VIAD CORP

FORM 10-K405

(Annual Report (Regulation S-K, item 405))

Filed 3/26/1998 For Period Ending 12/31/1997

Address	1850 NORTH CENTRAL AVE SUITE 800
	PHOENIX, Arizona 85004-4545
Telephone	(602) 207-4000
CIK	0000884219
Industry	Business Services
Sector	Services
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 1997
Commission File Number 001-11015

VIAD CORP

(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	36-1169950 (I.R.S. Employer Identification No.)
Viad Tower, Phoenix, Arizona (Address of principal executive offices)	85077 (Zip Code)

Registrant's telephone number, including area code:
602-207-4000

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

Title of each class	Name of each exchange on which registered
Common Stock, $1.50 par value	New York Stock Exchange
$4.75 Preferred Stock (stated value $100 per share)	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

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, 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 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/

As of March 13, 1998, 99,167,866 shares of Common Stock ($1.50 par value) were outstanding and the aggregate market value of the common Stock (based on its closing price per share on such date) held by nonaffiliates was approximately $2.34 billion.

DOCUMENTS INCORPORATED BY REFERENCE

Documents	Where Incorporated
A portion of Proxy Statement for Annual Meeting of Shareholders to be held May 12, 1998	Part III

PART I

ITEM 1. BUSINESS.

Viad Corp ("Viad" or the "Corporation") is comprised of operating companies and a division which constitute a diversified services business. Most of Viad's services are provided to businesses for use by their customers. Accordingly, the Corporation markets its services to approximately 52,000 retail and financial locations in the U.S. (money orders), numerous trade show organizers and exhibitors (convention and exhibit services), 80 domestic and international airlines (in-flight food service), and others. Occupying the number one or number two position in many of the markets in which they compete, the Corporation's businesses seek to provide quality, convenient and cost-effective services with a discernible difference to the ultimate users and thereby be considered a value-added provider by Viad's business customers.

Viad's services are classified into three principal business segments, namely (1) Airline Catering and Services, (2) Convention Services, and (3) Travel and Leisure and Payment Services. A description of each of the Viad business segments and recent developments in each follows:

VIAD SEGMENTS

Viad is built around several company groups which are leading competitors in their businesses, including companies engaged in airline catering (Dobbs International Services), airplane fueling and ground-handling (Aircraft Service International), convention and exhibit services (GES Exposition Services and Exhibitgroup/Giltspur), payment services (Travelers Express), contract foodservices (Restaura), cruise ship and airport duty-free businesses (Greyhound Leisure Services), and travel tour services (Brewster Transport).

AIRLINE CATERING AND SERVICES

Airline catering, aircraft fueling and certain other ground-handling operations are conducted through the Dobbs International Services and Aircraft Service International groups of companies. Dobbs International, which has been conducting airline catering operations since 1941, is the second largest domestic in-flight caterer. At the end of 1997, Dobbs International's in-flight catering operations were preparing and providing in-flight meals and beverages to more than 80 domestic and international airlines at 46 airports in the United States and 5 airports in foreign countries. Dobbs International prepares approximately 140 million meals or snacks per year. Dobbs International has been involved in a "Quality Improvement Process" for many years and has been recognized for its innovations by its customers and suppliers. Dobbs International's five largest customers are United Airlines, Delta, American, Northwest and US Airways. Dobbs International and/or its predecessors have provided airline catering services to these customers for over 50 years, on average. In January 1997, Dobbs International acquired a flight kitchen and certain customers at the Miami International Airport.

The Aircraft Service International group of companies provides certain ground-handling services such as aircraft fueling, aircraft cleaning and baggage handling for major domestic and international airlines at 33 airports throughout the United States and in Freeport, Bahamas, London, England, and Munich, Germany.

Dobbs International and Aircraft Service International are focused on providing high quality service to meet the needs of the airline industry.

CONVENTION SERVICES

Convention services are provided by the Corporation's GES Exposition and Exhibitgroup/Giltspur companies.

GES Exposition ("GES"), the nation's leading supplier of convention services to trade associations and exhibitors, provides tradeshow design and planning, decorating, exhibit design, preparation, installation and dismantling, custom graphics, furnishings, audio visual, electrical, transportation and management services for conventions, tradeshows and special events. GES provides convention services through a network of offices in North America's most active and popular tradeshow service markets, and is also an official contractor for Softbank/Interface, the largest independent producer of trade shows in the world and the operator of ComDex, the largest trade show in North America.

Exhibitgroup/Giltspur ("EXG") operates the largest exhibit and display business in the world. EXG is a designer, builder and installer of convention and tradeshow exhibits and displays with locations in 29 U.S. cities and one Canadian city, and networking with associates in 47 countries. The company also offers exhibition marketing, planning and strategy services with a program of implementation including advertising, multimedia, video and event design. EXG is operated as a division of Viad, and consists of merged operations formerly conducted by Exhibitgroup Inc. and by Giltspur Inc., a company acquired in October 1995.

TRAVEL AND LEISURE AND PAYMENT SERVICES

Viad's payment services business is conducted by the Travelers Express group of companies which engages in the sale of money orders to the public through approximately 52,000 retail and financial locations in the United States and Puerto Rico. Travelers Express is one of the nation's leading issuers of money orders, processing approximately 275 million money orders in 1997. Travelers Express also provides processing of official checks (used by financial institutions in place of their own bank check or cashier's check) and share drafts (the credit union industry's version of a personal check) for approximately 5,000 banks, credit unions and other financial institutions. In addition, Travelers Express provides in-person bill payment services for utility companies and bill payment processing services for financial institutions. In 1997, Travelers Express also introduced FlashPay, a new type of in-person utility bill payment service, in a pilot in New York City, expanding the company's bill payment products to three. In January 1997, Travelers Express acquired the Minnesota-based business of First State Marketing Corp. ("FSMC"), a leading high-volume check processor specializing in the processing of refund and rebate checks, WIC drafts, gift certificates and other financial instruments, and also acquired the money order business of National Express Corporation, an Oklahoma-based company. Game Financial Corporation ("Game Financial") was acquired in December 1997. Game Financial is a provider of cash access services, including credit card advances, check cashing and ATM services, to approximately 90 casinos in the gaming industry. The FSMC and Game Financial acquisitions provide new products for Travelers Express and provide an opportunity for Travelers Express and the acquired companies to cross-sell their existing products and services.

Travel and leisure services are provided by the Greyhound Leisure Services, Brewster Transport and Restaura business units.

Greyhound Leisure Services operates 126 duty-free concessions onboard cruise ships operating primarily in North American, Caribbean and European waters, and also operates duty-free shops at the Miami and Fort Lauderdale/Hollywood, Florida international airports. The company also conducts a wholesale export operation.

Brewster Transport Company Limited, an Alberta, Canada corporation, operates tour and charter buses in the Canadian Rockies, and engages in travel agency, hotel and snocoach tour operations. Brewster owns and operates 92 intercity coaches and 10 transit buses, as well as 17 snocoaches which transport sightseers on tours of the glaciers of the Columbia Icefield.

The Restaura group of companies' contract foodservice division serves meals to workers at approximately 170 locations, including employees of major companies such as General Motors and Ford, through cafeteria, executive dining room and vending operations at large industrial complexes, high density office buildings, universities and other similar facilities. Restaura also acts as the prime concessionaire for all food and beverage services at the America West Arena in Phoenix, Arizona, and operates 7 historic lodges in and around Glacier National Park in Montana and Canada. Restaura has expanded its sports arena activities by entering into a concession agreement, commencing in late March 1998, to provide food and beverage services at Bank One Ballpark, when the Arizona Diamondbacks major league baseball team begins play in its new stadium.

COMPETITION

The Corporation's businesses generally compete on the basis of price, value, quality, discernable difference, convenience and service, and encounter substantial competition from a large number of providers of similar services, including numerous well-known local, regional and national companies, private payment service companies and the U.S. Postal Service (money orders), many of which have greater resources than the Corporation. Travelers Express also competes on the basis of quality and magnitude of sales outlet locations, business automation, technology and automated controls for money order issuance, and Dobbs International also competes on the basis of reliability, condition of kitchen facilities and truck fleet, and on-time record. The U.S. Postal Service and First Data Corporation are the principal competition of Travelers Express, and SC International Services, Inc. (LSG Sky Chefs/Caterair) is the principal competitor of Dobbs International. On a national basis, Freeman Decorating Company is the principal competitor of GES Exposition, and George P. Johnson is the principal competitor of Exhibitgroup/Giltspur.

PATENTS AND TRADEMARKS

United States patents are currently granted for a term of 20 years from the date a patent application is filed. The Viad companies own a number of patents which give them competitive advantages in the marketplace, including a number of patents owned by Exhibitgroup/Giltspur covering exhibit systems and by Travelers Express for automated money order dispensing systems. The Travelers Express patents cover security, automated reporting and control, and other features which are important in the issuance of money orders.

United States trademark registrations are for a term of 10 years, renewable every 10 years as long as the trademarks are used in the regular course of trade. The Viad companies maintain a portfolio of trademarks representing substantial goodwill in the businesses using the marks. Many trademarks used by Viad and its subsidiaries, including the DOBBS, DOBBS INTERNATIONAL SERVICES, EXHIBITGROUP/GILTSPUR, GES and TRAVELERS EXPRESS service marks, have substantial importance and value. Certain rights in software held by Travelers Express and its subsidiaries also provide competitive advantage.

GOVERNMENT REGULATION

Compliance with legal requirements and government regulations are a day-to-day integral part of the Corporation's operations and represent a normal cost of doing business. Food safety and airport security regulations are of importance to Dobbs International and the Aircraft Service companies; financial transaction reporting and state banking department regulations affect Travelers Express; and state gaming department regulations affect Game Financial, a Travelers Express subsidiary. Environmental, labor and employment and other regulations affect virtually all operations. As is the case with many companies, the Corporation faces exposure to actual or potential claims and lawsuits involving environmental matters. Although the Corporation is a party to certain environmental disputes, the Corporation believes that any liabilities resulting therefrom, after taking into consideration amounts already provided for, exclusive of any potential insurance recoveries, will not have a material effect on the Corporation's financial position or results of operations.

EMPLOYEES

EMPLOYMENT AT DECEMBER 31, 1997

SEGMENT	APPROXIMATE NUMBER OF EMPLOYEES	EMPLOYEES COVERED BY COLLECTIVE BARGAINING AGREEMENTS
Airline Catering and Services	14,900	9,600
Convention Services	4,600	2,100
Travel and Leisure and Payment Services	4,700	1,500

Viad believes that relations with its employees are satisfactory and that collective bargaining agreements expiring in 1998 will be renegotiated in the ordinary course of business without adverse effect on Viad's operations.

Viad had approximately 150 employees at its corporate center at December 31, 1997, providing management, financial and accounting, tax, administrative, legal and other services to its operating units and handling residual matters pertaining to businesses previously discontinued or sold by the Corporation. Viad is managed by a Board of Directors comprised of seven nonemployee directors and one employee director and has an executive management team consisting of seven Viad officers (including the one employee director) and four principal executives of significant operating divisions or companies.

SEASONALITY

The first quarter is normally the slowest quarter of the year for Viad. Due to increased leisure travel during the summer and year-end holidays, Viad's airline catering and travel and leisure operations generally experience peak activity at these times. Convention service companies generally experience increased activity during the first half of the year. As a result of these factors, Viad's 1997 quarterly earnings per share from continuing operations (on the diluted basis), as a percentage of the full year's earnings, were approximately 11% (first quarter), 27% (second quarter), 35% (third quarter), and 27% (fourth quarter). See Note S of Notes to Consolidated Financial Statements.

DISCONTINUED OPERATIONS

Viad is successor to The Greyhound Corporation, a corporation formed in 1926 which owned and operated Greyhound Lines, the nation's largest intercity bus transportation company. Since that time, the Corporation has diversified into a multi-industry business which sold the bus transportation company in 1987, and evolved into a consumer products and services company, and now to a services company.

Viad's evolution as a company now primarily focused on providing services to businesses was essentially completed in August 1996 with the spin-off of its consumer products business, now conducted under the name The Dial Corporation. In effecting the spin-off, the holders of common stock of Viad received a distribution of one share of common stock of The Dial Corporation for each share of Viad common stock. The evolution was furthered in 1997 with the sale of the Star/Ship Atlantic in March 1997, followed by the sale of Premier Cruise Lines, Ltd. in April 1997, as the Corporation exited the cruise line industry.

See Notes A, D and E of Notes to Consolidated Financial Statements for further information concerning Discontinued Operations.

OTHER MATTERS

In addition to exiting the cruise line industry in April 1997, the Corporation also continued to dispose of other noncore assets and businesses throughout 1997. In May 1997, the Corporation sold its corporate headquarters building, leasing back the space it occupies, and in October 1997, two small British travel companies were sold. (See Note Q of Notes to Consolidated Financial Statements for further information.)

SHELF REGISTRATION

The Corporation has a shelf registration on file with the Securities and Exchange Commission covering $500 million of debt and equity securities. To date, no securities have been offered under the registration.

BUSINESS SEGMENTS

Principal business segment information is set forth in Exhibit 13 attached hereto and made a part hereof.

ITEM 2. PROPERTIES.

Viad and its subsidiaries operate service or production facilities and maintain sales and service offices in the United States, Canada and the United Kingdom. The Corporation also conducts business in certain other foreign countries.

Viad's headquarters are located at Viad Tower in Phoenix, Arizona. Viad leases 7 floors (consisting of approximately 159,000 square feet) and in addition utilizes approximately 30,000 square feet on a rent-free basis to provide building amenities such as food service and fitness facilities.

AIRLINE CATERING AND SERVICES operates 9 administrative offices (including Dobbs International's corporate headquarters located in Memphis, Tennessee), 33 airline service locations and 64 catering kitchens. All of the properties are in the United States, except for 2 office/airline service locations and 5 catering kitchens which are located in foreign countries. Twelve of the catering kitchens are owned. All other properties are leased, except for 2 catering kitchens and five airline service locations which are provided by airlines to which services are rendered.

The catering kitchens, aggregating approximately three million square feet, are located at or near major airports. Actual sizes of the kitchens vary, depending on the number of meals to be produced at each location. In January 1997, Dobbs International acquired a flight kitchen at the Miami International Airport. In mid-1997, Dobbs International completed the construction of a kitchen at Philadelphia International Airport and most recently completed construction of a 130,000 square foot kitchen in San Francisco.

CONVENTION SERVICES operates 28 offices and 86 multi-use facilities (exhibit construction, office and/or warehouse). The principal facilities, used in the design and production of exhibits and in connection with providing trade show and exposition services, range in size from approximately 100,000 square feet to 475,000 square feet. All of the properties are in the United States, except for 4 offices and 9 smaller warehouse facilities which are located in Canada. Two of the warehouses are owned; all other properties are leased.

The corporate office for GES Exposition is in Las Vegas, Nevada, while Exhibitgroup/Giltspur's corporate office is located in Roselle, Illinois.

TRAVEL AND LEISURE AND PAYMENT SERVICES operates 16 offices, 6 retail gift shops, 147 duty-free shops (located in airports and onboard cruise ships), 8 warehouses, 3 bus terminals, 4 garages and 9 hotels/lodges (with approximately 900 rooms, and ancillary foodservice and recreational facilities), an icefield tour facility and 19 foodservice facilities. In addition, 155 foodservice facilities are made available by firms to which services are provided. All of the properties are in the United States, except for 1 foodservice facility, the bus terminals, garages, icefield tour facility, and 3 hotels/lodges, which are located in Canada. Approximately 126 duty-free shops are operated onboard cruise ships in international waters. Travel and Leisure and Payment Services owns 4 hotels/lodges and 5 more are operated pursuant to a concessionaire agreement. Three foodservice facilities, 1 bus terminal and 3 garages are owned; all other properties are leased. The icefield tour facility is jointly owned and operated with Parks Canada.

Travelers Express' corporate offices are located in Minneapolis, Minnesota. Travelers Express operates three payment services processing centers, two of which are located in Minneapolis and one in Texas. All the facilities occupied by Travelers Express and its subsidiaries are leased.

Management believes that Viad's facilities in the aggregate are adequate and suitable for their purposes and that capacity is sufficient for current needs.

ITEM 3. LEGAL PROCEEDINGS.

Several shareholder derivative complaints were filed in the Delaware Court of Chancery in late December 1995 and early January 1996 against members of the Corporation's Board of Directors and against the Corporation as a nominal defendant. The complaints variously allege fraud, negligence, mismanagement, corporate waste, breaches of fiduciary duty, and seek equitable relief and recovery from or on behalf of the Corporation for compensatory and other damages incurred by the Corporation as a result of alleged payment of excessive compensation, improper investments, or other improper activities. Viad and its counsel believe the claims are without merit.

In addition, the Corporation and certain subsidiaries are plaintiffs or defendants to various other actions, proceedings and pending claims, including pending or potential claims by or on behalf of approximately 6,500 former railroad workers claiming asbestos-related health conditions from exposure to railroad equipment made by former subsidiaries. Certain of these pending legal actions are or purport to be class actions. Some of the foregoing involve, or may involve, compensatory, punitive or other damages. Litigation is subject to many uncertainties and it is possible that some of the legal actions, proceedings or claims referred to above could be decided against the Corporation. Although the amount of liability at December 31, 1997, with respect to these matters is not ascertainable, Viad believes that any resulting liability will not have a material effect on the Corporation's financial position or results of operations.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITYHOLDERS.

No matters were submitted to a vote of securityholders during the fourth quarter of 1997.

OPTIONAL ITEM. EXECUTIVE OFFICERS OF REGISTRANT.

The names, ages and positions of the executive officers of the Corporation as of March 13, 1998, are listed below:

NAME	AGE	OFFICE	EXECUTIVE POSITION HELD SINCE
Robert H. Bohannon	53	Chairman of the Board, President and Chief Executive Officer of the Corporation	1997
L. Gene Lemon	57	Vice President-Administration of the Corporation	1979
Ronald G. Nelson	56	Vice President-Finance and Treasurer of the Corporation	1987
Peter J. Novak	58	Vice President and General Counsel of the Corporation	1996
Scott E. Sayre	51	Secretary and Associate General Counsel of the Corporation	1997
Richard C. Stephan	58	Vice President-Controller of the Corporation	1980
Wayne A. Wight	55	Vice President-Corporate Development of the Corporation	1998
Charles J. Corsentino	51	President and Chief Executive Officer of Exhibitgroup/Giltspur, a division of the Corporation	1991
Frederick J. Martin	63	President and Chief Executive Officer of Dobbs International Services, Inc., a subsidiary of the Corporation	1985
Philip W. Milne	39	President and Chief Executive Officer of Travelers Express Company, Inc., a subsidiary of the Corporation	1996
Paul B. Mullen	43	President and Chief Executive Officer of GES Exposition Services, Inc.,	1996

a subsidiary of the
Corporation

Each of the foregoing officers, with the exceptions set forth below, has served in the same, similar or other executive positions with Viad or its subsidiaries for more than the past five (5) years.

Prior to January 1997, Mr. Bohannon served as President and Chief Operating Officer of the Corporation since August 15, 1996. Prior thereto he was President and Chief Executive Officer of Travelers Express Company, Inc. since 1993, and prior to that was a senior officer at Marine Midland Bank of Buffalo, New York.

Prior to February 1996, Mr. Novak was Deputy General Counsel of the Corporation, and prior to serving in that position was Group General Counsel of Registrant.

Prior to August 1996, Mr. Milne was Vice President-General Manager-Retail Payment Products of Travelers Express Company, Inc., since May 15, 1993, and prior thereto served in similar executive capacities at Travelers Express Company, Inc.

Prior to May 1996, Mr. Mullen was President and Chief Executive Officer of Giltspur, Inc., since 1995. Prior thereto he was executive vice president and chief operating officer of Giltspur, Inc. since 1994, and prior to that, he was president of the Pittsburgh Division of Giltspur, Inc. since 1992.

Prior to January 1997, Mr. Sayre served as Assistant Secretary and Assistant General Counsel of the Corporation since February 1996, and prior thereto was Assistant General Counsel.

Prior to February 1998, Mr. Wight served as Executive Director-Corporate Development of the Corporation since 1992.

The term of office of the executive officers is until the next annual organization meetings of the Boards of Directors of Viad or appropriate subsidiaries, all of which are scheduled for May or June of this year.

The Directors of Viad are divided into three classes, with the terms of one class of Directors to expire at each Annual Meeting of Stockholders. The current term of office of Robert H. Bohannon is scheduled to expire at the 1999 Annual Meeting of Stockholders.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS.

The principal market on which the common stock of Viad is traded is the New York Stock Exchange. The common stock is also admitted for trading on the Midwest, Pacific, Philadelphia and Cincinnati Exchanges. The following tables summarize the high and low market prices as reported on the New York Stock Exchange Composite Tape and the cash dividends declared for the two years ended December 31, 1997:

SALES PRICE RANGE OF COMMON STOCK

CALENDAR	1997		1996	
QUARTERS	HIGH	LOW	HIGH	LOW
First	$18.00	$14.875	$33.25	$27.125
Second	19.50	14.625	30.75	$27.50
Third	20.375	17.00	30.25	13.375(1)
Fourth	20.3125	17.125	17.125	13.875

(1) On August 15, 1996, the spin-off of Viad's consumer products business, now conducted under the name The Dial Corporation, to the corporation's stockholders became effective. The closing price of the Corporation's shares immediately prior to the spin-off on August 15, 1996 was $26.375. The high and low prices for the period July 1, 1996 through August 15, 1996 were $30.25 and $25.25, respectively. The average price of The Dial Corporation common stock was $13.0625 on the day immediately following the August 15 distribution, and the average price of Viad Corp common stock was $14.3125 on the day immediately following the distribution. Viad's high and low prices for the period August 16, 1996, through September 30, 1996, were $15.25 and $13.375, respectively.

DIVIDENDS DECLARED ON COMMON STOCK

	1997	1996

February	$ .08	$ .16
May	.08	.16
August	.08	.08 (2)
November	.08	.08
	-----	-----
Total	$0.32	$0.48

(2) Viad's quarterly dividend decreased from $0.16 to $0.08 per share following the spin-off of The Dial Corporation. The Dial Corporation's initial dividend rate after the spin-off maintained the 1995 annual dividend rate for stockholders who retained shares of both companies following the spin-off.

Regular quarterly dividends have been paid on the first business day of January, April, July and October.
As of March 13, 1998, there were 42,526 holders of record of Viad's common stock.

ITEM 6. SELECTED FINANCIAL DATA.
Applicable information is included in Exhibit 13.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

Applicable information is included in Exhibit 13.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.
1. Financial Statements--See Item 14 hereof.

2. Supplementary Data--See Condensed Consolidated Quarterly Results in Exhibit 13.

ITEM 9. DISAGREEMENTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.
None.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT.
The information regarding Directors of the Registrant is included in Viad's Proxy Statement for Annual Meeting of Stockholders to be held on May 12, 1998 ("Proxy Statement") and is incorporated herein and made a part hereof. The information regarding executive officers of the Registrant is found as an Optional Item in Part I hereof.

ITEM 11. EXECUTIVE COMPENSATION.
The information is contained in the Proxy Statement and is incorporated herein and made a part hereof.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.

The information is contained in the Proxy Statement and is incorporated herein and made a part hereof.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.
None.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K.

(a) The following documents are filed as a part of the report:

FINANCIAL STATEMENTS.

The following are included in Exhibit 13:
Independent Auditors' Report and Consolidated Financial Statements (Balance Sheet, Statements of Income, Cash Flows, and Common Stock and Other Equity, and Notes to Financial Statements).

EXHIBITS.

3.A Copy of Restated Certificate of Incorporation of Viad, as amended through August 15, 1996, filed as

Exhibit 3.A to Viad's 1996 Form 10-K, is hereby incorporated by reference.

3.B	Copy of Bylaws of Viad Corp, as amended through February 20, 1997, filed as Exhibit 3.B to Viad's 1996 Form 10-K, is hereby incorporated by reference.
4.A	Instruments with respect to issues of long-term debt have not been filed as exhibits to this Annual Report on Form 10-K if the authorized principal amount of any one of such issues does not exceed 10% of total assets of the Corporation and its subsidiaries on a consolidated basis. The Corporation agrees to furnish a copy of each such instrument to the Securities and Exchange Commission upon request.
4.B	Copy of Amended and Restated Credit Agreement dated as of July 24, 1996, among Viad, the Banks parties thereto, Citicorp USA, Inc., as Administrative Agent, and Bank of America National Trust and Savings Association as Documentation Agent, filed as Exhibit 4.B to Viad's 1996 Form 10-K, is hereby incorporated by reference.
4.B1	First Amendment dated as of August 1, 1997, to Amended and Restated Credit Agreement.*
4.B2	Second Amendment dated as of September 11, 1997, to Amended and Restated Credit Agreement.*
10.A1	Copy of Viad Corp 1983 Stock Option and Incentive Plan, filed as Exhibit (28) to Viad's Registration Statement on Form S-8 (Registration No. 33-41870), is hereby incorporated by reference.+
10.A2	Copy of amendment, effective August 1, 1994, to Viad Corp 1983 Stock Option and Incentive Plan, filed as Exhibit 10.H2 to Viad's 1994 Form 10-K, is hereby incorporated by reference.+
10.B1	Copy of Viad Corp 1992 Stock Incentive Plan, filed as Exhibit (10)(J) to Viad's 1991 Form 10-K, is hereby incorporated by reference.+
10.B2	Copy of amendment, effective August 1, 1994, to Viad Corp 1992 Stock Incentive Plan, filed as Exhibit 10.I2 to Viad's 1994 Form 10-K, is hereby incorporated by reference.+
10.C	Copy of 1997 Viad Corp Omnibus Incentive Plan, as amended, filed as Exhibit 10.B to Viad's Third Quarter 1997 Form 10-Q, is hereby incorporated by reference.+
10.D	Copy of Viad Corp Annual Management Incentive Plan (pursuant to the Viad 1997 Omnibus Incentive Plan), as amended February 19, 1998.*+
10.E	Copy of Viad Corp Performance Unit Incentive Plan, filed as Exhibit 10.L to Viad's First Quarter 1995 Form 10-Q, is hereby incorporated by reference.+
10.F	Copy of Viad Corp Performance Unit Incentive Plan (pursuant to the Viad 1997 Omnibus Incentive Plan), filed as Exhibit 10.L1 to Viad's 1996 Form 10-K, is hereby incorporated by reference.+
10.G	Copy of Viad Corp Performance-Based Stock Plan, filed as Exhibit 10.P to Viad's 1993 Form 10-K, is hereby incorporated by reference.+
10.H	Copy of form of Viad Corp 1983 Stock Option and Incentive Plan Amended and Restated Restricted Stock Agreements dated August 12, 1994, between Viad and certain executive officers, filed as Exhibit 10.R to Viad's 1994 Form 10-K, is hereby incorporated by reference.+
10.I	Copy of form of Viad Corp 1992 Stock Incentive Plan Restricted Stock Agreements dated August 12, 1994, between Viad and certain executive officers, filed as Exhibit 10.S to Viad's 1994 Form 10-K, is hereby incorporated by reference.+

10.J	Sample forms of Contingent Agreements relating to funding of Supplemental Executive Pensions, filed as Exhibit (10)(T) to Viad's 1989 Form 10-K, is hereby incorporated by reference.+
10.K	Viad Corp Deferred Compensation Plan Amended and Restated as of August 21, 1997, filed as Exhibit 10.A to Viad's Third Quarter 1997 Form 10-Q, is hereby incorporated by reference.+
10.L1	Copy of form of Executive Severance Agreement between Viad and three executive officers, filed as Exhibit (10)(G)(i) to Viad's 1991 Form 10-K, is hereby incorporated by reference.+
10.L2	Copy of forms of Viad Corp Executive Severance Plans covering certain executive officers, filed as Exhibit (10)(G)(ii) to Viad's 1992 Form 10-K, is hereby incorporated by reference.+
10.M	Description of Spousal Income Continuation Plan, filed as Exhibit 10(Q) to Viad's 1985 Form 10-K, is hereby incorporated by reference.+
10.N	Copy of Employment Agreement between Viad Corp and Robert H. Bohannon dated January 1, 1997, filed as Exhibit 10.U to Viad's 1996 Form 10-K, is hereby incorporated by reference.+
10.O	Copy of Employment Agreement between Viad Corp and Paul Mullen dated April 25, 1996, filed as Exhibit 10.O to Viad's 1996 Form 10-K, is hereby incorporated by reference.+
10.P	Copy of Viad Corp Supplemental TRIM Plan, filed as Exhibit 10.M to Viad's 1994 Form 10-K, is hereby incorporated by reference.+
10.Q	Copy of Viad Corp Supplemental Pension Plan (Amended and Restated as of September 30, 1997) (Previously Amended and Restated as of January 1, 1987) dated December 30, 1997.*+
10.R	Copy of Travelers Express Company, Inc. Supplemental Pension Plan dated December 30, 1997.*+
10.S	Copy of GES Exposition Services, Inc. Supplemental Executive Retirement Plan, as amended effective January 1, 1998.*+
10.T	Copy of Greyhound Leisure Services, Inc. Key Management Deferred Compensation Plan (amended effective January 1, 1998).*+
10.U	Copy of Restaura, Inc. Key Management Deferred Compensation Plan as amended effective January 1, 1998.*+
10.V	Copy of Viad Corp Deferred Compensation Plan for Directors, as Amended and Restated July 25, 1996, filed as Exhibit 10.D to Viad's 1996 Form 10-K, is hereby incorporated by reference.+
10.W	Copy of Viad Corp Director's Charitable Award Program as amended through March 15, 1996, filed as Exhibit 10.T to Viad's 1995 Form 10-K, is hereby incorporated by reference.+
13	Financial Information set forth in Annual Report to Securityholders.*
21	List of Subsidiaries of Viad.*
23	Consent of Independent Auditors to the incorporation by reference into specified registration statements on Form S-3 or on Form S-8 of their report contained in this report.*
24	Power of Attorney signed by directors of Viad.*
27	Financial Data Schedule.*

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*   Filed herewith.
+   Management contract or compensation plan or arrangement.
#   Viad Corp was previously named The Dial Corp.

