fair value of the business being sold (based on its estimated discounted cash flows) was less than the contractual purchase price because a major contract expiring in 1998 would not be renewed. Accordingly, in the fourth quarter of 1997, the Company recorded a $25,000,000 charge ($14,950,000 after tax, or $.10 per share) to reflect a valuation loss on this acquisition, with a corresponding $25,000,000 liability included in other current liabilities. This transaction was finalized in the second quarter of 1998, and the $25,000,000 liability was reclassified to reduce the amount of goodwill recorded with the acquisition. In October 1998, this business was sold for approximately the carrying amount of its net assets.

DATA PROCESSING SERVICES AGREEMENTS The Company has separate ten-year agreements with IBM and EDS which outsource portions of its computer data processing operations and related functions, and expire in 2008 and 2009, respectively. The estimated aggregate contractual obligation remaining under these agreements is approximately $900 million as of December 31, 1999. However, this amount could be more or less depending on various factors such as the inflation rate, the introduction of significant new technologies, or changes in the Company's data processing needs as a result of acquisitions or divestitures. Under certain circumstances (e.g., a change in control of the Company, or for the Company's convenience), the Company may terminate either agreement. However, the agreements provide that the Company must pay a significant termination charge in the event of such a termination.

CHANGE IN CONTROL AGREEMENTS The Company has agreements with nineteen of its officers which provide certain severance pay and benefits in the event of a termination of the officer's employment under certain circumstances following a "change in control" of the Company. "Change in control" is defined as the accumulation by any person, entity, or group of 20% or more of the combined voting power of the Company's voting stock or the occurrence of certain other specified events. In the event of a "change in control," the Company's performance share plan provides that all shares designated for future distribution will become fully vested and payable, subject to the achievement of certain levels of growth in earnings per share and certain other criteria. At December 31, 1999, the maximum contingent liability under the agreements and plans was approximately $22,126,000.

LITIGATION A number of lawsuits seeking damages are brought against the Company each year, largely as a result of reports issued by the Company. The Company provides for estimated legal fees and settlements relating to pending lawsuits. In the opinion of management, the ultimate resolution of these matters will not have a materially adverse effect on the Company's financial position, liquidity, or results of operations.

10. QUARTERLY FINANCIAL DATA (UNAUDITED)

Quarterly operating revenue and operating income by reportable segment (Note 11) and other summarized quarterly financial data for 1999 and 1998 are as follows (in thousands, except per share amounts; 1998 amounts have been restated to conform to the 1999 presentation):

<TABLE>
<CAPTION>

1999	First	Second	Third	Fourth
<S>	<C>	<C>	<C>	<C>
Operating revenue:				
North American Information Services	$191,992	$196,835	$189,253	$190,366
Payment Services	151,129	163,602	175,084	190,837

Equifax Europe		46,053	47,220	45,038	50,111
Equifax Latin America		29,921	32,520	32,581	30,516
Other		2,409	2,409	2,409	2,409
		$421,504	$442,586	$444,365	$464,239
Operating income (loss):					
North American Information Services		$65,679	$71,696	$71,721	$72,428
Payment Services		28,637	30,607	34,756	41,529
Equifax Europe		(1,688)	(1,289)	242	4,419
Equifax Latin America		4,187	5,047	7,447	6,273
Other		2,217	2,217	2,217	2,217
		99,032	108,278	116,383	126,866
General Corporate Expense		(10,222)	(11,398)	(4,214)	(10,186)
		$88,810	$96,880	$112,169	$116,680
Net income		$43,901	$52,106	$58,098	$61,772
Per common share (basic):					
Net income	(1)	$0.32	$0.38	$0.42	$0.46
Per common share (diluted):					
Net income		$0.31	$0.37	$0.42	$0.45

<CAPTION>

1998		First	Second	Third	Fourth
<S>		<C>	<C>	<C>	<C>
Operating revenue:					
North American Information Services		$180,307	$194,127	$200,355	$194,264
Payment Services		117,963	132,504	142,323	173,331
Equifax Europe		36,746	46,458	50,829	38,212
Equifax Latin America		15,669	17,966	29,498	40,790
Other		2,409	2,409	2,409	2,409
		$353,094	$393,464	$425,414	$449,006
Operating income (loss):					
North American Information Services		$61,864	$68,069	$69,107	$67,549
Payment Services		19,235	23,970	27,510	38,600
Equifax Europe		3,155	4,732	6,724	(17,352)
Equifax Latin America		4,186	4,346	6,046	6,830
Other		2,215	2,217	2,217	2,217
		90,655	103,334	111,604	97,844
General Corporate Expense		(9,661)	(11,151)	(11,957)	(5,016)
		$80,994	$92,183	$99,647	$92,828
Net income		$44,735	$50,632	$53,529	$44,537
Per common share (basic):					
Net income	(1)	$0.32	$0.36	$0.38	$0.32
Per common share (diluted):					
Net income		$0.31	$0.35	$0.37	$0.31

</TABLE>

1 Quarterly per share amounts do not add to the amounts shown in the consolidated statements of income due to rounding.

11. SEGMENT INFORMATION

Effective January 1, 1998, the Company adopted Statement of Financial Accounting Standards No. 131 (SFAS 131), "Disclosures About Segments of an Enterprise and Related Information." In the first quarter of 1999, the Company changed its segment reporting structure to more closely match

management's internal reporting of business operations. Significant changes included moving the check solutions businesses in Canada and the U.K. (previously in the North American and Europe segments, respectively) into Payment Services, and moving the operations of Equifax Secure, which is developing authentication and digital certificate services, from General

Corporate Expense to the North American segment. The 1998 and 1997 segment data has been restated to conform with the current year presentation.