Note: The 1997 Annual Report to Securityholders will be furnished to the Commission when, or before, it is sent to securityholders.

(b) REPORTS ON FORM 8-K.
The Corporation filed no reports on Form 8-K during the

last quarterly period covered by this report.

SIGNATURES

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in Phoenix, Arizona, on the 24th day of March, 1998.

VIAD CORP

By: /s/ Robert H. Bohannon
Chairman of the Board, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

Principal Executive Officer

Date: March 24, 1998 *By: /s/ Robert H. Bohannon*
Director; Chairman of the Board, President and Chief Executive Officer

Principal Financial Officer

Date: March 24, 1998 *By: /s/ Ronald G. Nelson*
Vice President-Finance and Treasurer

Principal Accounting Officer

Date: March 24, 1998 *By: /s/ Richard C. Stephan*
Vice President-Controller

DIRECTORS

Jess Hay
Judith K. Hofer
Jack F. Reichert
Linda Johnson Rice
Douglas L. Rock
John C. Tolleson
Timothy R. Wallace

Date: March 24, 1998
By: /s/ Richard C. Stephan
Attorney-in-Fact

Exhibit 4.B1

VIAD CORP
FIRST AMENDMENT DATED AS OF AUGUST 1, 1997
TO AMENDED AND RESTATED CREDIT AGREEMENT

This FIRST AMENDMENT TO AMENDED AND RESTATED CREDIT AGREEMENT (this "Amendment") is dated as of August 1, 1997 and entered into by and among VIAD CORP, a Delaware corporation (formerly, Dial Corp, hereinafter the "Borrower"), the banks (the "Banks") listed on the signature pages hereof, CITICORP USA, INC., as administrative agent for the Banks hereunder (in such capacity, the "Administrative Agent") and BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, as documentation agent for the Banks hereunder (in such capacity, the "Documentation Agent"; the Administrative Agent and the Documentation Agent being referred to herein together as the "Agents"), and is made with reference to the Amended and Restated Credit Agreement dated as of July 24, 1996 (the "Credit Agreement"). Capitalized terms used herein without definition shall have the same meanings herein as set forth in the Credit Agreement.

RECITALS

WHEREAS, the Borrower has requested that the provisions restricting liens on accounts receivable resulting from the sale of such accounts receivable be amended as set forth herein.

NOW, THEREFORE, in consideration of the premises and the agreements, provisions and covenants herein contained, the parties hereto agree as follows:

SECTION 1. AMENDMENT TO SECTIONS 1.01 AND 5.02 OF THE CREDIT AGREEMENT.

1.1. AMENDMENT TO SECTION 1.01. CERTAIN DEFINED TERMS.

Section 1.1 of the Credit Agreement is hereby amended by adding the following definition, which shall be inserted in appropriate alphabetical order:

"'TEC' means Travelers Express, Inc., a
Subsidiary of the Borrower."

1.2. AMENDMENT TO SECTION 5.02. NEGATIVE COVENANTS.

A. Clause (ii) of subsection 5.02(a) of the Credit Agreement is hereby amended by deleting such clause in its entirety and substituting the following therefor:

"(ii) Liens on accounts receivable or general intangibles resulting from the sale of such accounts receivable or general intangibles by the Borrower or a Subsidiary of the Borrower (other than TEC or a Subsidiary of TEC) so long as, at any time, the aggregate outstanding amount of cash advanced to the Borrower or such Subsidiary, as the case may be, and attributable to the sale of such accounts receivable or general intangibles does not exceed $150,000,000;"

B. Subsection 5.02(a) of the Credit Agreement is hereby further amended by renumbering clauses (iii)-(v) as clauses (iv)-(vi) and adding a new clause (iii) thereto to read in its entirety as follows:

"(iii) Liens on accounts receivable or general intangibles resulting from the sale of such accounts receivable or general intangibles by TEC or a Subsidiary of TEC;"

C. Subsection 5.02(a) is hereby further amended by renumbering clause (vi) as clause (vii) and deleting the phrase ""(i), (iii) or (iv)" in the place in which it appears in such subsection and substituting the phrase "(i),
(ii), (iv) or (v)" therefor.

D. Subsection 5.02(a) is hereby further amended by renumbering clause (vii) thereof as clause (viii) and changing the number "(vi)" in the place in which it appears in-such subsection to "(vii").

SECTION 2. BORROWER'S REPRESENTATIONS AND WARRANTIES.

To induce the Banks to enter into this Amendment and to amend the Credit Agreement in the manner provided herein, the Borrower represents and warrants to each Bank that the following statements are true, correct and complete:

A. CORPORATE POWER AND AUTHORITY. The Borrower has all requisite corporate power and authority to enter into this Amendment and to carry out the transactions contemplated by, and perform its obligations under, the Credit Agreement, as amended by this Amendment (the "Amended Agreement").

B. AUTHORIZATION OF AGREEMENTS. The execution and delivery of this Amendment and the consummation of the Amended Agreement have been duly authorized by all necessary corporate action on the part of the Borrower.

C. NO CONFLICT. The execution and delivery by the Borrower of this Amendment and the consummation by the Borrower of the Amended Agreement do not and will not (i) violate any provision of any law or any governmental rule or regulation applicable to the Borrower-or its Subsidiaries, the certificate of incorporation or bylaws of the Borrower or any order, judgment or decree of any court or other agency of government binding on the Borrower or its Subsidiaries, (ii) conflict with, result in a breach of or constitute (with due notice or lapse of time or

both) a default under any material contractual restriction of the Borrower or its Subsidiaries, (iii) result in or require the creation or imposition of any Lien upon any of the properties or assets of the Borrower or its Subsidiaries, or (iv) require any approval of stockholders or any approval or consent of any Person under any contractual obligation of the Borrower or its Subsidiaries (other than the parties hereto).

D. GOVERNMENTAL CONSENTS. The execution and delivery by the Borrower of this Amendment and the consummation by the Borrower of the Amended Agreement do not and will not require any registration with, consent or approval of, or notice to, or other action to, with or by, any federal, state or other governmental authority or regulatory body.

E. BINDING OBLIGATION. This Amendment has been duly executed and delivered by the Borrower and this Amendment and the Amended Agreement are the legally valid and binding obligations of the Borrower enforceable against the Borrower in accordance with their respective terms, except as may be limited by bankruptcy, insolvency, reorganization, moratorium or similar laws relating to or limiting creditors' rights generally or by principles of equity and commercial reasonableness.

F. INCORPORATION OF REPRESENTATIONS AND WARRANTIES FROM CREDIT AGREEMENT. The representations and warranties contained in Section 4.01 of the Credit Agreement are true, correct and complete in all material respects to the same extent as though made on and as of the date hereof, except as provided above or to the extent such representations and warranties specifically relate to an earlier date, in which case they were true, correct and complete in all material respects on and as of such earlier date.

G. ABSENCE OF DEFAULT. No event has occurred and is continuing or will result from the consummation of the transactions contemplated by this Amendment that would, upon the giving of notice, the passage of time, or otherwise, constitute an Event of Default.

SECTION 3. CONDITIONS TO EFFECTIVENESS.

Section 1 of this Amendment shall become effective on the first date on which all of the following conditions precedent shall have been satisfied (such date being referred to herein as the "Amendment Effective Date"):

A. On or before the Amendment Effective Date, the Borrower shall deliver to the Banks (or to the Agents with sufficient originally executed copies, where appropriate, for each Bank and its counsel) the following, each, unless otherwise noted, dated the Amendment Effective Date:

1. Signature and incumbency certificates of its officers executing this Amendment; and

2. Executed copies of this Amendment.

B. On or before the Amendment Effective Date, all corporate and other proceedings taken or to be taken in connection with the transactions contemplated hereby and all documents incidental thereto not previously found acceptable by the Agents, acting on behalf of the Banks, and their counsel shall be satisfactory in form and substance to the Agents and such counsel, and the Agents and such counsel shall have received all such counterpart originals or certified copies of such documents as the Agents may reasonably request.

SECTION 4. MISCELLANEOUS.

A. REFERENCE TO AND EFFECT ON THE CREDIT AGREEMENT AND THE OTHER LOAN DOCUMENTS.

(i) On and after the date this Amendment becomes effective in accordance with its terms, each reference in the Credit Agreement to "this Agreement", "hereunder", "hereof", "herein" or words of like import referring to the Credit Agreement shall mean and be a reference to the Amended Agreement.

(ii) Except as specifically amended by this Amendment, the Credit Agreement shall remain in full force and effect and is hereby ratified and confirmed.

(iii) The execution, delivery and performance of this Amendment shall not, except as expressly provided herein, constitute a waiver of any provision of, or operate as a waiver of, any right, power or remedy of the Agents or any Bank under, the Credit Agreement.

B. FEES AND EXPENSES. The Borrower acknowledges that all costs, fees and expenses as described in Section 8.04 of the Credit Agreement incurred by the Administrative Agent and its counsel with respect to this Amendment and the documents and transactions contemplated hereby shall be for the account of the Borrower.

C. HEADINGS. Section and subsection headings in this Amendment are included herein for convenience of reference only and shall not constitute a part of this Amendment for any other purpose or be given any substantive effect.

D. APPLICABLE LAW. THIS AMENDMENT SHALL BE GOVERNED BY, AND SHALL BE CON8TRUED AND ENFORCED IN ACCORDANCE WITH, THE INTERNAL LAWS OF THE 8TATE OF NEW YORK, WITHOUT REGARD TO CONFLICTS OF LAWS PRINCIPLES.

E. COUNTERPARTS; EFFECTIVENESS. This Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute but one and the same instrument; signature pages may be detached from multiple separate counterparts and attached to a single counterpart so that all signature pages are physically attached to the same document. This Amendment shall become effective as of the date hereof upon the execution and delivery of a counterpart hereof by the Borrower, the Agents and the Banks.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective officers thereunto duly authorized, as of the date first above written.

VIAD CORP, a Delaware corporation

By: /s/ Ronald G. Nelson
Vice President-Finance &
Treasurer

CITICORP USA, INC., as
Administrative Agent

By: /s/ J. Gregory Davis
Attorney-in-Fact

BANK OF AMERICA NATIONAL TRUST AND
SAVINGS ASSOCIATION, as
Documentation Agent

By: /s/ Robert Troutman
Managing Director

CITICORP USA, INC.

By: /s/ J. Gregory Davis
Attorney-in-Fact

BANK OF AMERICA NATIONAL TRUST AND
SAVINGS ASSOCIATION

By: /s/ Robert Troutman
Managing Director

Bank of Montreal

By: /s/ B.A. Blucher
Senior Vice President

THE CHASE MANHATTAN BANK

By: /s/ Timothy J. Storms
Managing Director

CIBC INC.

By: /s/ Carter W. Harned
Associate, CIBC Wood
Gundy Securities Corp.,
AS AGENT

NATIONSBANK OF TEXAS, N.A.

By: /s/ Frank M. Johnson
Senior Vice President

ROYAL BANK OF CANADA

By: /s/ Tom J. Oberaigner
Manager

MORGAN GUARANTY TRUST COMPANY OF NEW YORK

By: /s/ Robert Bottamedi
Vice President

NBD BANK, N.A.

By: /s/ Mark A. Isley
FVP

THE INDUSTRIAL BANK OF JAPAN, LIMITED, LOS ANGELES AGENCY

By: /s/ Wataru Ogawa
Joint General Manager

WESTDEUTSCHE LANDESBANK GIROZENTRALE, NEW YORK BRANCH

By: /s/ Michael F. McWalters
Managing Director

By: /s/ Cathy Ruhland
Vice President

THE LONG-TERM CREDIT BANK OF JAPAN LTD., LOS ANGELES AGENCY

By: /s/ Koh Takemoto
General Manager

MELLON BANK, N.A.

By: /s/ L.C. Ivey
Vice President

THE NORTHERN TRUST COMPANY

By: /s/ John E. Burda
Second Vice President

UNION BANK OF CALIFORNIA

By: /s/ Cary Moore
Vice President

WELLS FARGO BANK, N.A. (FORMERLY WELLS FARGO BANK OF ARIZONA, NATIONAL ASSOCIATION)

By: /s/ Steve Newell
AVP

By: /s/ Tod Wuertz
AVP

Exhibit 4.B2

VIAD CORP
SECOND AMENDMENT DATED AS OF SEPTEMBER 11, 1997
TO AMENDED AND RESTATED CREDIT AGREEMENT

This SECOND AMENDMENT TO AMENDED AND RESTATED CREDIT AGREEMENT (this "Amendment") is dated as of September 11, 1997 and entered into by and among VIAD CORP, a Delaware corporation (formerly, Dial Corp, hereinafter the "Borrower"), the banks (the "Banks") listed on the signature pages hereof, CITICORP USA, INC., as administrative agent for the Banks hereunder (in such capacity, the "Administrative Agent") and BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, as documentation agent for the Banks hereunder (in such capacity, the "Documentation Agent"; the Administrative Agent and the Documentation Agent being referred to herein together as the "Agents"), and is made with reference to the Amended and Restated Credit Agreement dated as of July 24, 1996, as amended by the First Amendment to Amended and Restated Credit Agreement dated as of August 1, 1997 (as so amended, the "Credit Agreement". Capitalized terms used herein without definition shall have the same meanings herein as set forth in the Credit Agreement.

RECITALS

WHEREAS, the Borrower has requested that the amount of the Commitments be reduced on other than a pro rata basis;

WHEREAS, certain of the Lenders desire to terminate their Commitments; and

WHEREAS, certain of the Lenders and certain other financial institutions desire to assume a portion of the Commitments being terminated.

NOW, THEREFORE, in consideration of the premises and the agreements, provisions and covenants herein contained, the parties hereto agree as follows:

SECTION 1. AMENDMENT; TO THE CREDIT AGREEMENT

1.1 AMENDMENT TO SECTION 1.01. CERTAIN DEFINED TERMS.

A. Section 1.01 of the Credit Agreement is hereby amended by adding the following definitions, which shall be inserted in appropriate alphabetical order:

"'New Lenders' means Norwest Bank, N.A. and Wachovia Bank, N.A."

"'Prior Lenders' means Bank of Montreal, The Northern Trust Company and The Long-term Credit Bank of Japan, Ltd., Los Angeles Agency."

"'Second Amendment' means the Second Amendment dated as of September 11, 1997 to the Agreement."

"'Second Amendment Effective Date' means the date the Second Amendment shall have been executed and delivered by the parties thereto and the conditions precedent set forth in Section 3 thereof shall have been satisfied."

B. Section 1.01 of the Credit Agreement is hereby further amended by deleting the definition of "Lenders" therein and substituting the following there~ or:

"'Lenders' means (i) the Banks listed on the signature pages of the Agreement from the Effective Date until the Second Amendment Effective Date, (ii) the Banks listed on the signature pages of the Second Amendment, other than the Prior Lenders, from the Second Amendment Effective Date, (iii) each Eligible Assignee that shall become a party pursuant to Section 8.07 and, (iv) except when used in reference to a Committed Advance, a Committed Borrowing, a Commitment or a related term, each Designated Bidder."

C. Section 1.01 of the Credit Agreement is hereby still further amended by deleting the definition of "Termination Date" therein and substituting the following therefor:

"'Termination Date' means, (i) with respect to any Lender other than a Prior Lender, the earlier of (x) the Commitment Termination Date of such Lender and (y) the date of termination in whole of the commitments of all Lenders pursuant to Section 2.05 or 6.01, and (ii) with respect to a Prior Lender, the Second Amendment Effective Date."

1.2. AMENDMENTS TO ARTICLE II. AMOUNTS AND TERMS OF THE ADVANCES.

A. Subsection 2.01(a) of the Credit Agreement is hereby amended and restated in its entirety as follows:

"(a) Each Lender severally agrees, on the terms and conditions hereinafter set forth, to make Committed Advances to the Borrower from time to time on any Business Day during the period from the Effective Date until the Second Amendment Effective Date in an aggregate amount not to exceed at any time outstanding the amount set opposite such Lender's name on the signature pages hereof and from the Second Amendment Effective Date until the Termination Date of such Lender in an aggregate amount not to exceed at any time outstanding the amount set forth opposite such Lender's name on the signature pages of the Second Amendment or, if such Lender has entered into any Assignment and Acceptance, set forth for such Lender in the Register maintained by the Administrative Agent pursuant to Section 8.07(c), as such amount may be reduced pursuant to Section 2.05 (such Lender's Commitment"); provided that the aggregate amount of the Commitments of the Lenders shall be deemed used from time to time to the extent of the aggregate amount of the Bid Advances and such deemed use of the aggregate amount of the Commitments shall be applied to the Lenders ratably according to their respective Commitments (such deemed use of the aggregate amount of the Commitments resulting from the Bid Advances being the Bid Reduction"); provided further that (i) in no event shall the aggregate principal amount of Committed Advances from any Lender outstanding at any time exceed its Commitment then in effect and (ii) the Total Utilization of Commitments shall not exceed the aggregate Commitments then in effect."

B. Subsection 2.04(a) of the Credit Agreement is amended and restated in its entirety as follows:

"SECTION 2.04. FEES.

(a) FACILITY FEES. The Borrower agrees to pay to the Administrative Agent for the account of each Lender (other than the Designated Bidders) a facility fee on such Lender's daily average Commitment, whether used or unused and without giving effect to any Bid Reduction, from the Effective Date in the case of each Lender, other than a New Lender, from the Second Amendment Effective Date with respect to a New Lender and from the effective date specified in the Assignment and Acceptance pursuant to which it became a Lender in the case of each other Lender, in each case, until the Termination Date of such Lender, payable quarterly in arrears on the last day of each March, June, September and December during the term of such Lender's Commitment, commencing September 30, 1996 with respect to each Lender, other than a New Lender, and from the Second Amendment Effective Date with respect to a New Lender, and, in each case, on the Termination Date of such Lender, in an amount equal to the product of (i) such Lender's daily average Commitment, whether used or unused and without giving effect to any Bid Reduction, in effect during the period for which such payment that is to be made times (ii) the weighted average rate per annum that is derived from the following rates: (a) a rate of 0.10% per annum with respect to each day during such period that the ratings with respect to Long-Term Debt were at Level 1, (b) a rate of 0.110% per annum with respect to each day during such period that such ratings were at Level 2, (c) a rate of 0.125% per annum with respect to each day during such period that such ratings were at Level 3, (d) a rate of 0.1875% per annum with respect to-each day during such period that such ratings were at Level 4, and (e) at the rate of 0.2500% per annum with respect to each day during such period that such ratings were at Level 5. If any change in the rating established by S&P, Moody's or Duff & Phelps with respect to Long-Term Debt shall result in a change in the Level, the change in the commitment fee shall be effective as of the date on which such rating change is publicly announced. If the ratings established by any two of S&P, Moody's or Duff & Phelps with respect to Long-Term Debt are unavailable for any reason for any day, then the applicable level for purposes of calculating the commitment fee for such day shall be deemed to be Level 5 (or, if the Requisite Lenders consent in writing, such other Level as may be reasonably determined by the Requisite Lenders from a rating with respect to Long-Term Debt for such day established by another rating agency reasonably acceptable to the Requisite Lenders).

C. Schedule I is hereby amended by deleting the Applicable Lending Offices of the Prior Lenders in the place in which it appears in such Schedule and adding thereto the Applicable Lending Offices of the New Lenders set forth on Annex 1 hereto.

SECTION 2. BORROWER'S REPRESENTATIONS AND WARRANTIES.

To induce the Banks to enter into this Amendment and to amend the Credit Agreement in the manner provided herein, the Borrower represents and warrants to each Bank that the following statements are true, correct and complete:

A. CORPORATE POWER AND AUTHORITY. The Borrower has all requisite corporate power and authority to enter into this Amendment and to carry out the transactions contemplated by, and perform its obligations under, the Credit Agreement, as amended by this Amendment (the "Amended Agreement").

B. AUTHORIZATION OF AGREEMENTS. The execution and delivery of this Amendment and the consummation of the Amended Agreement have been duly authorized by all necessary corporate action on the part of the Borrower.

C. NO CONFLICT. The execution and delivery by the Borrower of this Amendment and the consummation by the Borrower of the Amended Agreement do not and will not (i) violate any provision of any law or any governmental rule or regulation applicable to the Borrower or its Subsidiaries, the certificate of incorporation or bylaws of the Borrower or any order, judgment or decree of any court or other agency of government binding on the Borrower or its Subsidiaries, (ii) conflict with, result in a breach of or constitute (with due notice or lapse of time or both) a default under any material contractual restriction of the Borrower or its Subsidiaries, (iii) result in or require the creation or imposition of any Lien upon any of the properties or assets of the Borrower or its Subsidiaries, or (iv) require any approval of stockholders or any approval or consent of any Person under any contractual obligation of the Borrower or its Subsidiaries (other than the parties hereto).

D. GOVERNMENTAL CONSENTS. The execution and delivery by the Borrower of this Amendment and the consummation by the Borrower of the Amended Agreement do not and will not require any registration with, consent or approval of, or notice to, or other action to, with or by, any federal, state or other governmental authority or regulatory body.

E. BINDING OBLIGATION. This Amendment has been duly executed and delivered by the Borrower and this Amendment and the Amended

Agreement are the legally valid and binding obligations of the Borrower enforceable against the Borrower in accordance with their respective terms, except as may be limited by bankruptcy, insolvency, reorganization, moratorium or similar laws relating to or limiting creditors' rights generally or by principles of equity and commercial reasonableness.

F. INCORPORATION OF REPRESENTATIONS AND WARRANTIES FROM CREDIT AGREEMENT. The representations and warranties contained in Section 4.01 of the Credit Agreement are true, correct and complete in all material respects to the same extent as though made on and as of the date hereof, except as provided above or to the extent such representations and warranties specifically relate to an earlier date, in which case they were true, correct and complete in all material respects on and as of such earlier date.

G. ABSENCE OF DEFAULT. No event has occurred and is continuing or will result from the consummation of the transactions contemplated by this Amendment that would, upon the giving of notice, the passage of time, or otherwise, constitute an Event of Default.

SECTION 3. CONDITIONS TO EFFECTIVENESS.

Section 1 of this Amendment shall become effective on the first date on which all of the following conditions precedent shall have been satisfied (such date being referred to herein as the "Amendment Effective Date"):

A. On or before the Amendment Effective Date, the Borrower shall deliver to the Banks (or to the Agents with sufficient originally executed copies, where appropriate, for each Bank and its counsel) the following, each, unless otherwise noted, dated the Amendment Effective Date:

1. Signature and incumbency certificates of its officers executing this Amendment; and

2. Executed copies of this Amendment.

B. On or before the Amendment Effective Date, all corporate and other proceedings taken or to be taken in connection with the transactions contemplated hereby and all documents incidental thereto not previously found acceptable by the Agents, acting on behalf of the Banks, and their counsel shall be satisfactory in form and substance to the Agents and such counsel, and the Agents and such counsel shall have received all such counterpart originals or certified copies of such documents as the Agents may reasonably request.

C. On or before the Amendment Effective Date, Borrower shall pay to each of the Prior Lenders, all amounts owned to such Prior Lenders pursuant to Section 8.04 of the Agreement.

SECTION 4. NEW LENDER.

Each New Lender (i) confirms that it has received a copy of the Agreement, together with copies of the financial statements referred to in Section 4.01 thereof and such other documents and information as it has deemed appropriate to make its own credit analysis and decision to enter into the Second Amendment; (ii) agrees that it will, independently and without reliance upon the Agents, any Prior Lenders or any other Lender and based on such documents and information as it shall deem appropriate at the time, continue to make its own credit decisions in taking or not taking action under the Credit Agreement; (iii) confirms that it is an Eligible Assignee; (iv) appoints and authorizes each Agent to take such action as agent on its behalf and to exercise such powers under the Agreement as are delegated to such Agent by the terms thereof, together with such powers as are reasonably incidental thereto; (v) agrees that it will perform in accordance with their terms all of the obligations which by the terms of the Agreement are required to be performed by it as a Lender; and
(vi) specifies as its Domestic Lending Office (and address for notices) and Eurodollar Lending Office the offices set forth in Section 1.2(c) hereof.

SECTION 5. MISCELLANEOUS.

A. Reference to and Effect on the Credit Agreement and the Other Loan Documents.

(i) On and after the date this Amendment becomes effective in accordance with its terms, each reference in the Credit Agreement to "this Agreement", "hereunder", "hereof", "herein" or words of like import referring to the Credit Agreement shall mean and be a reference to the Amended Agreement.

(ii) Except as specifically amended by this Amendment, the Credit Agreement shall remain in full force and effect and is hereby ratified and confirmed.

(iii) The execution, delivery and performance of this Amendment shall not, except as expressly provided herein, constitute a waiver of any provision of, or operate as a waiver of, any right, power or remedy of the Agents or any Bank under, the Credit Agreement.

B. FEES AND EXPENSES. The Borrower acknowledges that all costs, fees and expenses as described in Section 8.04 of the Credit Agreement incurred by the Administrative Agent and its counsel with respect to this Amendment and the documents and transactions contemplated hereby shall be for the account of the Borrower.

C. HEADINGS. Section and subsection headings in this Amendment are included herein for convenience of reference only and shall not constitute a part of this Amendment for any other purpose or be given any substantive effect.

D. APPLICABLE LAW. THIS AMENDMENT SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE INTERNAL LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO CONFLICTS OF LAWS PRINCIPLES.

E. COUNTERPARTS; EFFECTIVENESS. This Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute but one and the same instrument; signature pages may be detached from multiple separate counterparts and attached to a single counterpart so that all signature pages are physically attached to the same document. This Amendment shall become effective as of the date hereof upon the execution and delivery of a counterpart hereof by the Borrower, the Agents and the Banks.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective officers thereunto duly authorized, as of the date first above written.

VIAD CORP, a Delaware corporation

By: /s/ Robert H. Bohannon
Chairman, President and
Chief Executive Officer

By: /s/ Ronald G. Nelson
Vice President-Finance
and Treasurer

CITICORP USA, INC., as
Administrative Agent

By: /s/ J. Gregory Davis
Attorney-in-Fact

BANK OF AMERICA NATIONAL TRUST AND
SAVINGS ASSOCIATION, as
Documentation Agent

By: /s/ Robert Troutman
Managing Director

Commitment: $32,000,000 CITICORP USA, INC.

By: /s/ J. Gregory Davis
Attorney-in-Fact

Commitment: $32,000,000 BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION

By: /s/ Robert Troutman
Managing Director

Commitment: 0 BANK OF MONTREAL

By: /s/ B.A. Blucher
Senior Vice President

Commitment: $24,000,000 THE CHASE MANHATTAN BANK

By: /s/ Timothy J. Storms
Managing Director

Commitment: $24,000,000 CIBC INC.

By: /s/ Cheryl L. Root
Director, CIBC Wood Gundy
Securities Corp., as
Agent

Commitment:	*$24,000,000*	*NATIONSBANK OF TEXAS, N.A.* *By: /s/ Frank M. Johnson* *Senior Vice President*
Commitment:	*$24,000,000*	*ROYAL BANK OF CANADA* *By: /s/ Tom J. Oberaigner* *Manager*
Commitment:	*$20,000,000*	*MORGAN GUARANTY TRUST COMPANY OF NEW YORK* *By: /s/ Robert Bottamedi* *Vice President*
Commitment:	*$20,000,000*	*THE FIRST NATIONAL BANK OF CHICAGO* *By: /s/ James D. Benko* *Vice President*
Commitment:	*$16,000,000*	*THE INDUSTRIAL BANK OF JAPAN, LIMITED, LOS ANGELES AGENCY* *By: /s/ Vicente L. Timiraos* *SVP & Senior Manager*
Commitment:	*$16,000,000*	*WESTDEUTSCHE LANDESBANK GIROZENTRALE, NEW YORK BRANCH* *By: /s/ Sal Battinelli* *VP* *By: /s/ Elizabeth Wields* *Associate*
Commitment:	*0*	*THE LONG-TERM CREDIT BANK OF JAPAN LTD., LOS ANGELES AGENCY* *By: /s/ T. Morgan Edwards II* *Deputy General Manager*
Commitment:	*$12,000,000*	*MELLON BANK, N.A.* *By: /s/ L.C. Ivey* *Vice President*
Commitment:	*0*	*THE NORTHERN TRUST COMPANY* *By: /s/ John E. Burda* *Second Vice President*
Commitment:	*$12,000,000*	*UNION BANK OF CALIFORNIA* *By: /s/ Cedric Henley* *Credit Officer* *By: /s/ Cary Moore* *Vice President*
Commitment:	*$12,000,000*	*WELLS FARGO BANK, N.A. (SUCCESSOR TO FIRST INTERSTATE BANK OF ARIZONA, N.A.)* *By: /s/ Edith R. Lim* *Vice President* *By: /s/ David B. Hollingsworth* *Vice President*

Commitment:	*$16,000,000*	*NORWEST BANK ARIZONA, N.A.*
		By: /s/ Jaclyn Noel *AVP*
Commitment:	*$16,000,000*	*WACHOVIA BANK, N.A.*
		By: /s/ Michael S. Simms *Vice President*

Exhibit 10.D

VIAD CORP

ANNUAL MANAGEMENT INCENTIVE PLAN
PURSUANT TO THE VIAD 1997 OMNIBUS INCENTIVE PLAN
AS AMENDED FEBRUARY 19, 1998

I. PURPOSE:

The purpose of the Viad Corp Management Incentive Plan (Plan) is to provide key executives of Viad Corp and its subsidiaries with an incentive to achieve goals as set forth under this Plan for each calendar year (Plan Year) for their respective companies and to provide effective management and leadership to that end.

II. PHILOSOPHY:

The Plan will provide key executives incentive bonuses based upon appropriately weighted pre-defined net income and other performance measurements.

III. SUBSIDIARIES, SUBSIDIARY GROUPS AND DIVISIONS:

A. Each subsidiary, subsidiary group, line of business or division listed below is a "Company" for the purposes of this Plan:

NAME OF COMPANY

Aircraft Service International group

Brewster Transport Company Limited Crystal Holidays, Limited
Dobbs International Services, Inc. group Exhibitgroup/Giltspur, Inc.
GES Exposition Services, Inc. group Greyhound Leisure Services, Inc. group Jetsave Inc. group
Premier Cruise Lines, Inc.
Restaura, Inc. group
Travelers Express Company, Inc. group

Viad Corp may, by action if its Board of Directors or its Human Resources Committee, add or remove business units on the list of participant companies from time to time.

B. FUNDING LIMIT:

A "funding limit" shall be established annually for each Company participant who has been designated an Executive Officer as defined under Section 16b of the Securities Exchange Act. The funding limit shall be an amount determined by multiplying the actual net income of the Company for the Plan Year by the percent of such income approved by the Human Resources Committee of the Viad Corp Board of Directors (Committee) for such funding limit. The subsidiary executive cannot be paid a larger bonus than the funding limit provided by this clause, but may be paid less in the discretion of the HR Committee based on the Performance Goals set forth below and other such factors which the HR Committee may consider.

C. PERFORMANCE GOALS:

1. NET INCOME:

An appropriate "net income" target for the plan year for each Company will be recommended by the Chief Executive Officer of Viad Corp to the Committee for approval taking into account overall corporate objectives, historical income and Plan Year financial plan income (on the same basis as determined below) and, if appropriate, other circumstances.

Net income to be used in calculating the bonus pool of each Company shall mean net income (after deducting charges against income for all incentives earned, including those earned under this Plan) adjusted to appropriately exclude the effects of gains and losses from the sale or other disposition of capital assets other than vehicles. There will be an addback to actual net income for any additional intercompany interest cost (net of tax) incurred during the year by a subsidiary as the result of any special dividend paid (in excess of 100% of net income for the year). In addition, an addback to actual net income will be allowed for any increased cost to a subsidiary for an increase in the formula allocation of corpoate overhead over amounts included in the Plan for the year.

Special treatment of any other significant unusual or non-recurring items (for purposes of determining actual Plan Year net income) arising after a Company's targets are set may be recommended by the Chief Executive Officer of Viad Corp to the Committee for approval, including, for example, appropriate adjustment of net income target to reflect planned effects of an acquisition approved after target has been set. Other examples include extraordinary items, effects of a change in accounting principles or a change in federal income tax rates.

2. OTHER PERFORMANCE MEASUREMENTS:

An appropriate number of performance measurements other than net income will be established for each Company, to place increased emphasis on areas of importance to achieving overall corporate objectives, with the Chief Executive Officer of Viad to recommend to the HR committee the measures to be used and, at the end of the year, the level of achievement against each. Measures which may be used include, but are not limited to:

1) Cash flow growth
2) Operating income margin growth*
3) Revenue growth*
4) Receivables-days outstanding/timely and accurate billing
5) Working capital control
6) Control/reduce workers compensation and liability claims/costs
7) Profitability per employee
8) Growth in funds for payment service

* Fully taxable equivalent basis (where appropriate)

3. ESTABLISHING TARGETS:

The actual target for net income and the categories of discretionary performance measurement to be employed will be established by the Committee no later than 90 days after the beginning of the Plan Year after receiving the recommendations of the Chief Executive Officer of Viad Corp.

D. PARTICIPANT ELIGIBILITY:

The Committee will select the Executive Officers as defined under Section 16b of the Securities Exchange Act eligible for participation no later than 90 days after the beginning of the Plan Year. Other personnel will be eligible for participation as designated by each Company President or Chief Executive Officer and recommended to the Chief Executive Officer of Viad Corp for approval, limited only to those executives who occupy a position in which they can significantly affect operating results as pre-defined by appropriate and consistent criteria, i.e., base salary not less than $49,000 per year, or base salary not less than 50% of the Company's Chief Executive Officer, or position not more than the third organizational level below the Company Chief Executive Officer or another applicable criteria.

NOTE: Individuals not qualifying under the criteria established for the Plan Year who were included in the previous year will be grandfathered (continue as qualified participants until retirement, reassignment, or termination of employment) if designated by the Company President or Chief Executive Officer, and approved by the Chief Executive Officer of Viad Corp.

E. TARGET BONUSES:

Target bonuses will be approved by the Committee for each Executive Officer in writing within the following parameters no later than 90 days after the beginning of the Plan Year and will be expressed as a percentage of salary paid during the year. Target bonuses for other eligible personnel will be established in writing within the following parameters subject to approval by the Chief Executive Officer of Viad Corp.

Actual bonus awards will be dependent on Company performance versus the targets established. A threshold performance will be required before any bonus award is earned under the net income goal. Awards will also be capped when stretch performance levels are achieved.

	As a Percentage of Salary		
Subsidiary Positions	Threshold**	Target	Cap
Chief Executive Officer/ President*	22.5%	45%	80.325%
	20.0%	40%	71.4%
Executive Vice President- Senior Vice President, and Other Operating Executives	20.0%	40%	71.4%
Vice Presidents*	17.5%	35%	62.475%
	15.0%	30%	53.55%
Key Management Reporting			

to Officers*	12.5%	25%	44.625%
	10.0%	20%	35.7%
Staff Professionals*	7.5%	15%	26.775%
	5.0%	10%	17.85%

* Target Bonus, as determined by the Committee, is dependent upon organization reporting relationships.

** Reflects minimum achievement of both performance targets.
Threshold could be lower if minimum achievement of only one performance target is met.

F. BONUS POOL TARGET:

1. The "Bonus Pool Target" will be initially established no later than 90 days after the beginning of the Plan Year and will be adjusted to equal the sum of the target bonuses of all designated participants in each Company based upon actual Plan Year salaries, as outlined in paragraph D above, plus 15% for Special Achievement Awards.

2. The bonus pool will accrue ratably such that

(a) on 2/3 of the sum of target bonuses:

(i) no bonus will be earned if less than 90% of the net income target is achieved;

(ii) 50% (threshold) to 100% will be earned if 90% to 100% of the net income target is achieved;

(iii) 100% to 178.5% will be earned if 100% to 110% of the net income target is achieved.

(b) on 1/3 of the sum of target bonuses:

(i) No bonuses will be earned if achievement relating to the other designated performance measurements is considered unsatisfactory;

(ii) 50% (threshold) to 178.5% will be earned as determined by the Committee after considering the recommendation of the Chief Executive Officer of Viad of the level of acceptable achievement relating to the other designated performance measurements.

Notwithstanding 2.a) i), ii) and
iii), of this paragraph F, the ratable accrual of the net income target may be established for threshold within the range of above 90%, up to and including 95% and for maximum within the range of below 110% down to 105%, for a Company as may be designated by the Committee after considering the recommendations of the Chief Executive Officer of Viad Corp; however, the Committee may, when appropriate, adjust such ranges upward or downward.

Further, the bonus pool shall include any excess of the funding limit established pursuant to paragraph B for a Company's Executive Officer(s) over the amount of bonus pool funds otherwise provided with respect to such person(s) pursuant to 2a) and b) of this Paragraph F.

3. Bonus pool accruals not paid out shall not be carried forward to any succeeding year.

G. INDIVIDUAL BONUS AWARDS:

1. Indicated bonus awards will be equal to the product of the target bonus percentage times the weighted average percentage of bonus pool accrued as determined in paragraph F above times the individual's actual base salary earnings during the Plan Year, subject to adjustments as follows:

(a) iscretionary upwards or downward adjustment of formula bonus awards by the Committee after considering the recommendation of the Company President or Chief Executive Officer with the approval of the Chief Executive Officer of Viad Corp for those executives not affected by Section 162(m) of the Internal Revenue Code, and

(b) discretionary downward adjustment of awards by the Committee for those executive officers affected by Section 162(m) of the Internal Revenue Code, and

(c) no individual award may exceed the individual's capped target award or the funding limit with respect to Executive Officers, and the aggregate recommended bonuses may not exceed the bonus pool accrued for other than Special Achievement Awards.

2. Bonuses awarded to the participating management staff of subsidiary groups may be paid from funds accrued based upon the target bonus for such participant(s) times the weighted average performance of the Companies in the subsidiary group, subject to adjustments as above.

IV. VIAD CORP CORPORATE STAFF:

A. FUNDING LIMIT:

A "funding limit" shall be established annually for each Corporate participant who has been designated an Executive Officer as defined under Section 16b of the Securities Exchange Act. The funding limit will be an amount determined by multiplying the actual net income from continuing operations of the Corporation (as used in the income per share calculation described herein) for the Plan Year by the percent of such income approved by the Committee for such funding limit. The executive cannot be paid a larger bonus than the funding limit provided by this clause, but may be paid less in the discretion of the Committee based on the Performance Goals set forth below and such other factors which the Committee may consider.

B. PERFORMANCE GOALS:

1. INCOME PER SHARE:

An appropriate "income per share" from continuing operations target for Viad Corp will be recommended by the Chief Executive Officer of Viad Corp to the Committee for approval after considering historical income per share from continuing operations, Plan Year financial plan income, overall corporate objectives, and, if appropriate, other circumstances.

Income per share from continuing operations is determined before extraordinary items, effects of changes in accounting principles or a change in federal income tax rates after the target has been set. (For example, new FASB release on Earnings per share to be effective for periods after December 15, 1997, but not taken into account in setting 1997 target income per share.) Reclassification of a major business unit to discontinued operations status after targets have been set would also require adjustment because of effect on continuing operations results. While gains on disposition of a business would normally not be included in determining actual Plan Year net income or income per share, in the event of the sale of a subsidiary or major business unit, a portion of gain would be included equal to the difference between the sold unit's planned net income for the year and actual results to date of sale plus calculated interest savings on proceeds for the balance of the year, so that actual results are not penalized for selling a business.

2. OTHER PERFORMANCE MEASUREMENTS:

An appropriate number of performance measurements other than income per share will be established for Corporate, with the Chief Executive Officer of Viad to recommend to the Human Resources Committee the level of achievement against each of the measures.

The measures to be considered include, but are not limited to:

1) Reduction of investment in non-core assets
2) Cash flow growth
3) Management of 'legacy' liabilities of discontinued and/or sold businesses (primarily for legal, self-insurance, reinsurance and environmental matters)
4) Strategic positioning through effective portfolio management
5) Corporate center cost control
6) Successfully exiting the discontinued cruise business in 1997
7) Maintain or improve to mid-BBB Viad's debt ratings from each of the rating agencies
8) Through analysis and support, identify and help correct problems in operating units

3. ESTABLISHING TARGETS:

The actual target for income per share and the other performance measurements to be used will be established by the Committee no later than 90 days after the beginning of the Plan year after receiving the recommendations of the Chief Executive Officer of Viad Corp.

C. PARTICIPANT ELIGIBILITY:

The Committee will select the Executive Officers as defined under Section 16b of the Securities Exchange Act eligible for participation no later than 90 days after the beginning of the Plan Year. Other personnel will be eligible for participation as recommended by the appropriate staff Vice President and as approved by the Chief Executive Officer of Viad Corp, limited only to those executives who occupy a position in which they can significantly affect operating results as defined by the following criteria:

a) Salary grade 25 and above; and

b) Not more than Organizational Level Four below the Chief Executive Officer.

NOTE: Individuals not qualifying under the criteria established for the Plan Year who were included in the previous year will be grandfathered (continue as qualified participants until retirement, reassignment, or termination of employment) if designated by the appropriate Vice President and approved by the Chief Executive Officer of Viad Corp.

D. TARGET BONUSES:

Target bonuses will be approved by the Committee for each Executive Officer in writing within the following parameters no later than 90 days after the beginning of the Plan Year and will be expressed as a percentage of salary. Target bonuses for other eligible personnel will be established in writing within the following parameters subject to approval by the Chief Executive Officer of Viad Corp.

Actual bonus awards will be dependent on Company performance versus the targets established. A threshold performance will be required before any bonus award is earned under the income per share goal. Awards also will be capped when stretch performance levels are achieved.

	As a Percentage of Salary		
Corporate Positions	Threshold**	Target	Cap
Chairman, President & Chief Executive Officer	37.50%	75%	127.5%
Senior Advisory Group	22.50%	45%	76.5%
Corporate Staff Officers	20.00%	40%	68.0%
Staff Directors*	17.50%	35%	59.5%
	15.00%	30%	51.0%
	12.50%	25%	42.5%
	10.00%	20%	34.0%
Staff Professionals*	7.50%	15%	25.5%
	5.00%	10%	17.0%

* Target Bonus, as determined by the Committee, is dependent upon Organization Reporting Relationships.

** Reflects minimum of achievement of both performance targets. Threshold could be less if minimum achievement of only one performance target is met.

E. BONUS POOL TARGET:

1. The "Bonus Pool Target" will be established no later than 90 days after the beginning of the Plan year and will be adjusted to equal the sum of the target bonuses of all qualified participants based upon actual Plan Year base salaries, as outlined in paragraph C above, plus 15% for Special Achievement Awards.

2. The bonus pool will accrue ratably such that

a) on 2/3 of the sum of the target bonuses:

(i) no bonus will be earned if less than 90% of income per share target is achieved;

(ii) 50% to 100% will be earned if 90% to 100% of income per share target is achieved; and

(iii) 100% to 170% will be earned if 100% to 110% of income per share target is achieved.

b) on 1/3 of the sum of target bonuses:

(i) no bonus will be earned if achievement relating to the other designated performance measurements is considered unsatisfactory;

(ii) from 50% (threshold) to 170% will be earned as designated by the Committee after considering the recommendation of the Chief Executive Officer of Viad of the level of acceptable achievement relating to the other designated performance measures

provided no less than an amount equal to 12.5% of the actual bonus accruals earned under section III of this Plan or any Line of Business Incentive Plan established after 1984, for participants under section III herein will be earned hereunder, up to an aggregate maximum of 170% of Bonus Pool Target and transferred by the companies covered in section III, herein, to Viad Corp. For purposes of this determination only, the 178.5% upper limit shall not apply on such actual bonus accrual calculations for subsidiaries, subsidiary groups and divisions, and the calculation will exclude the excess if any, of funding limit amounts over bonus pool funds otherwise calculated under this provision.

c) Notwithstanding 2. a) i), ii) and iii) of this paragraph E, the ratable accrual of the income per share target may be established for threshold within the range of above 90% up to and including 95% and for maximum within the range of below 110% down to 105% as may be designated by the Committee; however, the Committee may, when appropriate, adjust such ranges upward or downward. Further, the bonus pool shall include any excess of the funding limit established pursuant to Paragraph B for each Corporate Executive Officer over the amount of bonus pool funds otherwise provided with respect to such persons pursuant to 2 a) and b) of this Paragraph E.

3. Bonus pool accruals not paid out shall not be carried forward to any succeeding year.

F. INDIVIDUAL BONUS AWARDS:

Indicated bonus awards will be equal to the product of the target bonus percentage times the weighted average percentage of bonus pool accrued as determined in paragraph D above times the individual's actual Plan Year base salary earnings, subject to adjustments as follows:

a) discretionary upward or downward adjustment of formula awards by the Committee after considering the recommendations of the Chief Executive Officer of Viad Corp for those executives not affected by Section 162(m) of the Internal Revenue Code.

b) discretionary downward adjustment of awards by the Committee for those Executive Officers affected by Section 162(m) of the Internal Revenue Code, and

c) no individual award may exceed the individual's capped target award or the funding limit with respect to Executive Officers and the aggregate recommended bonuses may not exceed the bonus pool for other than Special Achievement Awards.

V. SPECIAL ACHIEVEMENT AWARDS:

Special bonuses of up to 15% of base salary for exceptional performance to employees (primarily exempt employees) who are not participants in this Plan, including newly hired employees, may be recommended at the discretion of the Chief Executive Officer to the Committee from the separate funds for discretionary awards provided for under paragraphs III F and IV E.

VI. APPROVAL AND DISTRIBUTION:

The individual incentive bonus amounts and the terms of payment thereof will be fixed following the close of the Plan Year by the Committee. Any award made under this Plan is subject to the approval of this Plan by the stockholders of Viad Corp.

VII. COMPENSATION ADVISORY COMMITTEE:

The Compensation Advisory Committee is appointed by the Chief Executive Officer of Viad Corp to assist the Committee in the implementation and administration of this Plan. The Compensation Advisory Committee shall propose administrative guidelines to the Committee to govern interpretations of this Plan and to resolve ambiguities, if any, but the Compensation Advisory Committee will not have the power to terminate, alter, amend, or modify this Plan or any actions hereunder in any way at any time.

VIII. SPECIAL COMPENSATION STATUS:

All bonuses paid under this Plan shall be deemed to be special compensation and, therefore, unless otherwise provided for in another plan or agreement, will not be included in determining the earnings of the recipients for the purposes of any pension, group insurance or other plan or agreement of a Company or of Viad Corp. Participants in this Plan shall not be eligible for any contractual or other short-term (sales, productivity, etc.) incentive plan except in those cases where participation is weighted between this Plan and any such other short-term incentive plan.

IX. DEFERRALS:

Participants subject to taxation of income by the United States may submit to the Committee, prior to November 15 of the year in which the bonus is being earned a written request that all or a portion, but not less than $1,000, of their bonus awards to be determined, if any, be irrevocably deferred substantially in accordance with the terms and conditions of a deferred compensation plan approved by the Board of Directors of Viad Corp or, if applicable, one of its subsidiaries. Participants subject to taxation of income by other jurisdictions may submit to the Committee a written request that all or a portion of their bonus awards be deferred in accordance with the terms and conditions of a plan which is adopted by the Board of Directors of a participant's Company. Upon the receipt of any such request, the Committee thereunder shall determine whether such request should be honored in whole or part and shall forthwith advise each participant of its determination on such request.

X. PLAN TERMINATION:

This plan shall continue in effect until such time as it may be canceled or otherwise terminated by action of the Board of Directors of Viad Corp and will not become effective with respect to any Company unless and until its Board of Directors adopts a specific plan for such Company. While it is contemplated that incentive awards from the Plan will be made, the Board of Directors of Viad Corp, or any other Company hereunder, may terminate, amend, alter, or modify this Plan at any time and from time to time. Participation in the Plan shall create not right to participate in any future year's Plan.

XI. EMPLOYEE RIGHTS:

No participant in this Plan shall be deemed to have a right to any part or share of this Plan. This Plan does not create for any employee or participant any right to be retained in service by any Company, nor affect the right of any such Company to discharge any employee or participant from employment. Except as provided for in administrative guidelines, a participant who is not an employee of Viad Corp or one of its subsidiaries on the date bonuses are paid will not receive a bonus payment.

XII. EFFECTIVE DATE:

The Plan shall be effective January 1, 1997, provided however, that any award made under this Plan is subject to the approval of the Viad 1997 Omnibus Incentive Plan by the stockholders of Viad Corp.

Exhibit 10.Q

VIAD CORP

SUPPLEMENTAL PENSION PLAN
(AMENDED AND RESTATED AS OF SEPTEMBER 30, 1997)

(PREVIOUSLY AMENDED AND RESTATED AS OF JANUARY 1, 1987

1. PURPOSE.

The purpose of the Viad Corp Supplemental Pension Plan (hereinafter referred to as the "Plan") is to provide deferred compensation to Eligible Employees (as defined in paragraph 2) on and after January 1, 1976. It is the intention of Viad Corp (hereinafter called the "Company") that Eligible Employees are those employees designated by the Company, or the Chief Executive Officer of the Company, pursuant to paragraph 2, from a select group of management or highly-compensated employees of the Company, or any of its subsidiaries or affiliates (hereinafter referred to as "Subsidiaries") and that the Plan continue to be eligible for exemptions under Parts 1, 2, 3 and 4 of Title I of ERISA and U.S. Department of Labor regulations. It also is the intention of the Company that the Plan be unfunded, that any Eligible Employee's rights under the Plan are those of a general creditor only, and that there be no elections with respect to any benefits under the Plan by Eligible Employees. Subject to rights and benefits expressly fixed by the terms hereof, the Company also intends that the Plan may be amended or terminated and that benefits may be reduced or eliminated as the Board of Directors of the Company determines from time to time and that individuals' rights may be altered.

2. PARTICIPATION.

An employee of the Company (or any of its Subsidiaries) may become eligible to participate in the Plan (referred to herein as "Eligible Employee") when approved by the Board of Directors of the Company (or a committee thereof), or by the Chief Executive Officer of the Company, as specifically designated in each Schedule of Benefits (which is attached hereto, and by this reference made a part hereof). A list of Eligible Employees with respect to each Schedule of Benefits is correspondingly denominated and attached as an exhibit to the Plan (referred to herein as "Exhibit") and each such Exhibit shall be periodically updated.

3. FUNDING.

No fund shall be established to provide for the payment of benefits under the Plan. No trust, other than one which will not cause the Plan to be "funded" under current Internal Revenue Service and U.S. Department of Labor regulations and rulings, shall be created. Any rights of an Eligible Employee or any other person claiming by or through him or her shall be those of a general creditor of the Company only. The Company may create book reserves or take such other steps as it deems appropriate to provide for its expected liabilities under the Plan.

4. CATEGORIES OF BENEFIT PAYMENTS TO ELIGIBLE EMPLOYEES.

Benefits shall be payable by the Company in accordance with the terms and conditions of the Plan and as described in each Schedule of Benefits to the Eligible Employees described in each such Schedule of Benefits and its corresponding Exhibit.

5. RETIREMENT BENEFITS.

Except, as otherwise expressly provided in the Plan or in a Schedule of Benefits, the Plan shall make monthly payments to an Eligible Employee at the same time such Eligible Employee receives or would be deemed to receive under any Schedule of Benefits his or her pension benefits under the pension plan(s) sponsored by the Company, or any of its Subsidiaries, (herein, and in any Schedule of Benefits, referred to for the purposes of the Plan as "the time of his or her retirement"), but in no event shall monthly payments begin before such Eligible Employee has attained the age of 55 and has actually left the employ of the Company or its Subsidiaries. Unless otherwise expressly stated in a Schedule of Benefits, such monthly payments shall be equal to the amount by which the sum of the monthly pension benefits payable to the Eligible Employee from all pension plans sponsored by the Company or any of its Subsidiaries, other than this Plan and a plan qualified under Internal Revenue Code Section 401(k), (hereinafter called "Pension Plans"), is less than the aggregate amount(s) determined under the applicable Schedule(s) of Benefits. In making this determination, the amount(s) from such Pension Plan(s) shall be determined prior to the election of any payment options (such as joint and survivor elections) and without regard to Internal Revenue Code Section 415 or any other law or regulation which would limit benefit amounts from such Pension Plan(s). In addition, when an Eligible Employee is a participant in more than one Pension Plan and benefits under any one of such Pension Plans are not available immediately on account of early retirement eligibility provisions, then, for the purposes of the Plan, such benefits shall be taken into account as though payable immediately on an actuarially equivalent basis, as reasonably determined by the Viad Retirement Committee ("Committee") in its sole discretion.

6. FINAL AVERAGE EARNINGS.

Final Average Earnings for purposes of Schedules A, B, B', C and E shall be as defined in the Viad Corp Retirement Income Plan (hereinafter, "VCRIP") plus amounts that were not included in Final Average Earnings because such amounts were deferred and, for Schedules A, B, B' and

C only, the average of the highest five calendar years of Management Incentive Plan (hereinafter, "MIP") (or its predecessor or successor Plan) awards (whether paid or deferred) made to him or her while in continuous service, except that for Schedules B, C, and E, when calculating Final Average Earnings for years following December 31, 1997 only one-half of MIP (if MIP is included in the calculation of compensation) shall be used and there shall be applied a transition benefit calculation as more fully described in the appropriate Schedules. Any deferrals included in Final Average Earnings by reason hereof shall only be used once in calculating such Final Average Earnings.

7. OPTIONAL FORMS.

If any pension benefit is payable to an Eligible Employee from a Pension Plan, and an optional form of payment is elected under that Pension Plan, then a similar election will be deemed made under the Plan. If two or more such pensions are payable from such other Pension Plans, then the option selected from the Pension Plan generating the largest monthly pension payment (include the beneficiary designation in connection with such option and benefits, if applicable) shall prevail for the purposes of the Plan. Notwithstanding the foregoing, no lump sum distributions shall occur to be permitted hereunder.

8. LISTING OF ELIGIBLE EMPLOYEES.

A listing of Eligible Employees shall be maintained in the form of the Exhibits to the Plan. Exhibit A shall contain those covered under Schedule A, and so on for B, B', C, D, and E. If an employee is incorrectly included or excluded from an Exhibit, actual entitlement to participation and benefits under the Plan shall be reasonably determined by the Committee in its sole discretion.

9. SURVIVOR'S BENEFIT.

If while covered by this program, for purposes other than a terminated vested benefit, an Eligible Employee dies and if on the date of his or her death such Eligible Employee is:

a) Covered by Schedule A and has 10 or more years of service;

b) Covered by Schedule B, B', C, D, or E and has 20 or more years of service; or

c) 55 years of age or older;

then his or her Eligible Spouse, as defined in the VCRIP shall be entitled to a survivor's benefit. This survivor's benefit shall be calculated by assuming that the Eligible Employee (i) was 55 years of age (or his actual age if older) on the date of death;
(ii) retired under the VCRIP on the first day of the month following his or her death; and (iii) elected a Single Life Annuity. The Eligible Spouse will be entitled to receive 1/2 of this benefit which shall be further reduced by 1/6 of 1% for each month the Eligible Spouse is more than 60 months younger than the Eligible Employee.

The survivor's benefit under this paragraph 9 shall be reduced by any spousal survivor's benefit payable from any qualified defined benefit plan (other than a Section 401(k) plan or an Employee Stock Ownership Plan) sponsored by the Company when such benefit becomes payable, as reasonably determined by the Committee in its sole discretion.

10. VESTING.

In addition to all the terms and conditions of the Plan, no Eligible Employee or beneficiary shall be entitled to a benefit under the Plan unless such Eligible Employee has actually attained fully vested status in a Pension Plan which is qualified under Internal Revenue Code Section 401 and which is mentioned in any Schedule of Benefits covering the Eligible Employee, as reasonably determined by the Committee in its sole discretion. Notwithstanding any other provision hereof, any Eligible Employee hereunder who has accumulated five years of service with the Company and its Subsidiaries taken as a whole, ignoring breaks in service, shall be fully vested and entitled to benefits hereunder.