The Company's operations are primarily organized by its two major product groups, information services and payment services. Information services are organized in three reportable segments based on geographic region (North America, Europe, and Latin America), while payment services are contained in one reportable segment. The accounting policies of the segments are the same as those described in the Company's summary of significant accounting and reporting policies (Note 1). The Company evaluates the segment performance based on its operating income before unusual items. Intersegment sales and transfers are not material.

A description of segment product and services is as follows:

NORTH AMERICAN INFORMATION SERVICES Consumer credit information; credit card marketing services; risk management and collection services; locate services; fraud detection and prevention services; mortgage loan origination information; analytics and consulting; commercial credit reporting in Canada; internet identity verification and digital certificate services; and through May 1997, PC-based marketing systems, geo-demographic systems, and mapping tools.

PAYMENT SERVICES Credit and debit card authorization and processing; credit card marketing enhancement; software products to manage credit card, merchant, and collection processing; and check guarantee and verification services.

EQUIFAX EUROPE Consumer and commercial credit information and marketing services, credit scoring and modeling services, and auto lien information.

EQUIFAX LATIN AMERICA Consumer and commercial credit information and other commercial, financial, and consumer information.

OTHER Lottery services.

Segment information for 1999, 1998, and 1997 is as follows (dollars in thousands):

<TABLE>
<CAPTION>

	1999		1998		1997	
	Amount	%	Amount	%	Amount	%
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Operating revenue:						
North American Information Services	$768,446	43 %	$769,053	47 %	$703,368	51 %
Payment Services	680,652	38	566,121	35	486,534	36
Equifax Europe	188,422	11	172,245	11	137,732	10
Equifax Latin America	125,538	7	103,923	6	28,818	2
Other	9,636	1	9,636	1	9,635	1
	$1,772,694	100 %	$1,620,978	100 %	$1,366,087	100 %
Operating income:						
North American Information Services	$281,524	63 %	$266,589	66 %	$241,262	66 %
Payment Services	135,529	30	109,315	27	85,217	23
Equifax Europe	1,684	-	(2,741)	-	23,458	6
Equifax Latin America	22,954	5	21,408	5	9,208	3
Other	8,868	2	8,866	2	8,868	2
	450,559	100 %	403,437	100 %	368,013	100 %
General Corporate Expense	(36,020)		(37,785)		(44,105)	
Valuation Loss (Note 9)	--		--		(25,000)	
	$414,539		$365,652		$298,908	
Total assets at December 31:						
North American Information Services	$ 612,002	33 %	$ 553,809	30 %	$ 451,487	38 %
Payment Services	499,646	27	491,821	27	276,573	24
Equifax Europe	297,048	16	326,865	18	223,415	19
Equifax Latin America	277,015	15	341,834	19	115,617	10
Other	3,951	-	3,517	-	4,227	-
Corporate	150,119	9	110,949	6	105,785	9
	$1,839,781	100 %	$1,828,795	100 %	$1,177,104	100 %

<CAPTION>

	1999	1998	1997

<S> <C> <C> <C>

Depreciation and amortization:			
North American Information Services	$45,818	$42,035	$38,563
Payment Services	35,628	28,279	19,552
Equifax Europe	21,405	15,362	9,042
Equifax Latin America	16,430	12,513	4,736
Other	768	768	768
Corporate	5,214	4,868	4,408
	$125,263	$103,825	$77,069

</TABLE>

<TABLE>
<CAPTION>
<S> <C> <C> <C>

Capital expenditures excluding property and equipment and other assets acquired in acquisitions:			
North American Information Services	$38,345	$36,618	$30,719
Payment Services	51,052	43,835	26,358
Equifax Europe	15,590	25,028	13,160
Equifax Latin America	10,108	4,874	4,771
Other	--	--	--
Corporate	5,776	8,977	11,031
	$120,871	$119,332	$86,039

</TABLE>

Financial information by geographic area is as follows:

<TABLE>
<CAPTION>

	1999		1998		1997	
	Amount	%	Amount	%	Amount	%
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Operating revenue based on location of customer:						
United States	$1,233,983	70 %	$1,174,733	72 %	$1,057,032	78 %
Canada	97,251	5	96,628	6	100,943	7
United Kingdom	198,333	11	184,161	12	166,099	12
Brazil	115,985	7	62,253	4	--	-
Other	127,142	7	103,203	6	42,013	3
	$1,772,694	100 %	$1,620,978	100 %	$1,366,087	100 %
Long-lived assets at December 31:						
United States	$557,960	45 %	$511,482	39 %	$421,559	54 %
Canada	107,687	9	96,840	7	60,521	8
United Kingdom	212,651	17	215,254	16	184,755	24
Brazil	220,298	18	347,355	27	--	--
Other	131,752	11	137,499	11	109,337	14
	$1,230,348	100 %	$1,308,430	100 %	$776,172	100 %

</TABLE>