11. ADMINISTRATION, AMENDMENT, MODIFICATION, AND TERMINATION OF THE PLAN.

The Board of Directors of the Company may terminate the Plan or any Schedule of Benefits at any time. Any amounts vested under the Plan prior to any such termination shall continue to be subject to the terms, conditions, and elections in effect under the Plan when the Plan is terminated. The Plan may be amended at any item or from time to time by the Board of Directors of the Company. The Company shall have full power and authority to interpret and administer the Plan, to promulgate rules of Plan administration, to adopt a claims procedure, to conclusively settle any disputes as to rights or benefits arising from the Plan, and to make such decisions or take such actions as the Company, in its sole discretion, reasonably deems necessary or advisable to aid in the proper administration and maintenance of the Plan.

12. MISCELLANEOUS.

The Plan, and any determination made by the Committee or the Company in connection therewith, shall be binding upon each Eligible Employee, his or her beneficiary or beneficiaries, heirs, executors, administrators, successors and assigns. Notwithstanding the foregoing sentence, no benefit under the Plan may be sold, assigned, transferred, conveyed, hypothecated, encumbered, anticipated or otherwise disposed of, and any attempt to do so shall be void. No such benefit payment shall be, prior to actual receipt thereof by the Eligible Employee, or his or her beneficiary or beneficiaries, as the case may be, in any manner subject to the debts, contracts, liabilities or engagements of such Eligible Employee or beneficiary(ies). The Plan shall not constitute, nor be deemed to constitute, a contract of employment between the Company, or any of its Subsidiaries, and any Eligible Employee, nor shall any provision hereof restrict the right of the Company or any of its Subsidiaries to discharge any Eligible Employee from his or her employment, with or without cause.

In witness whereof, the Company causes this Viad Corp Supplemental Pension Plan to be executed by its duly authorized representative on this thirtieth day of December, 1997.

VIAD CORP

By: /s/ Leon C. Reivitz
Vice President Human Resources

SCHEDULE A

The benefits payable under this Schedule of Benefits are in lieu of, not in addition to, any other benefit provided for in this Plan, it being the intent of the Company that (i) benefits shall be payable under this Schedule of Benefits only if it generates the largest monthly benefits when compared to other benefits to which the Eligible Employee is otherwise entitled under the Plan, and (ii) benefits payable under this Schedule of Benefits shall be the only benefits payable to an Eligible Employee under the Plan. The provisions of this Schedule A shall not be construed to modify or limit the provisions of any other Schedule of Benefits to the extent such other Schedule of Benefits deems certain facts to be true for the purposes of the Plan.

Benefits may be payable under this Schedule of Benefits in respect of persons employed by the Company who are selected by the Board of Directors for inclusion under this Schedule of Benefits. The amount used to determine the monthly benefit payable to any Eligible Employee under paragraph 5 of the Plan is as follows:

A monthly Pension calculated as though the selected person was a member of the VCRIP and based on the rules of that Plan applicable at the time of his or her retirement, except that the following Table of retirement benefits expressed as a percentage of Final Average Earnings shall be used. For purposes of this Schedule of Benefits, Final Average Earnings shall be as defined in paragraph 6 of the Plan.

Years of Service	% of FAE	% of Soc. Sec.	Years of Service	% of FAE	% of Soc. Sec.
1	3	2.5	11	33	27.5
2	6	5.0	12	36	30.0
3	9	7.5	13	39	32.5
4	12	10.0	14	42	35.0
5	15	12.5	15	45	37.5
6	18	15.0	16	48	40.0
7	21	17.5	17	51	42.5
8	24	20.0	18	54	45.0
9	27	22.5	19	57	47.5
10	30	25.0	20	60	50.0

Notwithstanding the foregoing, awards under the Management Incentive Plan, shall be counted only once for purposes of this Schedule of Benefits, but on the basis generating the largest Final Average Earnings.

The benefit derived from this Table of Benefits shall be payable on the later of the first day of the month following termination of employment or the first day of the month following the month in which the participant attains age 55. The benefit shall not be subject to any reduction resulting from the Eligible Employee's election to retire prior to his or her normal retirement date. If the Eligible Employee is married on the date of his or her retirement, the benefit shall be paid in the form of a 50% Joint Survivorship Annuity and shall not be reduced to reflect such form of payment.

If the Eligible Employee elects any other optional form of payment under the VCRIP then the reduction in such optional form of benefit shall be based on the unreduced, 50% Joint & Survivor Annuity benefit.

Eligible Employees under this Schedule are listed on Exhibit A to this Plan.

SCHEDULE B

Benefits may be payable under this Schedule of Benefits in respect of persons employed by the Company who are selected by the Chief Executive Officer of the Company. The amount used to determine the monthly benefit payable to an Eligible Employee under paragraph 5 of the Plan is as follows:

A monthly pension based on the rules of the VCRIP (in effect on December 31, 1988) for the Eligible Employee and calculated under those rules for years of service up to and including December 31, 1997. For years of service beginning January 1, 1998, the rules of the Amendment to the VCRIP Appendix: Greyhound Employees' Retirement Income Plan, effective January 1, 1998 ("the Appendix") shall apply, except that for purposes of the Employee's Average Monthly Compensation, the calculation of Final Average Earnings as set forth in Paragraph 6 of the Plan shall be used. For the purposes of this Schedule of Benefits, the amount of normal Retirement Pension with respect to compensation and credited service shall be the sum of the benefit determined under (a) and (b) below;

(a) The Eligible Employee's Accrued Benefit as of December 31, 1997, if any, determined in accordance with the terms of this section as in effect immediately prior to January 1, 1998, multiplied by a fraction (not less than one), the numerator of which is the Eligible Employee's current Average Monthly Compensation, and the denominator of which is the Eligible Employee's Average Monthly Compensation determined as of December 31, 1997, with such calculations being determined based on the definitions of "Compensation" and "Average Monthly Compensation" as set forth in the Appendix as of December 31, 1997.

(b) With respect to an Eligible Employee's Credited Service determined with respect to periods after December 31, 1997, the monthly amount of such normal Retirement Pension shall be the sum of the benefit determined under (1) and (2) below:

(1) 1.15 percent of the lesser of the Eligible Employee's Average Monthly Compensation or his Covered Compensation, multiplied by his Credited Service for periods after 1997, plus

(2) 1.70 percent of the excess, if any, of the Eligible Employee's Average Monthly Compensation over his Covered Compensation, multiplied by his Credited Service for periods after 1997.

A Eligible Employee's Credited Service under this paragraph (b) shall be limited to 30 years minus any Credited Service taken into account for purposes of any calculation under paragraph (a) above.

The Benefit shall be subject to no reduction if the Eligible Employee retires on or following his or her 60th birthday; and a reduction of .25% for each month his or her retirement precedes his or her 60th birthday. In no event, however, may an Eligible Employee retire prior to his or her 55th birthday. If the Eligible Employee is married on the date of his or her retirement, the benefit shall be paid in the form of a 50% Joint Survivorship Annuity and shall not be reduced to reflect such form of payment.

If the Eligible Employee elects any other optional form of payment under the VCRIP the reduction in such optional form of benefits shall be based on an unreduced, 50% Joint & Survivor Annuity benefit.

Eligible Employees under this Schedule B are listed on Exhibit B to the Plan.

SCHEDULE B'

Benefits may be payable under this Schedule of Benefits in respect of persons employed by the Company who are selected by the Board of Directors of the Company. The amount used to determine the monthly benefit payable to an Eligible Employee under paragraph 5 of the Plan is as follows:

A monthly pension based on the rules of the VCRIP (in effect on December 31, 1988) for the Eligible Employee. For the purposes of this Schedule of Benefits, Final Average Earnings shall be as defined in paragraph 6 of the Plan. The Benefit shall be subject to no reduction if the Eligible Employee retires on or following his or her 60th birthday; and a reduction of .25% for each month his or her retirement precedes his or her 60th birthday. In no event, however, may an Eligible Employee retire prior to his or her 55th birthday. If the Eligible Employee is married on the date of his or her retirement, the benefit shall be paid in the form of a 50% Joint Survivorship Annuity and shall not be reduced to reflect such form of payment.

If the Eligible Employee elects any other optional form of payment under the VCRIP then the reduction in such optional form of benefits shall be based on unreduced, a 50% Joint & Survivor Annuity benefit.

Eligible Employees under this Schedule B' are listed on Exhibit B' to the Plan.

SCHEDULE C

Benefits may be payable under this Schedule of Benefits in respect of persons employed by the Company who are selected by the Chief Executive Officer of the Company. The amount used to determine the monthly benefit payable to an Eligible Employee under paragraph 5 of the Plan is as follows:

A monthly pension based on the rules of the VCRIP for the Eligible Employee applicable at the time of his or her retirement, but subject to the preservation of the December 31, 1997 benefit set forth in the Amendment to the VCRIP Appendix: Greyhound Employees' Retirement Income Plan effective January 1, 1998. For the purposes of this Schedule of Benefits, Final Average Earnings shall be as defined in paragraph 6 of the Plan.

Consistent with the Amendment to the VCRIP Appendix: Greyhound Employees' Retirement Income Plan, effective January 1, 1998, there shall be a transition benefit calculation. The transition benefit calculation shall apply to Eligible Employees who elect early retirement under VCRIP. The calculation compares the (1) early retirement amount using the accrued benefit determined as of December 31, 1997 and multiplied by the applicable early retirement reduction factor in effect as of December 31, 1997 with (2) the early retirement amount determined by adding the accrued benefit on 12/31/97 to the accrued benefit determined under the formula in effect on and after January 1, 1998 for years of service after 1/1/98 and multiplied by the applicable early retirement reduction factor in effect as of 1/1/98. The Eligible Employee shall receive the higher of the two benefit calculations.

If the Eligible Employee elects any other optional form of payment under the VCRIP the reduction in such optional form of benefits shall be based on an unreduced, 50% Joint & Survivor Annuity benefit.

Eligible Employees under this Schedule C are listed on Exhibit C to the Plan.

SCHEDULE D

Benefits may be payable under this Schedule of Benefits in respect of persons employed by the Company who are selected by the Chief Executive Officer ("CEO") of the Company. The amount used to determine the monthly benefit payable to an Eligible Employee under paragraph 5 of the Plan is as follows:

A monthly pension based on the rules of the VCRIP for the Eligible Employee applicable at the time of his or her retirement. Final Average Earnings shall be as defined in paragraph 6 of the Plan, (or another applicable schedule of the Plan) except that 100% of the final five (or high five if from schedules A, B, B', or C of this Plan) MIP awards (whether paid or deferred) shall be considered in calculating Final Average Earnings.

For purposes of this Schedule D only, Eligible Employees shall be defined to mean only those employees selected by the CEO who are eligible to receive MIP and who have reached age 55 or older on or before December 31, 1997.

Coverage of an Eligible Employee under this Schedule D neither requires nor precludes the Eligible Employee's coverage under another Schedule of Benefits. However, coverage under this Schedule D also does not provide duplication of benefits for an Eligible Employee who, in addition to being covered under this Schedule D is covered under another Schedule of Benefits. If an Eligible Employee is covered under one or more Schedules, the Schedule producing the highest benefit shall be used to make the determination of benefits.

Eligible Employees under this Schedule D are listed on Exhibit D to the Plan.

SCHEDULE E

Employees who participate in the VCRIP and its appendices (the "Qualified Plan") automatically become Eligible Employees under this Schedule E if their benefits under the Qualified Plan are limited by Internal Revenue Code Section 401(a)(17) or Section 415. The Company shall administratively identify the Eligible Employees under this Schedule E, based on the effect of such Internal Revenue Code provisions on their Qualified Plan benefits, and shall list them on Exhibit E. Exhibit E shall not require separate approval of the Board of Directors or the Chief Executive Officer of the Company.

Coverage of an Eligible Employee under this Schedule E neither requires nor precludes the Eligible Employee's coverage under another Schedule of Benefits. However, coverage under this Schedule E also does not provide duplication of benefits for an Eligible Employee who, in addition to being covered under this Schedule E, is covered under another Schedule of Benefits. The Company may determine and communicate an Eligible Employee's aggregate benefit under this Plan by considering this Schedule E together with any other Schedule of Benefits that happens to cover the Eligible Employee. Subject to the foregoing, the amount of benefit attributable to this Schedule E and payable to an Eligible Employee pursuant to paragraph 5 of the Plan shall be determined as:

A monthly pension based on the benefit schedule(s) and rules of the Qualified Plan applicable to the Eligible Employee at the time of his or her retirement. For purposes of this Schedule of Benefits, Final Average Earnings shall be as defined in the Qualified Plan (subject to any modifications under paragraph 6 of this Plan, if applicable) with respect to the Eligible Employee, and shall be determined without regard to the annual limit of $160,000 (as adjusted) that applied under the Qualified Plan pursuant to Internal Revenue Code Section 401(a)(17). In addition, the pension computed in this manner shall not be reduced on account of the Internal Revenue Code Section 415 limitations that apply under the Qualified Plan.

Exhibit 10.R

TRAVELERS EXPRESS COMPANY, INC.

SUPPLEMENTAL PENSION PLAN

1. PURPOSE.

The purpose of the Travelers Express Company, Inc. Supplemental Pension Plan (hereinafter referred to as the "Plan") is to provide deferred compensation to Eligible Employees (as defined in paragraph 2) on and after January 1, 1994. Participants and former Participants who terminated employment prior to January 1, 1994 remain subject to the terms of the prior Plan in which they participated at the time of their termination, but any benefits remaining to be paid under the prior Plan shall be paid from this Plan. It is the intention of the Travelers Express Company, Inc. (hereinafter called the "Company") that Eligible Employees are those employees designated by the Board of Directors of the Company, from a select group of management or highly compensated employees of the Company, and that the Plan continue to be eligible for exemptions under Parts 1, 2, 3 and 4 of Title 1 of ERISA and U.S. Department of Labor regulations. It also is the intention of the Company that the plan be unfunded, that no trust be created, that any Eligible Employee's rights under the plan are those of a general creditor only. Subject to rights and benefits expressly fixed by the terms hereof, the Company also intends that the Plan may be amended or terminated and that benefits may be reduced or eliminated as the Board of Directors of the Company determines from time to time and that individuals' rights may be altered. The terms used in the Plan shall have the same meaning as set forth in the Company appendix to The Viad Corp Retirement Income Plan, unless the context clearly requires otherwise.

2. PARTICIPATION.

An employee of the Company or a subsidiary of the Company (hereinafter a "Subsidiary") may become eligible to participate in the Plan (referred to herein as "Eligible Employee") when approved by the Board of Directors of the Company. A list of Eligible Employees is attached as Exhibit A to the plan, and such Exhibit shall be periodically updated.

3. FUNDING.

No fund shall be established to provide for the payment of benefits under the Plan. No trust shall be created. Any rights of an Eligible Employee or any other person claiming by or through him shall be those of a general creditor of the Company only. The Company may create book reserves or take such other steps as it deems appropriate to provide for its expected liabilities under the Plan. Any funds, and the proceeds therefrom, utilized by the Company to provide for its expected liabilities under the Plan shall remain the unrestricted assets of the Company.

4. RETIREMENT BENEFITS.

(a) The Company shall provide, subject to all the terms and conditions of the Plan, a monthly benefit as of the Eligible Employee's 65th birthdate (the "Normal Retirement Date") payable in the manner set forth in paragraph 5 of the Plan in an amount equal to:

(1) the product of (A) and (B) less the product of (B) and
(C) plus the "special benefit", if any, provided in subparagraph (B) of this paragraph where:

(A) is 2% of the Eligible Employee's actual Average Monthly Compensation under the Company's appendix to the Viad Corp Retirement Income Plan;

(B) is the number of full years of actual Credited Service under the Company's appendix to the Viad Corp Retirement Income Plan, but not to exceed 25 years; and

(C) is 2% of the Primary Social Security entitlement of the Eligible Employee (as such term is defined in the Viad Corp Retirement Income Plan);

reduced by

(2) the amount of monthly pension benefits actually paid or payable to the Eligible Employee from the Company appendix to the Viad Corp Retirement Income Plan or any other qualified pension plan, which does not include contributions described in Internal Revenue Code 401(k) or 401(m), sponsored by the Company or a Subsidiary (hereinafter "Qualified Pension Plan"). In addition, when an Eligible Employee is a participant in more than one Qualified Pension Plan and benefits under any one of such Qualified Pension Plans are not available immediately on account of early retirement eligibility or other provisions, then, for the purposes of the Plan, such benefits shall be taken into account as though payable immediately on an actuarially equivalent basis, as reasonably determined by the Company in its sole discretion.

(b) For the purposes of determining the monthly benefit set forth in subparagraph (a) of this paragraph 4, the following rules shall apply. First, the compensation taken into account and the benefit calculated under the formula in subparagraph (a) above shall not be limited as provided in Internal Revenue Code

Section 401(a)(17) or 415. Second, Eligible Employees who have 25 or more full years of actual Credited Service under the Company appendix to the Viad Corp Retirement Income Plan (without regard to the 25 year Credited Service limitation in that appendix) shall include in the determination of their benefit a "special benefit" equal to 1/2 of 1% of their Average Monthly Compensation under the Company appendix to the Viad Corp Retirement Income Plan for each such additional full year of such Credited Service earned after such 25 years up to 30 full years of Credited Service. In no event shall this "special benefit" exceed 2 1/2% of Average Monthly Compensation.

5. FORM OF PAYMENT.

The benefit derived from the formula contained in paragraph 4 and 6 of the Plan shall be payable at the same and in the same form or forms as available and actually elected by the eligible employee under the Company appendix to the Viad Corp Retirement Income Plan or any other Qualified Pension Plan. If benefits under two or more Qualified Pension Plans are payable, then the options selected for the Qualified Pension Plan generating the largest monthly pension payment (including the beneficiary designation in connection with such option and benefits, if applicable) shall prevail for the purposes of the plan. Notwithstanding the foregoing, no lump sum distributions shall occur or be permitted hereunder.

6. EARLY RETIREMENT BENEFIT.

In the event benefits under the Plan are to commence as of a date prior to the Eligible Employee's Normal Retirement Date, the monthly benefit described in paragraph 4 of the plan shall be reduced by (i) .3333% for each month that the commencement date of the pension is on or after the first day of the month of the Participants 62nd birthday and preceding the Participants Normal Retirement Date; plus (ii) .4167% for each month that the commencement date of the Pension precedes the first day of the month of the Participants 62nd birthdate, except that if the Eligible Employee has 30 full years or more of actual Credited Service under the Company appendix to the Viad Corp Retirement Income Plan and benefits under the Plan are to commence on or after the Eligible Employee's 60th birthdate, there shall be no such reduction.

7. SURVIVOR'S BENEFIT.

A survivor's benefit equal to 1/2 of the amount the Eligible Employee would have been entitled to receive under the Plan had he or she retired on the date of his or her death, determined in accordance with paragraphs 4, 5 and 6 of the Plan, shall be payable to the Eligible Employee's surviving spouse, or minor child or children, but only if upon the Eligible Employee's death any such spouse or child is actually entitled to or is deemed by the Company to be entitled to a pre-retirement Death Benefit described in the Company appendix to the Viad Corp Retirement Income Plan. If the spouse is the beneficiary, the survivor's benefit shall be further reduced by 1/2 to 1% for each month in excess of 60 months that the spouse's birthdate follows that of the deceased Eligible Employee.

8. VESTING.

An Eligible Employee who has accumulated 5 years of service, in the aggregate, with the Company, a Subsidiary or Viad Corp or its subsidiaries, shall, subject to all other terms and conditions set forth in the Plan, be vested and entitled to a benefit hereunder. Prior to vesting in accordance with this paragraph 8, no benefit shall be payable under the Plan to the Eligible Employee or any person claiming a benefit by or through him or her.

9. ADMINISTRATION, AMENDMENT, MODIFICATION, AND TERMINATION OF THE PLAN.

The Board of Directors of the Company may terminate the Plan at any time. Any amounts vested under the Plan based on the actual Credited Service with the Company prior to any such termination shall continue to be subject to the terms, conditions, and elections in effect under the plan when the Plan is terminated. The Plan may be amended at any time or from time to time by the Board of Directors of the Company. The Company shall have full power and authority to interpret and to adopt a claims procedure, to conclusively settle any disputes as to rights or benefits arising from the Plan, and to make such decision or take such actions as the Company, in its sole discretion, reasonably deems necessary or advisable to aid in the proper administration and maintenance of the Plan. The Company may, in its sole discretion, appoint a committee (the "Committee") to carry out some or all of the administrative activities set forth in the preceding sentence on its behalf.

10. MISCELLANEOUS.

The Plan, and any determination made by the Company or the Committee in connection therewith, shall be binding upon each Eligible Employee, his or her beneficiary or beneficiaries, heirs, executors, administrators, successors and assignees. Notwithstanding the foregoing sentence, no benefit under the Plan may be sold, assigned, transferred, conveyed, hypothecated, encumbered, anticipated or otherwise disposed of, and any attempt to do so shall be void. No such benefit payment shall, prior to actual receipt thereof by the Eligible Employee, or his or her beneficiary or beneficiaries, as the case may be, be in any manner subject to the debts, contracts, liabilities or engagements of such Eligible Employee or beneficiary(ies). The Plan shall not constitute, nor be deemed to constitute, a contract of employment between the Company, or any of its subsidiaries, and any Eligible Employee, nor shall any provision hereof restrict the right of the Company or any of its subsidiaries to discharge any Eligible Employee from his or her employment, with or without cause.

In witness whereof, the Company causes this Travelers Express Company, Inc. Supplemental Executive Retirement Plan to be executed by its duly authorized representative on this thirtieth day of December, 1997.

VIAD CORP

By: /s/ Leon C. Reivitz
Vice President Human
Resources

Exhibit 10.S

GES EXPOSITION SERVICES, INC.
SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN

1. EFFECTIVE DATE AND PURPOSE.

This GES Exposition Services, Inc. Supplemental Executive Retirement Plan (hereinafter referred to as the "Plan") is established effective August 1, 1995, as amended effective January 1, 1998, for the purpose of providing post-retirement income to Eligible Employees (as defined in Section 2) who are selected for participation and who continue to be employed as Eligible Employees on or after January 1, 1996. No person who ceases to be an Eligible Employee prior to January 1, 1996, shall be entitled to receive any benefit under this Plan. It is the intention of GES Exposition Services, Inc. (hereinafter called the "Company") that Eligible Employees shall be those selected by the Company from time to time such that the Plan continues to be eligible for exemption under Parts 2, 3, and 4 of Title 1 of ERISA. In order to further that intent, all Eligible Employees must fulfill at least the following requirements:

A. His or her basic earnings should exceed the Social Security Wage Base, for purposes other than Medicare, applicable in his or her year of enrollment by 25% and

B. He or she should be exempt from the provision of the Fair Labor Standards Act and

C. His or her duties should be those of supervisory or management personnel and

D. Eligible Employees shall be restricted to Officers of GES Exposition Services, Inc. or any of its subsidiaries or affiliates whose title shall be one of the following:

Vice President
Senior Vice President
Executive Vice President
President
Chairman of the Board and Chief Executive Officer

2. PARTICIPATION.

Employees of the Company including its subsidiaries or affiliates identified on Schedule A become eligible for the Plan when approved by the Board of Directors of the Company. A list of Eligible Employees with respect to each Schedule of Benefits is attached (Schedule B) to the Plan and such exhibit shall be periodically updated when additional employees become eligible.

3. FUNDING.

No fund shall be established to provide for the payment of benefits under this Plan. Such payments shall be made only when an Eligible Employee retires and shall be payable by the Company at such time.

4. CATEGORIES OF BENEFIT PAYMENTS TO ELIGIBLE EMPLOYEES.

Benefits shall be payable by the Company in accordance with the terms and conditions of the Plan and as described in each Schedule of Benefits to the Eligible Employees described in Schedule B.

5. RETIREMENT BENEFIT.

The Plan shall pay a monthly benefit on retirement from the Company, after attainment of age 65, or age 55 with 10 or more years of service, equal to the amount by which the sum of the monthly pension benefits payable to the Eligible Employee from all qualified defined benefit plans maintained by the Viad Corp or any of its subsidiaries or its affiliates (hereinafter called the "Corporation") is less than that monthly benefit based on the provisions described in the Schedule of Benefits in this Plan in which the Eligible Employee is enrolled. In calculating the monthly benefit based on the Schedule of Benefits in this Plan, the following rules shall apply:

(a) Credited Service shall be determined from the later of January 1, 1980 or the Eligible Employee's date of hire with the Company to the calculation date for the benefit. Such determination of Credited Service shall be made using the definition of Credited Service under the Viad Corp Retirement Income Plan and the Greyhound Exposition Services, Inc. Appendix thereto (hereinafter referred to collectively as the "GES VCRIP Appendix"), but ignoring the curtailment in the GES VCRIP Appendix that prevents any additional Credited Service attributable to periods after July 31, 1995, from being taken into account.

(b) Compensation, Covered Compensation, and Average Monthly Compensation shall be determined by using the definitions in the GES VCRIP Appendix, but including the additional item of one-half of the bonuses awarded under the Company's Management Incentive Plan (counting the one-half of bonuses in the month in which they are awarded, provided however that the calculation for Eligible Employees who reach age 55 or older on or before December 31, 1997 shall continue to include 100% of the MIP) and ignoring the curtailment in the GES VCRIP Appendix that prevents any additional Compensation, Covered Compensation, or Average Monthly Compensation attributable to periods after July 31, 1995, from being taken into account.

(c) The rules governing the election of early retirement under this Plan shall be as defined in the GES Exposition Services, Inc. Appendix to the Viad Retirement Income Plan in effect on July 31, 1995 except that for accruals under this Plan after December 31, 1997 the benefit if beginning at age 62 and thereafter shall be reduced by 0.3334 percent (rather than .025) for each month that the commencement date of the Pension precedes the Participant's Normal Retirement Date.

Notwithstanding the foregoing, the limits of Internal Revenue Code Section 401(a)(17) and 415 shall not apply when making this calculation based on the rules of such Viad Corp Retirement Income Plan appendix. Also in making this determination, the amounts from such other Corporation pension plans shall be determined prior to the election of any options (such as joint and survivor elections).

6. OPTIONAL FORMS.

If any pension is payable to an Eligible Employee from a pension plan maintained by the Corporation and an optional form of payment is elected under that plan, then a similar election will be assumed under this Plan. If two or more such pensions are payable from other plans, then the option selected for the largest pension shall prevail in the Plan.

7. VESTING.

Notwithstanding any other provision hereof, any Eligible Employee hereunder who has accumulated five years of service with the Corporation and its subsidiaries taken as a whole, ignoring breaks in service, shall be fully vested and entitled to benefits hereunder.

8. DEATH BENEFIT.

If an Eligible Employee dies prior to retirement and their spouse would be eligible for a benefit under the Viad Corp Retirement Income Plan, then the spouse will receive a benefit under this Plan equal to:

(a) the benefit that would be provided by the Viad Corp Retirement Income Plan, but based on the benefit formula adjustments described in the Plan Schedule under which the Eligible Employee is covered; reduced by

(b) The sum of all retirement benefits payable to the surviving spouse from all other defined benefit plans sponsored by Viad Corp or any of its subsidiaries.

9. ADMINISTRATION, AMENDMENT, MODIFICATION, AND TERMINATION OF THE PLAN.

The Board of Directors of the company may terminate the Plan or any Schedule of Benefits at any time. Any amounts vested under the Plan prior to any such termination shall continue to be subject to the terms, conditions, and elections in effect under the Plan when the Plan is terminated. The Plan may be amended at any time or from time to time by the Board of Directors of the Company. The Company shall have full power and authority to interpret and administer the Plan, including, but not limited to, the authority to appoint an administrative committee, to promulgate rules of Plan administration, to adopt a claims procedure, to conclusively settle any disputes as to rights or benefits arising from the Plan, and to make such decisions or take such actions as the Company, in its sole discretion, reasonably deems necessary or advisable to aid in the proper administration and maintenance of the Plan.

10. MISCELLANEOUS.

The Plan, and any determination made by the Company, or any committee appointed by the Company to administer the Plan, in connection therewith, shall be binding upon each Eligible Employee, his or her beneficiary or beneficiaries, heirs, executors, administrators, successors and assigns. Notwithstanding the foregoing sentence, no benefit under the Plan may be sold, assigned, transferred, conveyed, hypothecated, encumbered, anticipated or otherwise disposed of, and any attempt to do so shall be void. No such benefit payment shall be, prior to actual receipt by the Eligible Employee, or his or her beneficiary or beneficiaries, as the case may be, in any manner subject to the debts, contracts, liabilities or engagements of such Eligible Employee or beneficiary(ies). The Plan shall not constitute, nor be deemed to constitute, a contract of employment between the Company, or any of its Subsidiaries, and any Eligible Employee, nor shall any provision hereof restrict the right of the Company or any of its Subsidiaries to discharge any Eligible Employee from his or her employment, with or without cause.

In witness whereof, the Company causes this GES Exposition Services, Inc. Supplemental Executive Retirement Plan to be executed by its duly authorized representative on this thirtieth day of December, 1997.

VIAD CORP

By: /s/ Leon C. Reivitz

Vice President Human Resources

GES EXPOSITION SERVICES, INC.
SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN

Schedule A
List of participating Employers

Participating Company Effective Date

GES Exposition Services, Inc. August 1, 1995

GES EXPOSITION SERVICES, INC.
SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN

SCHEDULE B

LIST OF PARTICIPATING EMPLOYEES

GES EXPOSITION SERVICES, INC.
SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN

Benefit Schedule C

Benefits may be payable based on the benefit formula below in respect of persons employed by the Company who are selected by the Board of Directors of the Company for coverage under this Schedule of Benefits. The amount used for this Schedule of Benefits under section 5 of the Plan in determining the monthly benefit payable to a covered Eligible Employee is equal to the sum of (1) plus (2) below, multiplied by all years of the Eligible Employee's Credited Service up to a maximum of 30 years:

1) 1.15 percent of the lesser of the Eligible Employee's Average Monthly Compensation or his Covered Compensation.

2) 1.70 percent of the excess, if any, of the Eligible Employee's Average Monthly Compensation over his Covered Compensation.

Provided, however, that for periods prior to January 1, 1998, "1.25" percent shall be used in paragraph "(1)" and "1.75" shall be used in paragraph "(2)".

GES EXPOSITION SERVICES, INC.
SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN

Benefit Schedule D

Benefits may be payable based on the benefit formula below in respect of persons employed by the Company who are selected by the Board of Directors of the Company for coverage under this Schedule of Benefits. The amount used for this Schedule of Benefits under section 5 of the plan in determining the monthly benefit payable to a covered Eligible Employee is equal to the sum of (1) plus (2) below, multiplied by all years of the Eligible Employee's Credited Service up to a maximum of 30 years:

1) 0.90 percent of the lesser of the Eligible Employee's Average Monthly Compensation or his Covered Compensation.

2) 1.40 percent of the excess, if any, of the Eligible Employee's Average

Monthly Compensation over his Covered Compensation.

Exhibit 10.T

GREYHOUND LEISURE SERVICES, INC.

KEY MANAGEMENT DEFERRED COMPENSATION PLAN

(amended effective January 1, 1998)

1. PURPOSE.

The purpose of the Greyhound Leisure Services, Inc. (hereinafter "GLSI") Key Management Deferred Compensation Plan (hereinafter the "Plan") is to provide post-retirement income to eligible employees on and after January 1, 1982. It is the intention of GLSI that eligible employees shall be those selected by the Company from time to time and such that the Plan continues to be eligible for exemption under Parts 2, 3 and 4 of Title I of ERISA. In order to further that intent, all Eligible Employees must fulfill at least the following requirements:

1. He or she should be exempt from the provisions of the Fair Labor Standards Act and

2. His or her duties should be those of supervisory or management personnel.

3. Eligible Employees shall be restricted to Officers of GLSI or any of its subsidiaries or affiliates whose title shall be one of the following:

Vice President
Senior Vice President
Executive Vice President
President

2. PARTICIPATION.

Employees of GLSI (its subsidiaries or its affiliates identified in Schedule A) may become eligible for the Plan when approved by the Board of Directors of GLSI. A list of Eligible Employees is attached (Schedule B) to the Plan and such exhibit shall be periodically updated when additional employees become eligible.

3. FUNDING.

No fund shall be established to provide for the payment of benefits under the Plan. Such payments shall be made only when an Eligible Employee retires and shall be payable by the Company at such time.

4. RETIREMENT BENEFIT.

An Eligible Employee may retire at his or her early, normal or postponed retirement date, determined under the eligibility requirements of the Greyhound Retirement Income Plan appendix to the Viad Corp Retirement Income Plan (hereinafter "VCRIP"). He or she may elect to have the benefit from this Plan payable in any form allowed by the VCRIP. The Plan shall pay a monthly benefit equal to

(a) the benefit that would be provided by the VCRIP as in effect at the time of retirement, using all service and basic earnings (including 50% of Management Incentive Plan ("MIP") awards whether paid or deferred, provided however, that the calculation for Eligible Employees who reach age 55 or older on or before December 31, 1997 shall include 100% of the MIP) with Viad Corp (hereinafter called the Corporation), a subsidiary or affiliate (unless an exclusion is specified for any Eligible Employee of a Company listed in Schedule A, less

(b) the sum of all retirement benefits payable to the employee from all other defined benefit plans maintained by the Corporation or any of its subsidiaries or affiliates, computed as payable at the date of retirement and in the form of benefit elected by the employee for this Plan.

The benefit in (a) above shall be determined without regard to the limits of Internal Revenue Code Sections 401(a)(17) and 415 that apply under the referenced qualified plan.

No benefits are payable if the employee terminates before being eligible to retire.

5. DEATH BENEFITS.

If an eligible employee dies prior to retirement and the spouse would be eligible for a benefit under the VCRIP, then the spouse will receive a benefit from this Plan equal to

(a) the benefit that would be provided by VCRIP to the spouse, computed similarly to 4(a) above, less

(b) the sum of all survivor benefits payable from other defined benefit plans, computed similarly to 4(b) above.

The benefit in (a) above shall be determined without regard to the limits of Internal Revenue Code Sections 401(a)(17) and 415 that apply under the referenced qualified plan.

Post death benefits are payable according to the annuity form elected.

6. OPTIONAL FORMS.

If any pension is payable to an eligible employee from the pension plan maintained by the Corporation (or any of its subsidiaries or affiliates) and an optional form of payment is elected under that pension plan, then a similar election will be assumed made under this Plan. If two or more such pensions are payable from other plans, then the option selected from the largest pension shall prevail in this Plan.

7. PLAN COMMUNICATION.

Schedule B attached, shall constitute a listing of those eligible employees approved in accordance with paragraph 2 above. Each such employee shall receive a detailed description of the benefits that may become available to him under this Plan.

8. PLAN ADMINISTRATION.

The Plan will be administered by the GLSI Compensation Committee. The Board of Directors of GLSI reserves the right to alter or discontinue the Plan or any of its provisions at its discretion.

In witness whereof, the Company causes this Greyhound Leisure Services, Inc. Key Management Deferred Compensation Plan to be executed by its duly authorized representative on this thirtieth day of December, 1997.

VIAD CORP

By: /s/ Leon C. Reivitz
Vice President Human Resources

SCHEDULE A

Greyhound Leisure Services, Inc.

SCHEDULE B

Name SSN DOB

Exhibit 10.U

RESTAURA, INC.

KEY MANAGEMENT DEFERRED COMPENSATION PLAN

1. RESTATEMENT OF PLAN.

Restaura, Inc. (formerly Greyhound Food Management, Inc. and herein called the "Company") hereby amends and restates the Greyhound Food Management, Inc. Key Management Deferred Compensation Plan and renames it as the Restaura, Inc. Key Management Deferred Compensation Plan (the "Plan") effective as of January 1, 1991, as amended effective January 1, 1998.

2. APPLICABILITY OF THE PLAN.

The provisions set forth in this restatement apply only to Plan participants who are employed by the Company on or after January 1, 1998.

Participants and former participants who terminated employment prior to January 1, 1998 remain subject to the terms of the prior Plan in which they participated at the time of their termination, but any benefits remaining to be paid under the prior Plan shall be paid from this Plan.

3. PURPOSE.

The purpose of the Plan is to provide post-retirement income to eligible employees on or after January 1, 1998. It is the intention of the Company that eligible employees shall be those selected by the Company from time to time and such that the Plan continues to be eligible for exemption under Parts 2, 3, and 4 of Title 1 of ERISA. In order to further that intent, all Eligible Employees must fulfill at least the following requirements:

A. His or her basic earnings should exceed the Social Security Wage Base, for purposes other than Medicare, applicable in his or her year of enrollment by 25% and

B. He or she should be exempt from the provision of the Fair Labor Standards Act and

C. His or her duties should be those of supervisory or management personnel and

D. Eligible Employees shall be restricted to elected Officers of Restaura, Inc. or any of its subsidiaries or affiliates whose title shall be one of the following:

Vice President
Senior Vice President
Executive Vice President
President

4. PARTICIPATION.

Employees of the Company including its subsidiaries or its food service affiliates identified on Schedule A may become eligible for the Plan when approved by the Board of Directors of Restaura, Inc. A list of Eligible Employees is attached (Schedule B) to the Plan and such exhibit shall be periodically updated when additional employees become eligible.

5. FUNDING.

No fund shall be established to provide for the payment of benefits under this Plan. Such payments shall be made only when an Eligible Employee retires and shall be payable by the Company at such time.

6. RETIREMENT BENEFIT.

The Plan shall pay a monthly benefit on retirement from the Company, after attainment of age 65, or age 55 with 10 or more years of service, equal to the amount by which the sum of the monthly pension benefits payable to the Eligible Employee from all qualified defined benefit plans maintained by the Viad Corp or any of its subsidiaries or its affiliates (hereinafter called the "Corporation") is less than that monthly benefit based on the rules of the Greyhound Employees' Retirement Income Plan appendix to the Viad Corp Retirement Income Plan in effect at the time of retirement and using in the calculation all service (which shall mean credited benefit service under the Greyhound Food Companies Salaried Employees' appendix to the Viad Companies Retirement Income Plan) and basic earnings (excluding MIP or other similar awards) with the Corporation (unless an exclusion is specified for any Eligible Employee of a Company listed in Schedule A).

Notwithstanding the foregoing, the limits of Internal Revenue Code Section 401(a)(17) and 415 shall not apply when making this calculation based on the rules of such Greyhound Employees' Retirement Income Plan appendix. Also in making this determination, the amounts from such other Corporation pension plans shall be determined prior to the election of any options (such as joint and survivor elections). In addition, if at the time of retirement, any such pension (from another Corporation pension plan) is not available immediately (on account of early retirement eligibility provisions) then for the purposes of this Plan, it shall be taken into account as though it were payable immediately on an actuarial equivalent basis.

7. OPTIONAL FORMS.

If any pension is payable to an Eligible Employee from a pension plan maintained by the Corporation and an optional form of payment is elected under that plan, then a similar election will be assumed under this Plan. If two or more such pensions are payable from other plans, then the option selected for the largest pension shall prevail in the Plan.

8. VESTING.

Notwithstanding any other provision hereof, any Eligible Employee hereunder who has accumulated five years of service with the Corporation and its subsidiaries taken as a whole, ignoring breaks in service, shall be fully vested and entitled to benefits hereunder.

9. PLAN COMMUNICATIONS.

Schedule B attached shall constitute a listing of those Eligible Employees approved in accordance with paragraph 2 above. Each such employee shall receive a detailed description of the benefits that may become available to him or her under the Plan.

10. PLAN ADMINISTRATION.

The Plan shall be administered by the Restaura, Inc. Compensation Committee. The Board of Directors of Restaura, Inc. reserves the right to alter or discontinue the Plan or any of its provisions at its discretion.

11. TRANSFERS.

An Eligible Employee who transfers from Restaura, Inc. to another division, subsidiary, or affiliate within the Corporation may, so long as he or she otherwise qualifies for a benefit under this Plan and so long as he or she terminates employment with the Corporation and all of its subsidiaries and affiliates, retire from this Plan and receive a monthly benefit after attaining age 55 with 10 years of service or after attaining age 65 regardless of service. The benefit will be determined according to Paragraph 6 above, but based only on service and earnings with Restaura, Inc. and shall be offset only by amounts from pension plans reflecting such service and earnings.

In witness whereof, the Company causes this Restaura, Inc. Key Management Deferred Compensation Plan to be executed by its duly authorized representative on this thirtieth day of December, 1997.

VIAD CORP

By: Leon C. Reivitz
Vice President Human Resources

SCHEDULE B
RESTAURA, INC. SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN

List of Active Participants

NAME SS# LIST BIRTHDATE

List of Retired Participants

NAME SS# LIST BIRTHDATE

List of Inactive Participants (transfers and leaves of absence)

NAME	SS#	LIST BIRTHDATE

Term Vested Participants

NAME	SS#	LIST BIRTHDATE

Exhibit 21

VIAD CORP
(DELAWARE)

Active and Inactive (I) Subsidiaries and Affiliates* as of March 15, 1998

AIRLINE CATERING & SERVICES GROUP

AIRCRAFT SERVICE INTERNATIONAL, INC. (Delaware)
ASII Holding GmbH (Germany)
Omni Aircraft Service GmbH (Germany) (50%) Bahamas Airport Services Limited (Bahama) Freeport Flight Services Limited (Bahama)
Dispatch Services, Inc. (Florida)
Florida Aviation Fueling Company, Inc. (Florida) Greyhound-Dobbs Incorporated (Delaware)
DOBBS INTERNATIONAL SERVICES, INC. (Delaware)

Dobbs Houses International, Inc. (Delaware)

CONVENTION SERVICES GROUP

EXG, Inc. (Delaware)
Giltspur Exhibits of Canada, Inc. (Ontario) David H. Gibson Company, Inc. (Texas)
GES EXPOSITION SERVICES, INC. (Nevada)
Concourse Graphics, Inc. (Delaware) Expo-Tech Electrical & Plumbing Services, Inc. (California) Shows Unlimited, Inc. (Nevada)
United Exposition Service Redevelopment Corporation
(Missouri)
Las Vegas Convention Service Co. (Nevada) Panex Show Services Ltd. (Canada)
Exposervice Standard Inc. (Canada)
Clarkson-Conway Inc. (Canada)
Stampede Display and Convention Services Ltd. (Alberta)

CORPORATE AND OTHER

The Dial Corp (International) (Arizona)
Essex Place Inc. (Arizona)
GCMC Inc. (Arizona)
Grey Gateway Realty Corporation (Arizona) GRT Inc. (Arizona)
Viad Realty Corporation (Arizona)
Greyhound Realty of Texas Inc. (Texas) VRC Realty, Inc. (Delaware)
VREC, Inc. (Delaware)

TRAVEL & LEISURE & PAYMENT SERVICES GROUP

GREYHOUND LEISURE SERVICES, INC. (Florida)
European Cruise Shops Limited (Cayman Islands) (51%) International Cruise Shops, Ltd. (Cayman Islands) Greyhound Support Services, Inc. (Delaware) (I) Greyhound Maintenance, Inc. (Arizona) Greyhound World Travel GmbH (Germany)
JI INC. (Florida)
RESTAURA, INC. (Michigan)
Glacier Park, Inc. (Arizona) (80%)
Waterton Transport Company, Limited (Alberta)
TRANSPORTATION LEASING CO. (California)~~
GCCP, Inc. (Delaware)~~
Greyhound Canada Holdings, Inc. (Alberta)~~ Brewster Tours Inc. (Canada)
BREWSTER TRANSPORT COMPANY LIMITED (Alberta)

Cascade Holdings (Banff) Inc. (Alberta)

TRAVELERS EXPRESS COMPANY, INC. (Minnesota)
CAG Inc. (Nevada)
FSMC, Inc. (Minnesota)
Game Financial Corporation (Minnesota) GameCash, Inc. (Minnesota)
Game Financial Corporation of Louisiana (Louisiana) Game Financial Corporation of Mississippi (Mississippi) Game Financial Corporation of Wisconsin (Wisconsin) Moneyline Express, Inc. (Wisconsin) Travelers Express Co. (P.R.) Inc. (Puerto Rico) Viad Service Companies Limited (United Kingdom) Aircraft Service Limited (United Kingdom)# Dobbs International (U.K.) Limited (United Kingdom)#

# Indicates an Airline Catering & Services Group Subsidiary ~~ Indicates a Corporate and Other Subsidiary

* Parent-subsidiary or affiliate relationships are shown by marginal indentation. State, province or country of incorporation and ownership percentage are shown in parentheses following name, except that no ownership percentage appears for subsidiaries owned 100% (in the aggregate) by Viad Corp. List does not include companies in which the aggregate direct and indirect interest of Viad

Corp is less than 50%.

Exhibit 23

INDEPENDENT AUDITORS' CONSENT

To the Board of Directors
Viad Corp
Phoenix, Arizona

We consent to the incorporation by reference in Registration Statement Nos. 333-27327, 333-35231, 33-41870, 33-57630, and 33-56531 on Form S-8 and Nos. 33-54465 and 33-55360 on Form S-3 of Viad Corp, of our report dated February 20, 1998, appearing in this Annual Report on Form 10-K of Viad Corp for the year ended December 31, 1997.

/s/ Deloitte & Touche LLP

DELOITTE & TOUCHE LLP
Phoenix, Arizona

March 23, 1998

Exhibit 24

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each director whose signature appears below constitutes and appoints Robert H. Bohannon and Richard C. Stephan, and each of them severally, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign the Form 10-K Annual Report of Viad Corp for the fiscal year ended December 31, 1997, and any and all amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

/s/ Jess Hay	*February 19, 1998*
/s/ Judith K. Hofer	*February 19, 1998*
/s/ Jack F. Reichert	*February 19, 1998*
/s/ Linda Johnson Rice	*February 19, 1998*
/s/ Douglas L. Rock	*February 19, 1998*
/s/ John C. Tolleson	*February 19, 1998*
/s/ Timothy R. Wallace	*February 19, 1998*

Viad Corp Selected Financial and Other Data

Year ended December 31,	1997	1996	1995	1994	1993
Operations (000 omitted)					
Revenues (1)	$2,417,470	$2,263,228	$1,976,745	$1,806,597	$1,337,940
Income from continuing operations (2)	$ 97,794	$ 69,071	$ 70,781	$ 61,173	$ 31,975
Income (loss) from discontinued operations (3)		(40,694)	(73,465)	79,138	110,111
Extraordinary charge for early retirement of debt	(8,458)				(21,601)
Cumulative effect of change in accounting principle (4)			(13,875)		
Net income (loss)	$ 89,336	$ 28,377	$ (16,559)	$ 140,311	$ 120,485
Diluted Income (Loss) per Common Share (dollars) (5)					
Continuing operations (2)	$ 1.03	$ 0.74	$ 0.79	$ 0.69	$ 0.36
Discontinued operations (3)		(0.44)	(0.83)	0.92	1.29
Extraordinary charge	(0.09)				(0.25)
Cumulative effect of change in accounting principle (4)			(0.16)		
Diluted net income (loss) per common share	$ 0.94	$ 0.30	$ (0.20)	$ 1.61	$ 1.40
Average outstanding and potentially dilutive common shares (000 omitted)	93,786	91,339	88,479	86,507	85,331
Basic Income (Loss) per Common Share (dollars) (5)					
Continuing operations (2)	$ 1.06	$ 0.76	$ 0.80	$ 0.71	$ 0.37
Discontinued operations (3)		(0.45)	(0.84)	0.93	1.31
Extraordinary charge	(0.09)				(0.26)
Cumulative effect of change in accounting principle (4)			(0.16)		
Basic net income (loss) per common share	$ 0.97	$ 0.31	$ (0.20)	$ 1.64	$ 1.42
Average outstanding common shares (000 omitted)	90,804	88,814	86,543	84,861	83,903
Dividends declared per common share (6)	$ 0.32	$ 0.48	$ 0.62	$ 0.59	$ 0.56
Financial Position at Year-End (000 omitted)					
Total assets	$3,730,313	$3,453,312	$3,716,548	$3,228,083	$2,699,283
Total debt (6)	410,140	521,127	889,291	741,969	629,829
$4.75 Redeemable preferred stock	6,612	6,604	6,597	6,590	6,586
Common stock and other equity (6)	529,161	432,218	548,169	555,093	469,688
Other Data					
EBITDA (000 omitted) (1) (7)	$ 266,100	$ 240,943	$ 218,737	$ 200,633	$ 152,191
Debt-to-capital ratio (8)	43%	54%	61%	57%	56%
Stockholders of record	52,953	69,772	63,925	55,241	51,300
Employees of continuing operations (average)	23,613	24,807	25,504	26,573	19,038

(1) Viad's payment services subsidiary is investing increasing amounts in tax-exempt securities. On a fully taxable equivalent basis, revenues and EBITDA would be higher by $28,724,000, $21,489,000, $16,000,000, $7,897,000 and $3,967,000 for 1997, 1996, 1995, 1994 and 1993, respectively.
(2) Includes a nonrecurring gain on the sale of Viad's interest in the Phoenix Suns of $19,025,000, or $0.21 per diluted and basic share, and nonrecurring spin-off costs and management transition expenses of $28,985,000, or $0.32 per diluted and basic share, in 1996. Also includes a nonrecurring gain of $2,260,000, or $0.03 per diluted and basic share, due to the curtailment of certain postretirement medical benefits in 1995.
(3) See Notes A and E of Notes to Consolidated Financial Statements.
(4) Initial application of SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of."
(5) Income (loss) per share for all periods has been calculated in accordance with the requirements of SFAS No.128, "Earnings Per Share." Accordingly, income (loss) per share amounts previously reported for prior periods have been restated to conform with the requirements of SFAS No. 128.

(6) The declines in dividends declared per common share in 1997 and 1996, as well as the decline in total debt and common stock and other equity in 1996, reflect the spin-off of The Dial Corporation to stockholders on August 15, 1996. Viad's quarterly dividend decreased from $0.16 to $0.08 per share following the spin-off. The Dial Corporation's initial quarterly dividend of $0.08 per share after the spin-off maintained the 1995 annual dividend rate for stockholders who retained shares of both companies following the spin-off.
(7) EBITDA is defined as income from continuing operations before interest expense, income taxes, depreciation and amortization and the nonrecurring items described above. EBITDA data are presented as a measure of the ability to service debt, fund capital expenditures and finance growth. Such data should not be considered an alternative to net income, operating income, cash flows from operations or other operating or liquidity performance measures prescribed by generally accepted accounting principles. Cash expenditures for various long-term assets, interest expense and income taxes have been, and will be, incurred which are not reflected in the EBITDA presentations.
(8) Debt-to-capital is defined as total debt divided by capital. Capital is defined as total debt plus minority interests, preferred stock and common stock and other equity.

Management's Discussion and Analysis of Results of Operations and Financial Condition

Results of Operations:

Viad Corp ("Viad") focuses on three principal service businesses:
airline catering, convention services and payment services. During 1997, Viad continued to dispose of noncore assets and businesses in order to concentrate on its core enterprises: in March 1997, Viad sold the Star/Ship Atlantic; in April 1997, Viad finalized the sale of Premier Cruise Lines; in May 1997, Viad sold its corporate headquarters building, leasing back the space it occupies; and in October 1997, Viad completed the sale of two small British travel tour companies.

During 1996, Viad spun off its consumer products business to stockholders and disposed of its 68.5 percent ownership interest in its Canadian intercity bus transportation business. See Note E of Notes to Consolidated Financial Statements.

The following discussion and analysis should be read in conjunction with the accompanying Consolidated Financial Statements, which include the accounts of Viad and all of its subsidiaries. All per share figures discussed are stated on the diluted basis.

1997 vs. 1996:

Revenues for 1997 were $2.4 billion compared with $2.3 billion in 1996. Operating income of Viad's principal business segments increased $18.2 million, or 9 percent, over that of 1996. Viad's payment services subsidiary continues to invest increasing amounts of its growing money order and official check funds in tax-exempt securities. On a fully taxable equivalent basis, revenues rose 7 percent and operating income increased 11 percent.

Income from continuing operations was $97.8 million, or $1.03 per share, in 1997. Before nonrecurring items, 1996 income from continuing operations was $79.0 million, or $0.85 per share. After a nonrecurring gain on the sale of Viad's interest in the Phoenix Suns of $19.0 million, or $0.21 per share, and nonrecurring spin-off costs and management transition expenses of $29.0 million, or $0.32 per share, 1996 income from continuing operations was $69.1 million, or $0.74 per share.

	1997	1996
Income from continuing operations (000 omitted):		
Before nonrecurring items	$ 97,794	$ 79,031
Gain on sale of interest in Phoenix Suns, net of tax provision of $11,464		19,025
Spin-off costs and management transition expenses, net of tax benefit of $4,015		(28,985)
Income from continuing operations	$ 97,794	$ 69,071
Diluted income per common share from continuing operations (dollars):		
Before nonrecurring items	$ 1.03	$ 0.85
Gain on sale of interest in Phoenix Suns		0.21
Spin-off costs and management transition expenses		(0.32)
Income per common share from continuing operations	$ 1.03	$ 0.74

Viad reported 1997 net income of $89.3 million, or $0.94 per share, compared to $28.4 million, or $0.30 per share, in 1996. The 1997 net income is after deducting an extraordinary charge of $8.5 million (net of tax benefit of $4.6 million), or $0.09 per share, for early retirement of debt. The 1996 net income is after deducting a loss from discontinued operations of $40.7 million, or $0.44 per share. Discontinued operations include the consumer products, Canadian intercity bus transportation and cruise line businesses. See Note E of Notes to Consolidated Financial Statements.

Airline Catering and Services. Revenues of the Airline Catering and Services group were $924.4 million, an increase of $66.4 million, or 8 percent, over 1996 revenues of $858.0 million. On a fully comparable basis, the revenue increase was 6 percent, as reported 1996 revenues did not include two catering kitchens which had only been 50 percent owned in 1996 but were wholly owned in 1997. Operating income increased $5.4 million, or 7 percent, over 1996. This performance was led by airline catering, with into-plane fueling and ground handling showing some improvement in operating income despite slightly lower revenues resulting from eliminating certain low-margin business. Catering revenues and operating income increased primarily as a result of new business added over the past year, including the acquisition of a flight kitchen in Miami and expansion of its American Airlines business to six new cities, which was phased in beginning in the second quarter. Operating margins for the segment were 8.6 percent in 1997 compared with 8.7 percent in 1996. However, when the 1996 unconsolidated revenues from the two catering kitchens which had only been 50 percent owned are considered, the comparable 1996 margin would have been 8.5 percent.

Convention Services. Revenues of the Convention Services segment were $827.5 million, an increase of $53.5 million, or 7 percent, over 1996 revenues of $774.0 million. The prior year included nonrecurring revenues from the Atlanta Olympic Games and the Democratic National Convention. Operating income increased $9.8 million, or 15 percent, and operating margins improved to 9.0 percent from 8.3 percent in 1996, as a result of efficiencies from the consolidation of Exhibitgroup/Giltspur facilities, better margins from building exhibits, and improved show management cost controls at GES Exposition Services.

Travel and Leisure and Payment Services. Revenues of the Travel and Leisure and Payment Services companies were $665.6 million in 1997, up $34.4 million, or 5 percent, over those of 1996. Operating income increased 5 percent to $68.7 million. On the fully taxable equivalent basis, revenues and operating income would be higher by $28.7 million and $21.5 million in 1997 and 1996, respectively, resulting in a 6 percent revenue increase and a 12 percent operating income increase. Excluding revenues of the Oakbrook Hills Hotel & Resort sold June 30, 1996, and Crystal Holidays and Jetsave, two small British travel companies sold October 15, 1997, the revenue increase on the fully taxable equivalent basis was 9 percent. Operating margins on the fully taxable equivalent basis would be 14.0 percent in 1997, up from 13.3 percent in 1996.

On the fully taxable equivalent basis, payment services revenues and operating income increased $43.4 million and $9.3 million, respectively, over those of 1996. The growth over 1996 was due to an increase in money order and official check volume, resulting in increased investment income arising from larger investment balances, as well as business generated from acquisitions made in 1997. The acquisition of Game Financial Corporation was completed in December 1997 but had little impact on 1997 results.

Duty Free airport and shipboard concession revenues and operating income increased $8.7 million and $400,000, respectively, over those of 1996, due to an increase in the number of shipboard passenger days and increased sales at Miami International Airport.

Travel tour service revenues decreased $15.8 million in 1997. As noted above, Crystal Holidays and Jetsave were sold in October 1997, and the Oakbrook hotel was sold in June 1996. Excluding these businesses, revenues decreased $3.5 million from those of 1996, due principally to a decline in Japanese tourism into Canada in the second half of 1997. However, operating income for the continuing travel tour operations increased $1.1 million over that of 1996, primarily as a result of reduced operating costs.

Revenues and operating income of the food service companies increased $5.3 million and $3.6 million, respectively, over those of 1996. These results were attributed primarily to increased business at America West Arena, due to having a full year of Phoenix Coyotes hockey games, and improved results at General Motors accounts served by Restaura, where strikes at certain plants had depressed 1996 revenues and operating income.

Corporate Activities and Nonoperating Items, Net. These expenses decreased $3.8 million in 1997 from those in 1996, primarily as a result of cost reduction efforts.

Sale of Trade Accounts Receivable Expense. Expenses from the sale of trade accounts receivable were higher by $1.5 million in 1997 compared to those of 1996, as the average level of accounts receivable sold by Viad's continuing operations was higher in 1997 than in 1996.

Interest Expense. Interest expense decreased $4.4 million from that of 1996. Viad repurchased $58.4 million par value of its 10.5 percent subordinated debentures at a premium in late March 1997, resulting in the extraordinary charge for early retirement of debt and lower ongoing interest expense. In addition, proceeds from the sales of noncore assets and businesses resulted in lower debt levels and reduced interest expense.

Income Taxes. The 1997 effective tax rate was 29.6 percent. Excluding the effect of nonrecurring items (see Note D of Notes to Consolidated Financial Statements), the 1996 effective tax rate was 30.4 percent. The reduction in the effective tax rate results primarily from the increased tax-exempt income at Viad's payment services subsidiary.

1996 vs. 1995:

Revenues for 1996 were $2.3 billion compared with $2 billion in 1995.

Before nonrecurring items, income from continuing operations in 1996 was $79.0 million, or $0.85 per share, compared with $68.5 million, or $0.76 per share, in 1995. After a nonrecurring gain on the sale of Viad's interest in the Phoenix Suns of $19.0 million, or $0.21 per share, and nonrecurring spin-off costs and management transition expenses of $29.0 million, or $0.32 per share, in 1996, income from continuing operations was $69.1 million, or $0.74 per share. Income from continuing operations of $70.8 million, or $0.79 per share, in 1995 included a gain of $2.3 million, or $0.03 per share, arising from the curtailment of certain postretirement medical benefits by a Convention Services subsidiary.

Viad reported 1996 net income of $28.4 million, or $0.30 per share, compared with a net loss of $16.6 million, or $0.20 per share, in 1995. The 1996 net income is after deducting a loss from discontinued operations of $40.7 million, or $0.44 per share, while the 1995 net loss included a loss from discontinued operations of $73.5 million, or $0.83 per share. See Note E of Notes to Consolidated Financial Statements. The 1995 net loss is also after deducting a one-time charge of $13.9 million (net of tax benefit of $8.5 million), or $0.16 per share, to record the cumulative effect to January 1, 1995, of the initial application of SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of." As discussed further in Note C of Notes to Consolidated Financial Statements, the SFAS No. 121 adjustment is a noncash charge for assets held for disposal at January 1, 1995.

Airline Catering and Services. Revenues of the Airline Catering and Services segment increased $57.6 million, or 7 percent, to $858.0 million in 1996, with operating income increasing $5.5 million, or 8 percent. The increase in revenues and operating income is attributed primarily to new business, including an eight-city airline catering contract from Continental Airlines phased in through the first part of 1996. Income from the airplane fueling and ground handling services area was essentially even with the prior year, due primarily to higher workers compensation insurance costs. Operating margins increased to 8.7 percent from 1995's 8.6 percent, due to improved airline catering margins.

Convention Services. Convention Services' 1996 revenues of $774.0 million were up $185.0 million, or 31 percent, from those of the 1995 period, due primarily to the acquisition of Giltspur, Inc., in October 1995. Special events held in 1996, including the Atlanta Olympics and the Democratic National Convention, contributed to the revenue increase. Excluding the nonrecurring gain of $3.5 million on the curtailment of certain postretirement medical benefits in 1995, operating income increased $13.4 million, or 26 percent, as a result of the Giltspur acquisition being included for the full year and improved cost controls. On this same basis, operating margins decreased to 8.3 percent in 1996 from 8.7 percent in 1995, as the mix of convention business changed with the addition of Giltspur.

Travel and Leisure and Payment Services. Revenues of the Travel and Leisure and Payment Services segment were $631.2 million in 1996, up $43.8 million, or 7 percent, over those of 1995. Viad's payment services subsidiary continues to invest increasing amounts in tax-exempt securities. On a fully taxable equivalent basis, revenues and operating income would have been $21.5 million and $16.0 million higher in 1996 and 1995, respectively. While reported operating income of $65.6 million was down $400,000, or 1 percent, from that of 1995, operating income actually increased $5.1 million, or 6 percent, over the prior year on the fully taxable equivalent basis. Operating margins on the fully taxable equivalent basis would be 13.3 percent in 1996, down slightly from 13.6 percent in 1995.

On the fully taxable equivalent basis, 1996 revenues and operating income of payment services increased $15.4 million and $2.2 million, respectively, over those of 1995. The revenue increase was due principally to increased investment income arising from larger investment balances in 1996 than in 1995, which overcame lower realized investment gains. Operating income increased due to the higher net revenues but was partially offset by lower realized investment gains, increased commissions and other expenses associated with increased official check business.

Duty Free airport and shipboard concession revenues increased $44.1 million from 1995 to 1996, due primarily to the December 1995 revision of an airport concession contract, which was formerly on a management fee basis. Operating income improved $1.7 million, as the cost of sales from the revised airport concession arrangement offset much of the related revenue increase.

Travel tour service revenues and operating income improved $11.3 million and $2.3 million, respectively, from 1995 levels, as a result of contributions from tour operations acquired in 1995, strong growth in icefield tour revenues, and improved passenger volumes and hotel occupancy rates.

Revenues and operating income of the food service companies were down $1.3 million and $600,000, respectively, from those of 1995. General Motors strike activity during 1996 temporarily closed certain plants served by Restaura's contract foodservice operation. In addition, two fast food locations were closed during 1996.

Corporate Activities and Nonoperating Items, Net. Corporate activities and nonoperating items, net, rose 6 percent over 1995 levels.

Sale of Trade Accounts Receivable Expense. Expenses from the sale of trade accounts receivable were higher by $900,000 in 1996 than in 1995, as the average level of such accounts receivable sold by Viad's continuing operations was higher in 1996 than in 1995.

Interest Expense. Interest expense for 1996 increased $100,000 over that of 1995. Higher interest rates were essentially offset by lower levels of debt outstanding.

Income Taxes. Excluding the effect of nonrecurring items (see Note D of Notes to Consolidated Financial Statements) from both periods, the 1996 effective tax rate was 30.4 percent compared to 29.3 percent in 1995. The relatively low tax rates in 1996 and 1995 result from the increased use of tax-exempt investments by Viad's payment services subsidiary.

Liquidity and Capital Resources:

In late March 1997, Viad repurchased $58.4 million par value of its 10.5 percent subordinated debentures at a premium, resulting in an extraordinary charge of $8.5 million (net of tax benefit of $4.6 million), or $0.09 per share. The tender offer was financed with general corporate funds, operating cash flow, proceeds from the sale of certain assets and short-term borrowings. The purpose of the repurchase was to reduce ongoing interest expense.

In mid-March 1997, Viad sold the Star/Ship Atlantic for $70.0 million, and in April 1997, Viad finalized the sale of Premier Cruise Lines for $19.0 million. In May 1997, Viad sold its corporate headquarters building for $73.0 million, before selling expenses, leasing back the space it occupies.

Viad's total debt at December 31, 1997, was $410.1 million compared with $521.1 million at December 31, 1996. The debt-to-capital ratio at December 31, 1997, was 0.43 to 1, down from 0.54 to 1 at December 31, 1996. Capital is defined as total debt plus minority interests, preferred stock and common stock and other equity.

In July 1994, a Shelf Registration filed with the Securities and Exchange Commission became effective. Under the Shelf Registration, Viad can issue up to an aggregate $500 million of debt and equity securities. No securities have yet been issued under the program. The Shelf Registration enhances Viad's future financing options.

Viad's payment service operations generate funds from the sale of money orders and other payment instruments (classified as "Payment service obligations"). The proceeds of such sales are invested by Viad's payment services subsidiary, in accordance with applicable state laws, in high-quality, readily liquid debt instruments (classified, along with cash on hand and cash in transit from agents, as "Funds, agents' receivables and current maturities of investments restricted for payment service obligations"), which before consolidating eliminations included investment-grade commercial paper issued by Viad and supported along with the rest of Viad's outstanding commercial paper by a credit commitment under a long-term revolving bank credit agreement, as described in Note J of Notes to Consolidated Financial Statements; and in a portfolio of longer-term high-quality investments (approximately 97 percent of the debt investments at December 31, 1997 have ratings of A- or higher or are collateralized by federal agency securities), including federal, state and municipal obligations, asset-backed securities and corporate debt securities (classified as "Investments restricted for payment service obligations"). These investments are restricted by state regulatory agencies for use by Viad's payment services subsidiary to satisfy the liability to pay, upon presentment, the face amount of such payment service obligations, and accordingly such assets are not available to satisfy working capital or other financing requirements of Viad. Fluctuations in the balances of payment service assets and obligations result from varying levels of sales of money orders and other payment instruments, the timing of the collections of agents' receivables and the timing of the presentment of such instruments.

In September 1997, Viad's payment services subsidiary entered into a five-year agreement to sell, on a periodic basis, undivided percentage ownership interests in certain receivables in an amount not to exceed $250 million. The receivables, representing funds in transit from money order agents, are being sold in order to accelerate payment services' cash flow for investments in admissible securities (which are available to satisfy certain state requirements that qualified assets be equal to or exceed related payment service obligations at all times). See Note G of Notes to Consolidated Financial Statements.

With respect to working capital, in order to minimize the effects of borrowing costs on earnings, Viad strives to maintain current assets (principally cash, inventories and receivables) at the lowest practicable levels while at the same time taking advantage of the payment terms offered by trade creditors. These efforts notwithstanding, working capital requirements fluctuate significantly from seasonal factors as well as changes in levels of receivables and inventories caused by numerous business factors.

Viad satisfies a portion of its capital and other financing requirements with short-term borrowings (through commercial paper, bank note programs and bank lines of credit) and the sale of trade accounts receivables. As discussed in Note J of Notes to Consolidated Financial Statements, short-term borrowings are supported by a $300 million long-term revolving bank credit agreement.

In addition, as discussed in Note P of Notes to Consolidated Financial Statements, Viad has an agreement to sell up to $75 million of trade accounts receivable under which the purchaser has agreed to invest collected amounts in new purchases. The accounts receivable sold totaled $75 million at December 31, 1997. The agreement expires in August 1998 but is expected to be extended annually.

As discussed in Note K of Notes to Consolidated Financial Statements, in September 1992 Viad sold 10,491,800 shares of treasury stock to Viad's Employee Equity Trust (the "Trust"). This Trust is being used to fund certain existing employee compensation and benefit plans over the scheduled 15-year term of the Trust. The Trust acquired the shares of common stock from Viad for a $200 million promissory note at the date of sale. For financial reporting purposes, the Trust is consolidated with Viad. The fair market value of the shares held by the Trust, representing unearned employee benefits, was recorded as a deduction from common stock and other equity, and is reduced as employee benefits are funded. At December 31, 1997, a total of 5,072,785 shares remained in the Trust and were available to fund future benefit obligations.

Capital spending has been reduced by obtaining, where appropriate, equipment and other property under operating leases. Viad's capital asset needs and working capital requirements are expected to be financed primarily with internally generated funds.

Cash flows from operations, trade accounts receivables sales and proceeds from the sale of businesses and noncore assets during the past three years have generally been sufficient to fund capital expenditures, purchase businesses and pay cash dividends to stockholders. Viad expects these trends to continue, with operating cash flows and proceeds from the sale of noncore businesses and assets generally being sufficient to finance its business. Should financing requirements exceed such sources of funds, Viad believes it has adequate external financing sources available, including Viad's $300 million long-term revolving bank credit agreement and its $500 million Shelf Registration, to cover any such shortfall.

As indicated in Note N of Notes to Consolidated Financial Statements, Viad has certain unfunded pension and other postretirement benefit plans that require payments over extended periods of time. Such future benefit payments are not expected to materially affect Viad's liquidity.

As of December 31, 1997, Viad has recorded U.S. deferred income tax assets totaling $104.1 million, which Viad believes to be fully realizable in future years. The realization of such benefits will require average annual taxable income over the next 15 years (the current Federal net operating loss carryforward period) of approximately $16 million and average annual capital gains of approximately $12 million over the next five years (the current Federal capital loss carryforward period). Viad's average U.S. pretax income from continuing operations, exclusive of nondeductible goodwill amortization and minority interests, over the past three years has been $109 million. Furthermore, approximately $38 million of the deferred income tax benefits relate to unfunded pension, compensation and other employee benefits which will become deductible for income tax purposes as they are paid, which will occur over extended periods of time.

Viad is subject to various environmental laws and regulations of the United States as well as of the states and other countries in whose jurisdictions Viad has or had operations and is subject to certain international agreements. As is the case with many companies, Viad faces exposure to actual or potential claims and lawsuits involving environmental matters. Viad believes that any liabilities resulting therefrom, after taking into consideration amounts already provided for, but exclusive of any potential insurance recovery, should not have a material effect on Viad's financial position or results of operations.

Readiness for the Year 2000:

Viad has taken actions to understand the nature and extent of the work required and has commenced initiatives to make its systems, products and infrastructure "Year 2000" compliant on a timely basis, including replacing and/or updating certain systems. Viad continues to evaluate the additional efforts and estimated costs associated with these changes. While additional costs are involved, Viad believes, based on available information to date, that it will be able to manage its total Year 2000 transition without any material adverse effect on its business operations, products, financial position or results of operations. However, if such changes are not completed timely, the Year 2000 issue could have a material impact on Viad's operations.

Forward-Looking Statements:

As provided by the "Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995," Viad cautions readers that, in addition to the historical information contained herein, this annual report includes certain forward-looking statements, assumptions and discussions which involve risks and uncertainties, including, but not limited to, economic, competitive and capital marketplace factors which affect Viad's operations, markets, products, services and prices which could cause Viad's future results and stockholder values to differ materially from those expressed or implied in any forward-looking comments made by, or on behalf of, Viad.

Viad Corp Consolidated Balance Sheet

December 31, (000 omitted, except share data)	1997	1996
Assets		
Current assets:		
Cash and cash equivalents	$ 2,267	$ 4,422
Receivables, less allowance of $9,486 and $12,744	129,440	128,880
Inventories	105,331	93,730
Deferred income taxes	29,444	32,567
Other current assets	29,207	59,562
	295,689	319,161
Funds, agents' receivables and current maturities of investments restricted for payment service obligations, after eliminating $90,000 invested in Viad commercial paper	630,141	704,640
Total current assets	925,830	1,023,801
Investments restricted for payment service obligations	1,615,464	1,144,279
Property and equipment	470,052	473,039
Other investments and assets	113,274	125,705
Investment in discontinued operations		97,958
Deferred income taxes	74,659	47,904
Intangibles	531,034	540,626
	$3,730,313	$3,453,312
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 145,641	$ 148,990
Accrued compensation	75,589	68,976
Other current liabilities	134,477	245,032
Current portion of long-term debt	32,291	2,348
	387,998	465,346
Payment service obligations	2,248,004	1,887,497
Total current liabilities	2,636,002	2,352,843
Long-term debt	377,849	518,779
Pension and other benefits	62,988	61,689
Other deferred items and insurance reserves	109,323	73,291
Commitments and contingent liabilities (Notes J, O, P and Q)		
Minority interests	8,378	7,888
$4.75 Redeemable preferred stock	6,612	6,604
Common stock and other equity:		
Common stock, $1.50 par value, 200,000,000 shares authorized, 99,739,925 and 97,108,724 shares issued	149,610	145,663
Additional capital	291,414	282,203
Retained income	209,127	146,664
Cumulative translation adjustments	(3,022)	(1,519)
Unearned employee benefits	(121,968)	(118,766)
Unrealized gain on securities classified as available for sale, net of tax	13,625	205
Common stock in treasury, at cost, 516,926 and 1,162,718 shares	(9,625)	(22,232)
Total common stock and other equity	529,161	432,218
	$3,730,313	$3,453,312

See Notes to Consolidated Financial Statements.

Viad Corp Statement of Consolidated Income

Year ended December 31, (000 omitted, except per share data)	1997	1996	1995
Revenues	$2,417,470	$2,263,228	$1,976,745
Costs and expenses:			
Costs of sales and services	2,194,857	2,058,846	1,787,420
Corporate activities and nonoperating items, net	29,294	33,102	31,197
Sale of trade accounts receivable expense	4,483	3,029	2,157
Interest expense	48,652	53,019	52,897
Nonrecurring items:			
Gain on sale of interest in Phoenix Suns		(30,489)	
Spin-off costs and management transition expenses		33,000	
Minority interests	1,237	1,752	2,629
	2,278,523	2,152,259	1,876,300
Income before income taxes	138,947	110,969	100,445
Income taxes	41,153	41,898	29,664
Income From Continuing Operations	97,794	69,071	70,781
Loss from discontinued operations		(40,694)	(73,465)
Income (loss) before extraordinary charge and cumulative effect of change in accounting principle	97,794	28,377	(2,684)
Extraordinary charge for early retirement of debt, net of tax benefit of $4,554	(8,458)		
Cumulative effect of change in accounting principle, net of tax benefit of $8,459			(13,875)
Net Income (Loss)	$ 89,336	$ 28,377	$ (16,559)
Diluted Income (Loss) per Common Share:			
Continuing operations	$ 1.03	$ 0.74	$ 0.79
Discontinued operations		(0.44)	(0.83)
Income (loss) before extraordinary charge and cumulative effect of change in accounting principle	1.03	0.30	(0.04)
Extraordinary charge	(0.09)		
Cumulative effect of change in accounting principle			(0.16)
Diluted Net Income (Loss) per Common Share	$ 0.94	$ 0.30	$ (0.20)
Average outstanding and potentially dilutive common shares	93,786	91,339	88,479
Basic Income (Loss) per Common Share:			
Continuing operations	$ 1.06	$ 0.76	$ 0.80
Discontinued operations		(0.45)	(0.84)
Income (loss) before extraordinary charge and cumulative effect of change in accounting principle	1.06	0.31	(0.04)
Extraordinary charge	(0.09)		
Cumulative effect of change in accounting principle			(0.16)
Basic Net Income (Loss) per Common Share	$ 0.97	$ 0.31	$ (0.20)
Average outstanding common shares	90,804	88,814	86,543

Dividends declared per common share	$ 0.32	$ 0.48	$ 0.62

See Notes to Consolidated Financial Statements.

Viad Corp Statement of Consolidated Cash Flows

Year ended December 31, (000 omitted)	1997	1996	1995
Cash Flows Provided (Used) by Operating Activities:			
Net income (loss)	$ 89,336	$ 28,377	$ (16,559)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	78,501	74,444	68,872
Deferred income taxes	846	8,685	9,133
Spin-off costs and management transition expenses		33,000	
Loss from discontinued operations		40,694	73,465
Extraordinary charge for early retirement of debt	8,458		
Cumulative effect of change in accounting principle			13,875
Gains on sales of property and other assets, net	(17,341)	(42,382)	(11,350)
Other noncash items, net	10,352	13,774	11,901
Change in operating assets and liabilities:			
Receivables and inventories	(18,877)	10,356	3,115
Payment service assets and obligations, net	454,402	236,393	186,908
Accounts payable and accrued compensation	13,097	38,472	5,458
Other assets and liabilities, net	(44,188)	(73,896)	(31,747)
Net cash provided by operating activities	574,586	367,917	313,071
Cash Flows Provided (Used) by Investing Activities:			
Capital expenditures	(107,973)	(82,149)	(59,585)
Purchase of asset previously leased	(20,986)		
Acquisitions of businesses, net of cash acquired	(19,017)	(21,731)	(93,803)
Proceeds from sales of businesses, property and other assets, net	205,059	62,061	11,614
Investments restricted for payment service obligations:			
Proceeds from sales and maturities of securities classified as available for sale	819,813	581,192	485,664
Proceeds from maturities of securities classified as held to maturity	48,201	25,584	22,201
Purchases of securities classified as available for sale	(1,141,753)	(630,685)	(577,884)
Purchases of securities classified as held to maturity	(191,340)	(241,616)	(103,553)
Investments in and advances from (to) discontinued operations, net	(21,337)	33,156	(100,858)
Net cash used by investing activities	(429,333)	(274,188)	(416,204)
Cash Flows Provided (Used) by Financing Activities:			
Proceeds from long-term borrowings			40,000
Payments on long-term borrowings	(76,046)	(77,615)	(2,314)
Premium paid upon early retirement of debt	(13,012)		
Net change in short-term borrowings classified as long-term debt	(34,000)	(12,888)	100,388
Dividends on common and preferred stock	(30,295)	(43,869)	(55,024)
Proceeds from issuances of			

treasury stock	12,466	40,032	32,062
Cash payments on swap agreements	(6,521)	(12,912)	(16,802)
Net cash provided (used) by financing activities	(147,408)	(107,252)	98,310
Net decrease in cash and cash equivalents	(2,155)	(13,523)	(4,823)
Cash and cash equivalents, beginning of year	4,422	17,945	22,768
Cash and Cash Equivalents, End of Year	$ 2,267	$ 4,422	$ 17,945

Significant Noncash Investing and Financing Activities:			
Assumption of debt by The Dial Corporation		$ 280,000	
Distribution of equity in the consumer products business to Viad stockholders		155,450	
Acquisition of minority interest in the Canadian tourism business in exchange for Viad's ownership in the intercity bus transportation business		20,150	
Decrease in investment in discontinued operations		$ 455,600	

See Notes to Consolidated Financial Statements.

Viad Corp Statement of Consolidated Common Stock and Other Equity

(000 omitted)	Common Stock	Additional Capital	Retained Income	Cumulative Translation Adjustments
Balance, January 1, 1995	$ 145,663	$ 308,350	$ 393,233	$ (20,910)
Net loss			(16,559)	
Dividends on common and preferred stock			(55,024)	
Treasury shares issued in connection with dividend reinvestment plan		2,949		
Treasury shares issued in connection with employee benefit plans		(752)		
Net change in performance-based and restricted stock awards		2,428		
Employee benefits funded				
Employee Equity Trust adjustment to market value		54,484		
Acquisition of subsidiary accounted for as a pooling of interests		(5,202)	118	
Unrealized translation gain				2,530
Unrealized gain on securities classified as available for sale				
Other, net		(52)	671	
Balance, December 31, 1995	145,663	362,205	322,439	(18,380)
Net income			28,377	
Dividends on common and preferred stock			(43,869)	
Distribution of consumer products business to Viad stockholders		(88,607)	(160,026)	4,576
Disposition of Canadian intercity bus transportation business				12,266
Treasury shares issued in connection with dividend reinvestment plan		3,168		
Treasury shares issued in connection with employee benefit plans		(9,986)		
Net change in performance-based and restricted stock awards		2,070		
Employee benefits funded				
Employee Equity Trust adjustment to market value		13,422		
Unrealized translation gain				19
Unrealized loss on securities classified as available for sale				
Other, net		(69)	(257)	
Balance, December 31, 1996	145,663	282,203	146,664	(1,519)
Net income			89,336	
Dividends on common and preferred stock			(30,295)	
Treasury shares acquired in connection with dividend reinvestment plan		(329)		
Treasury shares issued in connection with employee benefit plans		(9,287)		
Net change in performance-based and restricted stock awards		2,270		
Employee benefits funded				
Employee Equity Trust adjustment to market value		14,793		
Acquisition of subsidiary accounted for as a pooling of interests	3,947	875	4,382	
Unrealized translation loss				(1,503)
Unrealized gain on securities				

classified as available for sale				
Other, net		889	(960)	
Balance, December 31, 1997	$ 149,610	$ 291,414	$ 209,127	$ (3,022)

Viad Corp Statement of Consolidated Common Stock and Other Equity, continued

(000 omitted)	Unearned Employee Benefits	Unrealized Gain (Loss) on Securities Classified as Available for Sale	Common Stock in Treasury	Total
Balance, January 1, 1995	$ (176,201)	$ (21,742)	$ (73,300)	$ 555,093
Net loss				(16,559)
Dividends on common and preferred stock				(55,024)
Treasury shares issued in connection with dividend reinvestment plan			6,368	9,317
Treasury shares issued in connection with employee benefit plans			8,448	7,696
Net change in performance-based and restricted stock awards				2,428
Employee benefits funded	16,689			16,689
Employee Equity Trust adjustment to market value	(54,484)			--
Acquisition of subsidiary accounted for as a pooling of interests			5,131	47
Unrealized translation gain				2,530
Unrealized gain on securities classified as available for sale		23,198		23,198
Other, net			2,135	2,754
Balance, December 31, 1995	(213,996)	1,456	(51,218)	548,169
Net income				28,377
Dividends on common and preferred stock				(43,869)
Distribution of consumer products business to Viad stockholders	88,607			(155,450)
Disposition of Canadian intercity bus transportation business				12,266
Treasury shares issued in connection with dividend reinvestment plan			9,417	12,585
Treasury shares issued in connection with employee benefit plans			19,453	9,467
Net change in performance-based and restricted stock awards				2,070
Employee benefits funded	20,045			20,045
Employee Equity Trust adjustment to market value	(13,422)			--
Unrealized translation gain				19
Unrealized loss on securities classified as available for sale		(1,251)		(1,251)
Other, net			116	(210)
Balance, December 31, 1996	(118,766)	205	(22,232)	432,218
Net income				89,336
Dividends on common and preferred stock				(30,295)
Treasury shares acquired in connection with dividend reinvestment plan			(1,817)	(2,146)
Treasury shares issued in connection with employee benefit plans			14,214	4,927

Net change in performance-based and restricted stock awards				2,270
Employee benefits funded	11,591			11,591
Employee Equity Trust adjustment to market value	(14,793)			--
Acquisition of subsidiary accounted for as a pooling of interests				9,204
Unrealized translation loss				(1,503)
Unrealized gain on securities classified as available for sale		13,420		13,420
Other, net			210	139
Balance, December 31, 1997	$ (121,968)	$ 13,625	$ (9,625)	$ 529,161

See Notes to Consolidated Financial Statements.

Viad Corp Notes to Consolidated Financial Statements

Years ended December 31, 1997, 1996 and 1995

A. Significant Accounting Policies

Principles of Consolidation. The Consolidated Financial Statements of Viad Corp ("Viad") include the accounts of Viad and all of its subsidiaries. On August 15, 1996, Viad spun off its consumer products business to stockholders. Viad also disposed of its 68.5 percent ownership interest in its Canadian intercity bus transportation business on May 31, 1996. On April 17, 1997, Viad finalized the sale of Premier Cruise Lines. The accompanying financial statements have been prepared to reflect the historical financial position and results of operations as adjusted for the reclassification of the consumer products, Canadian intercity bus transportation and cruise line businesses as discontinued operations for all periods presented. See Note E of Notes to Consolidated Financial Statements.

The Consolidated Financial Statements are prepared in accordance with generally accepted accounting principles, which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may vary from those estimates.

Intercompany accounts and transactions between Viad and its subsidiaries have been eliminated in consolidation. Described below are those accounting policies particularly significant to Viad, including those selected from acceptable alternatives.

Reclassifications. Certain prior year amounts have been reclassified to conform with the 1997 presentation.

Cash Equivalents. Viad considers all highly liquid investments with original maturities of three months or less from date of purchase as cash equivalents.

Inventories. Inventories, which consist primarily of duty-free merchandise, exhibit materials, food and supplies used in providing services, are stated at the lower of cost (first-in, first-out and average cost methods) or market.

Funds and Agents' Receivables and Investments Restricted for Payment Service Obligations. Viad's payment service operations generate funds from the sale of money orders and other payment instruments (classified as "Payment service obligations"). The proceeds of such sales are invested by Viad's payment services subsidiary, in accordance with applicable state laws, in high-quality, readily liquid debt instruments (classified, along with cash on hand and cash in transit from agents, as "Funds, agents' receivables and current maturities of investments restricted for payment service obligations"), which before consolidating eliminations, included investment-grade commercial paper issued by Viad and supported along with the rest of Viad's outstanding commercial paper by a credit commitment under a long-term revolving bank credit agreement, as described in Note J of Notes to Consolidated Financial Statements; and in a portfolio of high-quality, longer-term investments (approximately 97% of the debt investments at December 31, 1997, have ratings of A- or higher or are collateralized by federal agency securities), including federal, state and municipal obligations, asset-backed securities and corporate debt securities (classified as "Investments restricted for payment service obligations"). These investments are restricted by state regulatory agencies for use by Viad's payment services subsidiary to satisfy the liability to pay, upon presentment, the face amount of such payment service obligations and accordingly such assets are not available to satisfy working capital or other financing requirements of Viad.

In accordance with Statement of Financial Accounting Standards ("SFAS") No. 115, "Accounting for Certain Investments in Debt and Equity Securities," Viad classifies securities as either available for sale or held to maturity, with different reporting requirements for each classification. See Note G of Notes to Consolidated Financial Statements for a discussion of the classification and reporting of these securities.

Impairment of Long-Lived Assets. As discussed further in Note C of Notes to Consolidated Financial Statements, in 1995 Viad elected the early adoption of SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of." SFAS No. 121 establishes the accounting standards for the impairment of long-lived assets, certain identifiable intangibles, and goodwill related to those assets which are to be held and used and for long-lived assets and certain identifiable intangibles which are to be disposed of.

In accordance with the provisions of SFAS No. 121, Viad reviews the carrying values of its long-lived assets and identifiable intangibles for possible impairment whenever events or changes in circumstances indicate that the carrying amount of assets to be held and used may not be recoverable. SFAS No. 121 requires that for assets to be held and used, if the sum of the expected future undiscounted cash flows is less than the carrying amount of the asset, an impairment loss should be recognized, measured as the amount by which the carrying amount exceeds the fair value of the asset. Viad reports any long-lived assets and certain identifiable intangibles to be disposed of at the lower of carrying amount or fair value less cost to sell.

Property and Equipment. Property and equipment are stated at cost, net of impairment write-downs, less accumulated depreciation. Depreciation is provided principally by use of the straight-line method at annual rates as follows:

Buildings	2% to 5%
Machinery and other equipment	5% to 33%
Leasehold improvements	Lesser of lease term or useful life

Intangibles. Intangibles are carried at cost less accumulated amortization. Intangibles are amortized on the straight-line method over the estimated lives or periods of expected benefit, but not in excess of 40 years. Viad evaluates the carrying value of goodwill and other intangible assets at each reporting period for possible impairment in accordance with the provisions of SFAS No. 121 described above.

Pension and Other Benefits. Trusteed, noncontributory pension plans cover a significant portion of employees, with benefit levels supplemented in most cases by defined matching company stock contributions to employees' 401(k) plans. The 401(k) plans are available to almost all employees, including those not covered by the defined benefit plans. Defined benefits are based primarily on final average pay and years of service. Funding policies provide that payments to defined benefit pension trusts shall be at least equal to the minimum funding required by applicable regulations. Certain defined pension benefits, primarily those in excess of benefit levels under qualified pension plans, are unfunded.

Viad has unfunded defined benefit postretirement plans that provide medical and life insurance for certain retirees and dependents. The related postretirement benefit liabilities are recognized over the period that services are provided by employees.

Foreign Currency Translation. In accordance with SFAS No. 52, "Foreign Currency Translation," the assets and liabilities of Viad's foreign subsidiaries are translated into U.S. dollars at exchange rates in effect at the balance sheet date, with resulting unrealized translation gains and losses accumulated in a separate component of common stock and other equity. Income and expense items are converted into U.S. dollars at average rates of exchange prevailing during the year.

Derivatives. Amounts receivable or payable under swap agreements are accrued and recognized as an adjustment to the expense of the related transaction as discussed in Notes J and P of Notes to Consolidated Financial Statements.

Stock-Based Compensation. In October 1995, the Financial Accounting Standards Board ("FASB") issued SFAS No. 123, "Accounting for Stock-Based Compensation." As permitted by SFAS No. 123, Viad uses the intrinsic value method prescribed by APB No. 25, "Accounting for Stock Issued to Employees," and related interpretations in accounting for its plans. Accordingly, no compensation expense has been recognized for its stock-based compensation plans other than for performance-based and restricted stock awards and stock appreciation rights. A summary of the pro forma effects on reported income from continuing operations and earnings per share from continuing operations calculated as if the fair value method of accounting defined in SFAS No. 123 had been applied is included in Note L of Notes to Consolidated Financial Statements.

Sale of Receivables. Viad adopted SFAS No. 125, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities," on January 1, 1997. SFAS No. 125 permits sale accounting treatment for transfers of financial assets in which the transferor surrenders control over those assets and consideration other than beneficial interests in the transferred assets is received in exchange. SFAS No. 125 defines the conditions under which a transferor has surrendered control. Sales of trade accounts receivables entered into after December 31, 1996 qualify for sale accounting under SFAS No. 125. The adoption of SFAS No. 125 did not have a material effect on Viad's consolidated financial position or results of operations.

Net Income (Loss) Per Common Share. In February 1997, the FASB issued SFAS No. 128, "Earnings Per Share." Income (loss) per share amounts previously reported have been restated to conform with the requirements of SFAS No. 128. SFAS No. 128 requires the dual presentation of basic and diluted earnings per share ("EPS") on the face of the income statement and requires a reconciliation of the numerators and denominators of basic and diluted EPS calculations. See Note F of Notes to Consolidated Financial Statements. Employee Stock Ownership Plan ("ESOP") shares are treated as outstanding for net income (loss) per share calculations. The average outstanding and potentially dilutive common shares does not include shares held by the Employee Equity Trust (the "Trust"). Shares held by the Trust are not considered outstanding for net income (loss) per share calculations until the shares are released from the Trust.

Recent Accounting Pronouncements. In June 1997, the FASB issued SFAS No. 130, "Reporting Comprehensive Income." SFAS No. 130, which will become effective in 1998, establishes standards for reporting and displaying comprehensive income and its components in the financial statements. Reclassification of financial statements for earlier periods is required. Viad is in the process of determining its preferred format. The adoption of SFAS No. 130 will not affect Viad's consolidated financial position, results of operations or cash flows as previously reported.

In June 1997, the FASB also issued SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information." SFAS No. 131 requires disclosure of certain financial and descriptive information for each reportable operating segment based on management's internal organizational decision-making structure. SFAS No. 131 also establishes standards for disclosures related to products and services, geographic areas and major customers. The new disclosures required by SFAS No. 131 will be effective for Viad's financial statements for the year ending December 31, 1998. Financial statement disclosures for prior periods are required to be restated. Viad is in the process of evaluating the disclosure requirements. The adoption of SFAS No. 131 will not affect Viad's consolidated financial position, results of operations or cash flows as previously reported.

In February 1998, the FASB issued SFAS No. 132, "Employers' Disclosure about Pensions and Other Postretirement Benefits." SFAS No. 132, effective for the year ending December 31, 1998, requires additional disclosures and eliminates certain existing disclosures, but does not affect recognition or measurement of net pension or postretirement benefit cost. Restatement of financial statement disclosures for prior periods is required. Viad is in the process of evaluating the disclosure requirements. The adoption of SFAS No. 132 will not affect Viad's consolidated financial position, results of operations or cash flows as previously reported.

B. Acquisitions of Businesses

During 1997, Viad acquired an airline catering flight kitchen and several payment services businesses, including Financial Services Management Corp., the nation's largest processor of rebate checks, and a regional money order business. In addition, in December 1997, Viad acquired all of the common stock of Game Financial Corporation ("Game") in exchange for approximately 2,600,000 shares of Viad's common stock. Game provides cash access services to casinos and other gaming establishments. Game operates as a wholly owned subsidiary of Viad's payment services subsidiary. The Game acquisition was accounted for as a pooling of interests.

During 1996, Viad purchased two convention services companies and the remaining interest in several airline catering joint ventures. Viad also acquired the remaining minority interest in its Canadian tourism business, Brewster Transport Company Limited, in a noncash exchange, as described in Note E of Notes to Consolidated Financial Statements.

During 1995, Viad acquired Giltspur, Inc., an exhibit construction and services company, and several smaller companies. Also during 1995, Viad acquired all of the common stock of a small payment services company in exchange for approximately 300,000 shares of Viad's common stock. The acquisition was accounted for as a pooling of interests.

Except for the pooling of interests transactions, the acquisitions were accounted for as purchases. The purchase prices, including acquisition costs, were allocated to the net tangible and intangible assets acquired based on estimated fair values at the dates of the acquisitions. The difference between the purchase prices and the related fair values of net assets acquired represents goodwill. The results of operations of the acquired companies from the beginning of the year to the dates of acquisition are not material.

Prior period financial statements have not been restated for the acquisitions accounted for as pooling of interests, as the results of the pooled companies are not significant to the consolidated results of operations. The accompanying financial statements include the accounts and results of operations from the dates of acquisition.

Net cash paid, assets acquired and debt and other liabilities assumed in all acquisitions of businesses accounted for as purchases for the years ended December 31 were as follows:

(000 omitted)	1997	1996	1995
Assets acquired:			
Property and equipment	$ 3,119	$ 3,813	$ 17,672
Intangibles, primarily goodwill (1)	15,710	16,620	83,650
Other assets	188	9,517	56,354
Debt and other liabilities assumed		(8,219)	(63,873)
Net cash paid	$ 19,017	$ 21,731	$ 93,803

(1) Excludes additional goodwill of $15,688,000 recorded in 1996 in connection with the acquisition of the remaining minority interest in the Canadian tourism business in a noncash exchange.

C. Impairment of Long-Lived Assets

In 1995, Viad elected the early adoption of SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of." The initial application of SFAS No. 121 to long-lived assets held for disposal at January 1, 1995, resulted in a noncash charge of $13,875,000 (net of tax benefit of $8,459,000) and is reported in the Statement of Consolidated Income as a cumulative effect of a change in accounting principle. The charge represents the adjustment required to individually remeasure such assets at the lower of carrying amount or fair value less cost to sell. Long-lived assets held for disposal consist principally of miscellaneous real estate remaining from businesses previously disposed of by Viad, including former bus terminal properties retained upon disposition of Greyhound Lines, Inc. in 1987, land parcels retained upon the spin-off of The FINOVA Group Inc. in 1992, and other nonoperating properties. These assets have a total carrying value of $14,946,000 and $17,914,000 at December 31, 1997 and 1996, respectively. While these assets are being actively marketed, Viad expects that the period of disposal may exceed one year for certain of the assets.

D. Nonrecurring Items

On December 31, 1996, Viad sold its 26 percent limited partnership interest in the Phoenix Suns National Basketball Association team for $31,500,000, resulting in a gain of $30,489,000 ($19,025,000 after-tax), after deducting transaction costs and carrying amount of the investment.

As discussed in Note E of Notes to Consolidated Financial Statements, on August 15, 1996, Viad completed the spin-off of its consumer products business to stockholders. Spin-off costs and management transition expenses totaling $33,000,000 ($28,985,000 after-tax) have been recorded as expenses of continuing operations. In addition, $5,000,000 of such costs, without tax benefit, were allocated to the consumer products business and are classified as discontinued operations expense. These charges are comprised primarily of spin-off transaction costs, professional fees and compensation required by certain former executive officers' employment contracts.

In addition, a gain of $3,477,000 ($2,260,000 after-tax) arising from the curtailment of certain postretirement medical benefits by a Convention Services subsidiary was recorded in 1995.

E. Discontinued Operations

On August 15, 1996, Viad completed the spin-off of its consumer products business, now conducted under the name The Dial Corporation. In effecting the spin-off, the holders of common stock of Viad received a Distribution (the "Distribution")of one share of common stock of The Dial Corporation for each share of Viad common stock. In conjunction with the spin-off, certain liabilities and deferred income tax assets related primarily to specified pension and postretirement plans of former employees of Armour and Company, which was previously a subsidiary of Viad, were transferred to and assumed by The Dial Corporation. Accordingly, income (loss) from operations of the consumer products business, presented as a discontinued operation, includes expenses arising from such items.

In connection with the Distribution, on August 15, 1996, Viad borrowed $280,000,000 under a new $350,000,000 bank credit facility and used the proceeds to repay floating-rate indebtedness of Viad. The credit facility and related liability were then assumed by The Dial Corporation upon the spin-off, thereby transferring that portion of Viad's outstanding indebtedness deemed attributable to the consumer products business. In conjunction with the debt transfer, Viad also transferred a variable to fixed interest rate swap agreement in the notional amount of $65,000,000 to The Dial Corporation. Interest expense of $13,096,000 and $20,425,000 in 1996 and 1995, respectively, was allocated to the consumer products business based on the lesser of a) interest on the debt and interest rate swap assumed by The Dial Corporation or b) the amount of intercompany interest that had historically been charged by Viad on interest-bearing advances based on the prime lending rate.

Effective May 31, 1996, shareholders of Greyhound Lines of Canada ("GLOC") voted to separate its intercity bus transportation business and its tourism business into two independent companies. At the same time, GLOC minority shareholders approved an automatic share exchange proposal whereby their ownership interests in the tourism business, aggregating 31.5 percent, were exchanged for Viad's 68.5 percent ownership interest in the intercity bus transportation company such that Viad became the owner of 100 percent of the tourism company, Brewster Transport Company Limited, in exchange for its ownership in the intercity bus transportation company. As a result, the Canadian intercity bus transportation company is presented as a discontinued operation.

In February 1997, Viad's Board of Directors approved plans to dispose of Viad's cruise line business, operated by Premier Cruise Lines. The Star/Ship Majestic, formerly on charter to a European operator, was sold in December 1996. In March 1997, Viad sold the Star/Ship Atlantic, and on April 17, 1997, Viad finalized the sale of Premier Cruise Lines.

Revenues applicable to the operations of the discontinued consumer products, Canadian intercity bus transportation and cruise line businesses totaled $998,792,000 and $1,598,325,000 in 1996 and 1995, respectively.

The caption "Loss from discontinued operations" in the Statement of Consolidated Income for the years ended December 31 includes the following:

(000 omitted)	1996	1995
Consumer products business:		
Income (loss) from operations through August 15, 1996, net of tax provision (benefit) of $22,817 and $(22,974) (1)	$ 35,620	$ (33,105)
Spin-off costs and management transition expenses, without tax benefit	(5,000)	
	30,620	(33,105)
Canadian intercity bus transportation business, net of applicable minority interests:		
Income (loss) from operations through May 31, 1996, net of tax (benefit) provision of $(510) and $4,975	(583)	3,954
Cumulative effect, net of tax provision of $905, to January 1, 1995, of initial application of SFAS No. 121, to Canadian intercity bus transportation assets held for disposal		(3,821)
Transaction costs, loss on disposition and foreign currency translation losses (2)	(15,866)	
	(16,449)	133

Cruise line business:		
Loss from operations, net of tax benefit of $174 and $23,517 (3)	(70)	(40,493)
Provision for loss on disposal, including $3,000 for operating losses during phase-out period, net of tax benefit of $19,250	(35,750)	
	(35,820)	(40,493)
Provisions related to previously discontinued businesses, net of tax benefit of $10,955 (4)	(19,045)	
Loss from discontinued operations	$ (40,694)	$ (73,465)

(1) After deducting restructuring charges and asset write-downs of $135,600,000 ($82,100,000 after-tax) in 1995.
(2) Includes spin-off and exchange transaction costs of $1,579,000 associated with the disposition of the Canadian intercity bus transportation business, along with a loss recorded on the disposition of $2,021,000 and recognition of unrealized foreign currency translation losses of $12,266,000. The translation losses had previously been deducted from common stock and other equity in accordance with SFAS No. 52.
(3) After deducting asset write-downs of $55,500,000 ($35,100,000 after-tax) in 1995.
(4) Represents additional provisions for self insurance, legal and remediation matters arising from previously discontinued businesses.

F. Earnings Per Share

As discussed in Note A of Notes to Consolidated Financial Statements, the following is a reconciliation of the numerators and denominators of basic and diluted per share computations for income from continuing operations as required by SFAS No. 128:

(000 omitted, except per share data)	1997	1996	1995
Basic income per common share:			
Income from continuing operations	$ 97,794	$ 69,071	$ 70,781
Less: Preferred stock dividends	(1,127)	(1,125)	(1,124)
Income available to common stockholders	$ 96,667	$ 67,946	$ 69,657
Average outstanding common shares	90,804	88,814	86,543
Basic income per share from continuing operations	$ 1.06	$ 0.76	$ 0.80
Diluted income per common share:			
Income available to common stockholders, from above	$ 96,667	$ 67,946	$ 69,657
Average outstanding common shares, from above	90,804	88,814	86,543
Additional dilutive shares related to stock-based compensation	2,982	2,525	1,936
Average outstanding and potentially dilutive common shares	93,786	91,339	88,479
Diluted income per share from continuing operations	$ 1.03	$ 0.74	$ 0.79

G. Investments in Debt and Equity Securities

As discussed in Note A of Notes to Consolidated Financial Statements, Viad's payment services subsidiary generates funds from the sale of money orders and other payment instruments. A portion of the proceeds of such sales are invested in a portfolio of high-quality, longer-term investments, including federal, state and municipal obligations, asset-backed securities and corporate debt securities. Securities are included in the Consolidated Balance Sheet under the caption, "Investments restricted for payment service obligations" except for those securities expected to be sold or maturing within one year, which are included under the caption, "Funds, agents' receivables and current maturities of investments restricted for payment service obligations."

Securities are classified as available for sale or held to maturity under the requirements of SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities." Viad has no securities classified in the trading category.

Although Viad's investment portfolio exposes Viad to certain credit risks, Viad believes the high quality of its investments (approximately 97% of the debt investments at December 31, 1997 have ratings of A- or higher or are collateralized by federal agency securities) reduces this risk substantially. Viad regularly monitors credit and market risk exposures and takes steps to mitigate the likelihood of these exposures resulting in actual loss.

In September 1997, Viad's payment services subsidiary entered into a five-year agreement to sell, on a periodic basis, undivided percentage ownership interests in certain receivables in an amount not to exceed $250,000,000. The receivables, representing funds in transit from money order agents, are being sold in order to accelerate payment services' cash flow for investment in admissible securities (which are available to satisfy certain state requirements that qualified assets be equal to or exceed related payment service obligations at all times). The weekly agents' receivables sold during 1997 ranged from $106,000,000 to $203,000,000. The expense of selling such receivables was $2,790,000 in 1997, which has been deducted in arriving at payment services operating income.

Securities Classified as Available for Sale. Securities that are being held for indefinite periods of time, including those securities which may be sold in response to needs for liquidity or changes in interest rates, are classified as securities available for sale and are carried at fair value, with the net unrealized holding gain or loss, after-tax, reported as a separate component of common stock and other equity, with no effect on current results of operations. The net unrealized gain of $13,625,000 and $205,000 (net of deferred tax liability of $8,710,000 and $130,000) at December 31, 1997 and 1996, respectively, are included in the Consolidated Balance Sheet as a separate component of common stock and other equity under the caption, "Unrealized gain on securities classified as available for sale." The increase in the unrealized gain during 1997 was due principally to decreases in longer-term market interest rates, while the decrease in the unrealized gain during 1996 was due principally to increases in such interest rates.

A summary of securities classified as available for sale at December 31, 1997 is set forth below:

(000 omitted)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Obligations of states and political subdivisions	$ 616,826	$ 19,796	$ 19	$ 636,603
Corporate debt securities	21,913	7	1,865	20,055
Mortgage-backed and other asset-backed securities	393,140	3,301	254	396,187
Preferred stock	42,492	1,433	64	43,861
Securities classified as available for sale	$1,074,371	$ 24,537	$ 2,202	$1,096,706

A summary of securities classified as available for sale at December 31, 1996 is set forth below:

(000 omitted)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Government agencies	$ 9,717	$ --	$ 294	$ 9,423
Obligations of states and political subdivisions	493,829	4,233	2,372	495,690
Corporate debt securities	48,833	2	891	47,944
Mortgage-backed and other asset-backed securities	145,904	183	1,226	144,861
Preferred stock	50,359	937	237	51,059

Securities classified as available for sale	$ 748,642	$ 5,355	$ 5,020	$ 748,977

Scheduled maturities of securities classified as available for sale at December 31, 1997 were as follows:

(000 omitted)	Amortized Cost	Fair Value
Due in:		
1998	$ --	$ --
1999-2002	59,690	60,162
2003-2007	241,359	248,328
2008 and later	337,690	348,168
Mortgage-backed and other asset-backed securities	393,140	396,187
Preferred stock	42,492	43,861
	$1,074,371	$1,096,706

Actual maturities may differ from scheduled maturities because the borrowers have the right to call or prepay certain obligations, sometimes without penalties. Maturities of mortgage-backed and other asset-backed securities depend on the repayment characteristics and experience of the underlying obligations.

Gross gains of $7,986,000, $3,039,000 and $5,150,000 were realized during 1997, 1996 and 1995, respectively. Gross losses of $730,000, $1,130,000 and $11,000 were realized during 1997, 1996 and 1995, respectively. Gross gains and losses are based on the specific identification method of determining cost.

Securities Classified as Held to Maturity. Securities classified as held to maturity, which consist of securities that management has the ability and intent to hold to maturity, are carried at amortized cost, and are summarized as follows at December 31, 1997:

(000 omitted)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Government agencies	$ 57,110	$ --	$ 563	$ 56,547
Obligations of states and political subdivisions	307,652	11,293	48	318,897
Corporate debt securities	55,707		397	55,310
Mortgage-backed and other asset-backed securities	125,273	985	86	126,172
Other securities	3,031		460	2,571
Securities classified as held to maturity	$ 548,773	$ 12,278	$ 1,554	$ 559,497

A summary of securities classified as held to maturity at December 31, 1996, is set forth below:

(000 omitted)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Government agencies	$ 59,707	$ 3	$ 2,029	$ 57,681
Obligations of states and political subdivisions	206,164	1,917	1,154	206,927
Corporate debt securities	66,491		1,246	65,245
Mortgage-backed and other asset-backed securities	70,515	242	310	70,447
Other securities	3,044		66	2,978

Securities classified as held to maturity	$ 405,921	$ 2,162	$ 4,805	$ 403,278

Scheduled maturities of securities classified as held to maturity at December 31, 1997 were as follows:

(000 omitted)	Amortized Cost	Fair Value
Due in:		
1998	$ 30,015	$ 29,882
1999-2002	45,681	45,116
2003-2007	90,524	90,946
2008 and later	257,280	267,381
Mortgage-backed and other asset-backed securities	125,273	126,172
	$ 548,773	$ 559,497

As mentioned above, actual maturities may differ from scheduled maturities because the borrowers have the right to call or prepay certain obligations, sometimes without penalties. Maturities of mortgage-backed and other asset-backed securities depend on the repayment characteristics and experience of the underlying obligations.

There were no sales or transfers of securities classified as held to maturity during 1997 or 1996.

H. Property and Equipment

Property and equipment at December 31 consisted of the following:

(000 omitted)	1997	1996
Land	$ 35,779	$ 53,057
Buildings and leasehold improvements	257,134	300,149
Machinery and other equipment	567,463	505,276
	860,376	858,482
Less accumulated depreciation	390,324	385,443
Property and equipment	$ 470,052	$ 473,039

In May 1997, Viad sold its corporate headquarters building for $73,000,000, before expenses of sale. As part of the transaction, Viad is leasing back the portion of the building it currently occupies for nearly 15 years. Accordingly, the excess of the net sales price over the net book value of the building was deferred and is being amortized over the remaining term of the lease.

I. Intangibles

Intangibles at December 31 consisted of the following:

(000 omitted)	1997	1996
Goodwill	$ 577,434	$ 585,468
Other intangibles	72,605	60,054
	650,039	645,522
Less accumulated amortization	119,005	104,896
Intangibles	$ 531,034	$ 540,626

J. Debt

Long-term debt at December 31 was as follows:

(000 omitted)	1997	1996

	1997	1996
Senior debt: (1)		
Short-term borrowings: (2)		
Promissory notes, 6.2% (1997) and 6.4% (1996) weighted average interest rate at December 31	$ 50,000	$ 84,000
Senior notes, 6.2% (1997) and 6.1% (1996) weighted average interest rate at December 31, due to 2009	299,647	314,583
Guarantee of ESOP debt, floating rate indexed to LIBOR, 5.0% (1997) and 4.6% (1996) at December 31, due to 2009	24,000	26,000
Real estate mortgages and other obligations, 5.4% (1997) and 6.0% (1996) weighted average interest rate at December 31, due to 2016	17,990	19,627
	391,637	444,210
Subordinated debt, 10.5% debentures, due 2006	18,503	76,917
Total debt	410,140	521,127
Less current portion	32,291	2,348
Long-term debt	$ 377,849	$ 518,779

(1) Rates shown are exclusive of the effects of commitment fees and other costs of long-term revolving bank credit used to support short-term borrowings, and exclusive of the effects of interest rate swap agreements related to certain short-term and long-term borrowings.
(2) Short-term borrowings exclude $90,000,000 of commercial paper issued by Viad to its payment services subsidiary.

In late March 1997, Viad repurchased $58,414,000 par value of its 10.5% subordinated debentures at a premium, resulting in an extraordinary charge of $8,458,000, net of tax benefit of $4,554,000.

Interest paid in 1997, 1996 and 1995 was approximately $40,211,000, $61,402,000 and $67,082,000, respectively, including amounts charged to discontinued operations in 1996 and 1995.

In July 1994, a Shelf Registration filed with the Securities and Exchange Commission became effective. Under the Shelf Registration, Viad can issue up to an aggregate $500,000,000 of debt and equity securities. No securities have been issued under the program. The Shelf Registration enhances Viad's future financing options.

As discussed further in Note P of Notes to Consolidated Financial Statements, Viad has entered into (a) interest rate swap agreements which convert floating interest rates on existing and anticipated replacement short-term borrowings into fixed interest rates ("variable to fixed swaps") and (b) interest rate swap agreements which convert fixed interest rates on a portion of the Senior notes and other debt into floating interest rates ("fixed to variable swaps"). The net effect of such interest rate swap agreements was to increase interest expense by $5,041,000, $3,404,000 and $4,671,000 for 1997, 1996 and 1995, respectively. The weighted average interest rate on total debt, inclusive of the effect of interest rate swap agreements and excluding interest expense not arising from such debt, was 7.5%, 7.8% and 7.2% for 1997, 1996 and 1995, respectively.

Viad satisfies its short-term borrowing requirements with bank lines of credit and the issuance of commercial paper and promissory notes. At December 31, 1997, outstanding promissory notes and the commercial paper issued to Viad's payment services subsidiary are supported by unused commitments under a $300,000,000 long-term revolving bank credit agreement, which expires on August 15, 2002. Annually, at Viad's request and with the participating banks' consent, the term of the agreement may be extended for a further one-year period. The interest rate applicable to borrowings under the $300,000,000 credit commitment is, at Viad's option, indexed to the bank prime rate or the London Interbank Offering Rate ("LIBOR"), plus appropriate spreads over such indices during the period of the credit agreement. The agreement also provides for commitment fees. Such spreads and fees will change moderately should Viad's debt ratings change. Viad, in the event that it becomes advisable, intends to exercise its right under the agreement to borrow for the purpose of refinancing short-term borrowings; accordingly, short-term borrowings totaling $50,000,000 and $84,000,000 at December 31, 1997 and 1996, respectively, have been classified as long-term debt.

Annual maturities of long-term debt due in the next five years will approximate $32,291,000 (1998), $2,222,000 (1999), $32,231,000 (2000), $67,990,000 (2001), $92,210,000 (2002) and $183,196,000 thereafter. Included in the year 2002 is $50,000,000 which represents the maturity of short-term borrowings assuming they had been refinanced utilizing the revolving credit facility through August 15, 2002.

Viad's long-term debt agreements include various restrictive covenants and require the maintenance of certain defined financial ratios with which Viad is in compliance.

K. Preferred Stock and Common Stock and Other Equity

At December 31, 1997, there were 99,739,925 shares of common stock issued and 99,222,999 shares outstanding. At December 31, 1997, a total of 5,072,785 of the outstanding shares were held by Viad's Employee Equity Trust.

Viad has 442,352 shares of $4.75 Preferred Stock authorized, of which 364,352 shares are issued. The holders of the $4.75 Preferred Stock are entitled to a liquidation preference of $100 per share and to annual cumulative sinking fund redemptions of 6,000 shares. Viad presently holds 129,373 shares which will be applied to this sinking fund requirement; the 234,979 shares held by others are scheduled to be redeemed in the years 2019 to 2058. In addition, Viad has authorized 5,000,000 and 2,000,000 shares of Preferred Stock and Junior Participating Preferred Stock, respectively.

Viad has one Preferred Stock Purchase Right ("Right") outstanding on each outstanding share of its common stock. The Rights contain provisions to protect stockholders in the event of an unsolicited attempt to acquire Viad which is not believed by the Board of Directors to be in the best interest of stockholders. The Rights are represented by the common share certificates and are not exercisable or transferable apart from the common stock until such a situation arises. The Rights may be redeemed by Viad at $0.025 per Right prior to the time any person or group has acquired 20% or more of Viad's shares. Viad has reserved 1,000,000 shares of Junior Participating Preferred Stock for issuance in connection with the Rights.

Viad funds a portion of its matching contributions to employees' 401(k) plans through a leveraged ESOP. All eligible employees of Viad and its participating affiliates, other than certain employees covered by collective bargaining agreements that do not expressly provide for participation of such employees in an ESOP, may participate in the ESOP.

The ESOP borrowed $40,000,000 to purchase treasury shares in 1989. The ESOP's obligation to repay this borrowing is guaranteed by Viad; therefore, the unpaid balance of the borrowing ($24,000,000 and $26,000,000 at December 31, 1997 and 1996, respectively) has been reflected in the accompanying balance sheet as long-term debt and the amount representing unearned employee benefits ($24,000,000 and $25,906,000 at December 31, 1997 and 1996, respectively) has been recorded as a deduction from common stock and other equity. The liability is reduced as the ESOP repays the borrowing, and the amount in common stock and other equity is reduced as the employee benefits are charged to expense. The ESOP intends to repay the loan (plus interest) using Viad contributions and dividends received on the shares of common stock held by the ESOP. Information regarding ESOP transactions for the years ended December 31 was as follows:

(000 omitted)	1997	1996	1995
Amounts paid by ESOP for:			
Debt repayment	$ 2,000	$ 2,000	$ 2,000
Interest	1,187	1,200	1,376
Amounts received from Viad as:			
Dividends	856	999	1,185
Contributions	2,226	2,064	2,178

Shares are released for allocation to participants based upon the ratio of the year's principal and interest payments to the sum of the total principal and interest payments expected over the remaining life of the plan. Expense of the ESOP is recognized based upon the greater of cumulative cash payments to the plan or 80% of the cumulative expense that would have been recognized under the shares allocated method, in accordance with Emerging Issues Task Force Abstract No. 89-8, "Expense Recognition for Employee Stock Ownership Plans." Under this method, Viad has recorded expense of $2,123,000, $2,138,000 and $1,817,000 in 1997, 1996 and 1995, respectively.

In conjunction with the August 15, 1996, spin-off of Viad's consumer products business, the ESOP received one share of common stock of The Dial Corporation for every share of Viad common stock then held by the ESOP. The ESOP sold The Dial Corporation shares on the open market and used the proceeds to purchase shares of Viad common stock.

Unallocated shares held by the ESOP at December 31 were:

	Viad Corp	The Dial Corporation
Unallocated shares at December 31, 1995	1,807,466	--
Shares allocated	(233,933)	
Shares received upon spin-off of the consumer products business		1,735,166
Shares sold in the open market		(671,800)
Shares purchased in the open market	631,500	
Unallocated shares at December 31, 1996	2,205,033	1,063,366
Shares allocated	(297,009)	
Shares sold in the open market		(1,063,366)
Shares purchased in the open market	958,695	
Unallocated shares at December 31, 1997	2,866,719	--

In September 1992, Viad sold 10,491,800 shares of treasury stock to Viad's Employee Equity Trust (the "Trust") for a $200,000,000 promissory note. At December 31, 1997, the balance of the promissory note due to Viad was $48,875,000. The Trust is used to fund certain existing employee compensation and benefit plans over the scheduled 15-year term. Through December 31, 1997, the Trust had issued 5,419,015 shares to fund such benefits. For financial reporting purposes, the Trust is consolidated with Viad and the promissory note is eliminated in consolidation. The fair market value of the 5,072,785 remaining shares held by the Trust, representing employee benefits, is shown as a deduction from common stock and other equity and is reduced as employee benefits are funded. All dividends and interest transactions between the Trust and Viad are eliminated in consolidation. Differences between cost and fair value of shares held and/or released are included in additional capital. Unearned employee benefits at December 31, 1997 and 1996 were $97,968,000 and $92,860,000, respectively.

At December 31, 1997, retained income of $122,647,000 was unrestricted as to payment of dividends by Viad.

L. Stock-Based Compensation

On May 13, 1997, stockholders adopted the 1997 Viad Corp Omnibus Incentive Plan ("Omnibus Plan"), previously approved by the Board of Directors, which replaced the 1992 Stock Incentive Plan. The Omnibus Plan provides for the following types of awards to officers, directors and certain key employees: (a) stock options (both incentive stock options and nonqualified stock options);
(b) stock appreciation rights ("SARs"); (c) restricted stock; and
(d) performance-based awards. The number of shares available for grant under the Omnibus Plan in each calendar year is equal to 2% of the total number of shares of common stock outstanding as of the first day of each year. Any shares available for grant in a particular calendar year which are not, in fact, granted in such year shall be added to the shares available for grant in any subsequent calendar year. In addition, no more than 7,500,000 shares of common stock will be cumulatively available for grant of incentive stock options over the life of the Omnibus Plan.

Stock options are granted for terms of ten years. Stock options are exercisable based on the market value at the date of grant, with 50% exercisable after one year and the balance exercisable after two years from the date of grant.

SARs and Limited SARs ("LSARs") were granted, with terms of ten years, under the 1983 Stock Option and Incentive Plan. SARs are exercisable under the same terms as stock options, while LSARs vested fully at date of grant and are exercisable only for a limited period (in the event of certain tenders or exchange offers for Viad's common stock). SARs and/or LSARs are issued in tandem with certain stock options and the exercise of one reduces, to the extent exercised, the number of shares represented by the other(s). SAR exercises totaled 2,812 and 131,520 shares in 1997 and 1996, respectively. There were no SARs exercised in 1995.

In conjunction with the spin-off of Viad's consumer products business on August 15, 1996, the number of shares and the exercise price of each option, related LSAR and SAR held by employees of Viad who remained employees of Viad after the spin-off were modified so that the aggregate exercise price and the aggregate spread before the spin-off were preserved at the time of the spin-off. Options and related LSARs and SARs held by employees of Viad who became employees of The Dial Corporation were surrendered in accordance with the related agreements.

Performance-based stock awards (120,900, 141,700 and 149,500 shares awarded in 1997, 1996 and 1995, respectively, at an estimated fair value per share of $18.34, $13.88 and $24.56, respectively) vest, based on total shareholder return relative to the applicable stock index and the proxy comparator groups existing at the time of each award, at the end of a three-year period from the date of grant. The performance periods for the 1994 and 1993 performance-based stock awards ended during 1997 and 1996, respectively. Shares that vested at the end of the 1994 and 1993 performance periods totaled 109,787 and 39,596, respectively. Holders of the performance-based and restricted stock have the right to receive dividends and vote the shares but may not sell, assign, transfer, pledge or otherwise encumber the stock. In conjunction with the spin-off of Viad's consumer products business, a holder of unvested performance-based stock was credited with the number of shares of The Dial Corporation common stock equal to the number of shares of Viad common stock awarded. The 1995 performance-based stock awards (including shares of The Dial Corporation common stock received in the Distribution) will vest based on the combined performance of Viad and The Dial Corporation shares.

Information with respect to stock options granted and exercised for the years ended December 31, at historical number of shares and option exercise prices, is as follows:

	Shares	Weighted Average Exercise Price (1)
Options outstanding at December 31, 1994	8,171,688	$ 17.18
Granted	1,378,000	24.57
Exercised	(1,068,428)	15.29
Canceled	(205,336)	21.35
Options outstanding at December 31, 1995 (2)	8,275,924	18.55
Before spin-off of the consumer products business:		
Granted	50,000	28.75
Exercised	(1,488,373)	15.44
Canceled	(159,070)	15.20
Modification due to the Distribution, net (3)	1,968,392	N/A

After spin-off of the consumer products business:		
Granted	1,691,100	13.88
Exercised	(236,229)	9.26
Canceled	(78,837)	12.80
Options outstanding at December 31, 1996 (2)	10,022,907	10.82
Granted	1,143,100	18.33
Conversion of Game options (4)	235,228	7.95
Exercised	(1,391,630)	9.73
Canceled	(202,578)	13.91
Options outstanding at December 31, 1997 (2)	9,807,027	11.72

(1) Weighted average exercise prices for 1994, 1995 and 1996 up to date of modification are based on original grant pricing (before modification due to the Distribution).
(2) Options exercisable totaled 8,052,840 shares, 7,580,872 shares and 6,274,649 shares at December 31, 1997, 1996 and 1995, respectively.
(3) Net of options surrendered by employees of Viad who became employees of The Dial Corporation after the Distribution.
(4) Existing Game Financial Corporation ("Game") options were converted into options to purchase Viad shares upon the acquisition of Game (see Note B of Notes to Consolidated Financial Statements). The original number of Game stock options and the original Game exercise price were adjusted to reflect the acquisition exchange ratio.

The following tables summarize information concerning stock options outstanding and exercisable at December 31, 1997:

Options Outstanding

Range of Exercise Prices	Shares	Weighted Remaining Contractual Life	Weighted Average Exercise Price
$3.93 to $9.33	1,931,973	2.4 years	$ 6.79
$9.80 to $12.22	3,879,605	5.6 years	10.94
$13.05 to $18.34	3,995,449	8.5 years	14.85
$3.93 to $18.34	9,807,027	6.1 years	11.72

Options Exercisable

Range of Exercise Prices	Shares	Weighted Average Exercise Price
$3.93 to $9.33	1,931,973	$ 6.79
$9.80 to $12.22	3,879,605	10.94
$13.05 to $18.34	2,241,262	13.39
$3.93 to $18.34	8,052,840	10.62

Viad applies APB No. 25, "Accounting for Stock Issued to Employees," and related interpretations in accounting for its stock-based compensation plans. Accordingly, no compensation expense has been recognized for its stock-based compensation plans other than for performance-based and restricted stock awards and SAR exercises, which totaled $3,858,000, $4,444,000 and $3,736,000 in 1997, 1996 and 1995, respectively.

In October 1995, FASB issued SFASNo. 123, "Accounting for Stock-Based Compensation." Had Viad elected to recognize compensation cost for stock options and performance-based stock awards in accordance with the fair value method of accounting defined in SFAS No. 123, income from continuing operations and diluted income per share from continuing operations would be as presented in the table below. The effects of applying SFASNo. 123 in this disclosure are not indicative of future amounts.

(000 omitted, except per share data)	1997	1996	1995
Income from continuing operations, as reported	$ 97,794	$ 69,071	$ 70,781
Additional compensation: (1)			
Stock option grants and performance-based stock awards	(3,279)	(2,876)	(527)
Modification of existing stock option grants (2)		(5,716)	

Pro forma income from continuing operations	$ 94,515	$ 60,479	$ 70,254
Pro forma diluted income per share from continuing operations	$ 1.00	$ 0.65	$ 0.78

(1) Compensation cost calculated under SFAS No. 123 is expensed ratably over the vesting period. Compensation cost is net of estimated forfeitures and the tax benefit on nonqualified stock options.
(2) In connection with the spin-off of the consumer products business on August 15, 1996, the number of shares and the exercise price of each option held by employees of Viad who remained employees of Viad after the spin-off were modified so that the aggregate exercise price and the aggregate spread before the spin-off were preserved at the time of the spin-off. SFAS No. 123 requires such options modified as a result of a spin-off to be treated as new grants.

For purposes of applying SFAS No. 123, the estimated fair value of stock options granted during 1997, 1996 and 1995 was $5.04, $3.47 and $5.90 per share, respectively. The fair value of each stock option grant is estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions:

	1997	1996	1995
Expected dividend yield	1.7%	2.3%	2.6%
Expected volatility	23.6%	22.0%	22.0%
Risk-free interest rate	6.13%	6.38%	6.35%
Expected life	5 years	5 years	5 years

M. Income Taxes

Deferred income tax assets (liabilities) included in the Consolidated Balance Sheet at December 31 related to the following:

(000 omitted)	1997	1996
Property and equipment	$ (28,721)	$ (20,203)
Deferred income	10,568	
Pension, compensation and other employee benefits	38,287	33,675
Provisions for losses	35,509	35,622
Unrealized gain on securities classified as available for sale	(8,710)	(130)
Deferred state income taxes	7,091	4,994
Capital loss carry forward	20,170	
Other deferred income tax assets	42,989	39,932
Other deferred income tax liabilities	(23,890)	(25,543)
	93,293	68,347
Foreign deferred tax liabilities included above	10,810	12,124
United States deferred tax assets	$ 104,103	$ 80,471

The provision for income taxes on income from continuing operations for the years ended December 31 consisted of the following:

(000 omitted)	1997	1996	1995
Current:			
United States:			
Federal	$ 25,233	$ 19,827	$ 13,363
State	6,094	6,528	1,633
Foreign	8,980	6,858	5,535
	40,307	33,213	20,531
Deferred	846	8,685	9,133
Income taxes	$ 41,153	$ 41,898	$ 29,664

Certain tax benefits related primarily to stock option exercises and dividends paid to the ESOP are credited to common stock and other equity and amounted to $2,491,000, $3,401,000 and $2,536,000 in 1997, 1996 and 1995, respectively.

Eligible subsidiaries (including The Dial Corporation up to the spin-off date) are included in the consolidated federal and other applicable income tax returns of Viad. Certain benefits of tax losses and credits, which would not have been currently available to certain subsidiaries or The Dial Corporation on a separate return basis, have been credited to those subsidiaries or The Dial Corporation by Viad. These benefits are included in the determination of the income taxes of those subsidiaries and The Dial Corporation and this policy has been documented by written agreements where appropriate.

Income taxes paid in 1997, 1996 and 1995, including amounts paid on behalf of The Dial Corporation for the periods up to the spin-off date as part of consolidated federal and other applicable tax returns of Viad, amounted to $21,689,000, $19,792,000 and $21,502,000, respectively.

A reconciliation of the provision for income taxes on income from continuing operations and the amount that would be computed using statutory federal income tax rates for the years ended December 31 was as follows:

(000 omitted)	1997	1996	1995
Computed income taxes at statutory federal income tax rate of 35%	$ 48,631	$ 38,839	$ 35,156
Nondeductible goodwill amortization	4,093	3,937	2,988
Minority interests	433	613	920
State income taxes	4,341	5,636	1,685
Tax-exempt income	(18,671)	(13,968)	(10,400)
Spin-off costs and management transition expenses		6,300	
Other, net	2,326	541	(685)
Income taxes	$ 41,153	$ 41,898	$ 29,664

United States and foreign income before income taxes from continuing operations for the years ended December 31 was as follows:

(000 omitted)	1997	1996	1995
United States	$ 118,159	$ 88,819	$ 82,271
Foreign, principally Canada and United Kingdom	20,788	22,150	18,174
Income before income taxes	$ 138,947	$ 110,969	$ 100,445

N. Pension and Other Benefits

Pension Benefits. Continuing operations net pension cost for the years ended December 31 included the following components:

(000 omitted)	1997	1996	1995
Service cost benefits earned during the period	$ 6,456	$ 6,341	$ 5,614
Interest cost on projected benefit obligation	13,581	12,757	11,191
Actual return on plan assets	(33,727)	(15,045)	(23,200)
Net amortization and deferral	20,445	2,345	10,695
Other items, primarily defined contribution and multiemployer plans	12,969	12,986	13,624
Net pension cost	$ 19,724	$ 19,384	$ 17,924

Weighted average assumptions used were:

	1997	1996	1995
Discount rate for obligation	7.5%	8.0%	8.0%
Rate of increase in compensation levels	4.5%	5.0%	5.0%
Long-term rate of return on assets	9.5%	9.5%	9.5%

The following table indicates the plans' funded status and amounts recognized in Viad's Consolidated Balance Sheet at December 31:

(000 omitted)	Overfunded Plans (Assets Exceed Accumulated Benefits) 1997	1996	Unfunded Plans 1997	1996
Actuarial present value of benefit obligations:				
Vested benefit obligation	$ 137,237	$ 123,265	$ 23,070	$ 19,330
Accumulated benefit obligation	$ 145,858	$ 130,015	$ 23,623	$ 19,889
Projected benefit obligation	$ 162,897	$ 148,997	$ 29,416	$ 24,818
Market value of plan assets, primarily equity and fixed income securities	181,973	152,907		
Plan assets over (under) projected benefit obligation	19,076	3,910	(29,416)	(24,818)
Unrecognized transition (asset) obligation	(3,042)	(3,940)	835	1,143
Unrecognized prior service cost	658	381	6,569	5,931
Unrecognized net (gain) loss	(8,786)	5,863	5,311	3,947
Additional minimum liability			(7,524)	(6,600)
Prepaid (accrued) pension cost	$ 7,906	$ 6,214	$ (24,225)	$ (20,397)

Postretirement Benefits Other Than Pensions. Viad and certain of its subsidiaries have unfunded defined benefit postretirement plans that provide medical and life insurance for eligible employees, retirees and dependents. In addition, Viad retained the obligations for such benefits for certain retirees of sold businesses.

The status of the plans as of December 31 was as follows:

(000 omitted)	1997	1996
Accumulated postretirement benefit obligation:		
Retirees	$ 29,830	$ 27,304
Fully eligible active plan participants	5,812	5,096
Other active plan participants	9,942	8,759
Accumulated postretirement benefit obligation	45,584	41,159
Unrecognized prior service reduction	1,115	1,201
Unrecognized net gain	4,175	7,424
Accrued postretirement benefit cost	$ 50,874	$ 49,784
Discount rate for obligation	7.5%	8.0%

The assumed health care cost trend rate used in measuring the 1997 and 1996 accumulated postretirement benefit obligation was 10% and 11%, respectively, gradually declining to 5% by the year 2002 and remaining at that level thereafter for retirees below age 65, and 7.5% and 8%, respectively, gradually declining to 5% by the year 2002 and remaining at that level thereafter for retirees above age 65.

A one-percentage-point increase in the assumed health care cost trend rate for each year would increase the accumulated postretirement benefit obligation as of December 31, 1997 by approximately 11% and the ongoing annual expense by approximately 14%.

The net postretirement benefit cost for the years ended December 31 includes the following components:

(000 omitted)	1997	1996	1995
Service cost benefits earned during the period	$ 967	$ 794	$ 1,061
Interest cost on accumulated postretirement benefit obligation	3,165	2,936	3,415
Net amortization and deferral	(315)	(538)	(154)

Net postretirement benefit cost	$ 3,817	$ 3,192	$ 4,322
Curtailment gains due to termination of certain benefits	$ --	$ --	$ 3,477

O. Leases

Certain plants, offices, equipment and facilities for foodservice and duty-free operations are leased. The leases expire over periods generally ranging from one to 14 years and some provide for renewal options ranging from one to 35 years. Leases which expire are generally renewed or replaced by similar leases.

At December 31, 1997, Viad's future minimum rental payments and related sublease rentals receivable with respect to noncancelable operating leases with terms in excess of one year were as follows:

(000 omitted)	Rental Payments	Rentals Receivable Under Subleases
1998	$ 50,108	$ 2,368
1999	42,667	1,818
2000	32,240	1,170
2001	27,828	641
2002	25,298	298
Thereafter	189,280	856
Total	$ 367,421	$ 7,151

Information regarding net operating lease rentals for the years ended December 31 was as follows:

(000 omitted)	1997	1996	1995
Minimum rentals	$ 58,446	$ 60,522	$ 57,131
Contingent rentals (1)	562	887	2,898
Sublease rentals	(2,116)	(2,025)	(2,947)
Total rentals, net	$ 56,892	$ 59,384	$ 57,082

(1) Contingent rentals on operating leases, which are based primarily on sales and revenues for buildings and leasehold improvements and on usage for other equipment, exclude contingent fees under concession agreements.

Net operating lease rentals and future minimum rental payments do not include a minimum annual guarantee of $9,600,000, subject to adjustment under certain circumstances, from 1996 through 2000 under an airport duty-free concession agreement.

P. Financial Instruments With Off-Balance-Sheet Risk and Fair Value of Financial Instruments

Financial Instruments with Off-Balance-Sheet Risk. Viad is a party to financial instruments with off-balance-sheet risk which are entered into in the normal course of business to meet its financing needs and to manage its exposure to fluctuations in interest rates. These financial instruments include a revolving sale of trade accounts receivables agreement and interest rate swap agreements. The instruments involve, to a varying degree, elements of credit, market and interest rate risk in addition to amounts recognized in the financial statements. Viad does not hold or issue financial instruments for trading purposes.

At December 31, 1997, Viad had an agreement to sell, on a revolving basis, undivided participating interests in a defined pool of trade accounts receivable from customers of Viad's airline catering and services and convention services subsidiaries in an amount not to exceed $75,000,000 as a means of accelerating cash flow. The agreement expires in August 1998 but is expected to be extended annually. Under the terms of the trade receivables sales agreement, Viad has retained substantially the same risk of credit loss as if the receivables had not been sold, as Viad is obligated to replace uncollectible receivables with new trade accounts receivable. The accounts receivable sold totaled $75,000,000 at December 31, 1997 and 1996. The average balance of proceeds from the sale of trade accounts receivable approximated $75,000,000, $51,500,000 and $31,600,000 during 1997, 1996 and 1995, respectively.

Viad enters into interest rate swap agreements as a means of managing its interest rate exposure. The agreements are contracts to exchange fixed and floating interest rate payments periodically over the life of the agreements without the exchange of the underlying notional amounts. The notional amounts of such agreements are used to measure amounts to be paid or received and do not represent the amount of exposure to credit loss. The amounts to be paid or received under the interest rate swap agreements are accrued consistently with the terms of the agreements and market interest rates. Viad maintains formal procedures for entering into interest rate swap transactions, and management regularly monitors and reports to the Audit Committee of the Board of Directors on interest rate swap activity. The agreements are with major financial institutions which are currently expected to fully perform under the terms of the agreements, thereby mitigating the credit risk from the transactions in the event of nonperformance by the counterparties. In addition, Viad continuously monitors the credit ratings of the counterparties, and the likelihood of default is considered remote.

In addition to the types of interest rate swap agreements used as hedges of obligations as described in Note J of Notes to Consolidated Financial Statements, Viad's payment services subsidiary has entered into swap agreements to mitigate the effects of fluctuations in commissions paid to selling agents of its official check program.

The following table indicates the types of swap agreements and their weighted average pay/receive rates in effect at December 31. The variable-rate portion of the swaps is generally based on LIBOR or treasury bill rates. Changes in these rates could significantly affect the floating-rate information and future cash flows.

	1997	1996
Variable to fixed swaps: (1)		
Notional amount (000 omitted)	$ 957,600	$ 557,600
Average pay rate (2)	6.3%	6.7%
Average receive rate	5.7%	5.6%
Fixed to variable swaps: (1)		
Notional amount (000 omitted)	$ 230,000	$ 245,000
Average pay rate	5.9%	5.7%
Average receive rate	5.8%	5.7%
Variable to variable swap: (1)		
Notional amount (000 omitted)	$ 75,000	$ 75,000
Average pay rate	5.2%	5.2%
Average receive rate	5.4%	5.8%

(1) The variable to fixed swap agreements expire as follows: $240,000,000 (1998), $150,000,000 (1999), $267,600,000 (2000), $250,000,000 (2002) and $50,000,000 (2007). The fixed to variable swap agreements expire as follows: $30,000,000 (2002) and $200,000,000 (2003). The variable to variable swap agreement expires in 1998.
(2) The average pay rate has been adjusted to reflect the amortization of cash consideration received at inception of certain of the swap agreements in exchange for Viad's payment of an "off-market" fixed rate.

Fair Value of Financial Instruments. The following disclosure of the estimated fair value of financial instruments is made in accordance with the requirements of SFAS No. 107, "Disclosures About Fair Value of Financial Instruments." The estimated fair value amounts have been determined by Viad using available market information and the valuation methodologies described below. However, considerable judgment is required in interpreting market data to develop the estimates of fair value. Accordingly, the estimates presented herein may not be indicative of the amounts that Viad could realize in a current market exchange. The use of different market assumptions or valuation methodologies may have a material effect on the estimated fair value amounts.

The carrying values of cash and cash equivalents, receivables, accounts payable and payment service obligations approximate fair values due to the short-term maturities of these instruments. The amortized cost and fair value of investments in debt and equity securities are disclosed in Note G of Notes to Consolidated Financial Statements. The carrying amounts and estimated fair values of Viad's other financial instruments at December 31 are as follows:

	1997		1996	
(000 omitted)	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Total debt	$ (410,140)	$ (414,173)	$ (521,127)	$ (528,306)
Interest rate swaps (1)	(4,357)	(20,753)	(5,546)	(24,169)

(1) Carrying amount represents accrued interest and unamortized cash proceeds.

The methods and assumptions used to estimate the fair values of the financial instruments are summarized as follows:

Debt--The fair value of debt was estimated by discounting the future cash flows using rates currently available for debt of similar terms and maturity. The carrying values of the promissory notes were assumed to approximate fair values due to their short-term maturities.

Interest rate swaps--The fair value represents the estimated amount that Viad would pay to the dealer to terminate the swap agreement at December 31.

Q. Litigation, Claims and Other Contingencies

Several shareholder derivative complaints were filed in the Delaware Court of Chancery in late December 1995 and early January 1996 against members of Viad's Board of Directors, and against Viad as a nominal defendant. The complaints variously allege fraud, negligence, mismanagement, corporate waste, breaches of fiduciary duty, and seek equitable relief and recovery from or on behalf of Viad for compensatory and other damages incurred by Viad as a result of alleged payment of excessive compensation, improper investments or other improper activities. Viad and its counsel believe the claims are without merit. In addition, Viad and certain subsidiaries are plaintiffs or defendants to various other actions, proceedings and pending claims, including pending or potential claims by or on behalf of approximately 6,500 former railroad workers claiming asbestos-related health conditions from exposure to railroad equipment made by former subsidiaries. Certain of these pending legal actions are or purport to be class actions. Some of the foregoing involve, or may involve, compensatory, punitive or other damages. Litigation is subject to many uncertainties and it is possible that some of the legal actions, proceedings or claims referred to above could be decided against Viad. Although the amount of liability at December 31, 1997, with respect to these matters is not ascertainable, Viad believes that any resulting liability will not have a material effect on Viad's financial position or results of operations.

Viad is subject to various environmental laws and regulations of the United States as well as of the states and other countries in whose jurisdictions Viad has or had operations and is subject to certain international agreements. As is the case with many companies, Viad faces exposure to actual or potential claims and lawsuits involving environmental matters. Although Viad is a party to certain environmental disputes, Viad believes that any liabilities resulting therefrom, after taking into consideration amounts already provided for, exclusive of any potential insurance recoveries, will not have a material effect on Viad's financial position or results of operations.

In connection with the sale of its British travel tour companies in October 1997, Viad has agreed to continue providing, on behalf of the sold companies, certain net asset guarantees and letters of credit/bonds aggregating approximately $57,000,000, required by certain U.K. transportation authorities as a condition of operating businesses which receive travelers' deposits for future trips. The outstanding commitments, which act to insure performance of service related to customer deposits held from time to time by the sold companies, are scheduled to be replaced or expire no later than September 1999, with financial incentives for earlier termination. Viad believes it will not be required to make any payments under these commitments and that, if required to make any payments, the ultimate unrecoverable amounts, if any, will not have a material effect on Viad's financial position or results of operations.

R. Principal Business Segments

Description of Business. Viad operates in three principal business segments. Viad's Airline Catering and Services segment engages in airline catering operations, providing in-flight meals to domestic and international airlines as well as providing airplane fueling and ground handling services. The Convention Services segment provides decorating, exhibit preparation, installation, electrical, transportation and management services for conventions and tradeshows and is a designer and builder of convention and other exhibits and displays. Viad's Travel and Leisure and Payment Services segment offers money orders throughout the nation, performs official check and negotiable instrument clearing services for banks and credit unions and provides certain other financial services, including cash access services to gaming establishments; operates duty-free shipboard and airport concessions and contract foodservice facilities; and engages in certain recreation and tour services, including related hotel/lodge operations.

Year ended December 31, (000 omitted)	1997	1996	1995	1994	1993
Revenues:					
Airline Catering and Services	$ 924,373	$ 857,953	$ 800,338	$ 763,658	$ 502,775
Convention Services	827,500	774,040	588,978	522,683	356,267
Travel and Leisure and Payment Services (1)	665,597	631,235	587,429	520,256	478,898
	$2,417,470	$2,263,228	$1,976,745	$1,806,597	$1,337,940
Operating Income: (2)					
Airline Catering and Services	$ 79,649	$ 74,254	$ 68,712	$ 62,533	$ 41,989
Convention Services (3)	74,311	64,508	54,593	50,614	27,849
Travel and Leisure and Payment Services (1)	68,653	65,620	66,020	60,674	60,248
Total principal business segments	222,613	204,382	189,325	173,821	130,086
Corporate activities and nonoperating items, net	(29,294)	(33,102)	(31,197)	(32,594)	(29,710)
Sale of trade accounts receivable expense	(4,483)	(3,029)	(2,157)	(1,000)	(604)
	$ 188,836	$ 168,251	$ 155,971	$ 140,227	$ 99,772

(1) Viad's payment services subsidiary is investing increasing amounts in tax-exempt securities. On a fully

taxable equivalent basis, revenues and operating income would be higher by $28,724,000, $21,489,000, $16,000,000, $7,897,000 and $3,967,000 for 1997, 1996, 1995, 1994 and 1993, respectively.
(2) Operating income by segment represents Revenues less Costs of sales and services. Corporate activities and nonoperating items, net, and sale of trade accounts receivable expense are then deducted from total operating income of principal business segments to arrive at total operating income.
(3) Includes a nonrecurring gain of $3,477,000 due to the curtailment of certain postretirement medical benefits in 1995.

Major Customers. Major customers are defined as those which individually accounted for more than 10% of Viad's revenues. Sales to one major customer in the Airline Catering and Services segment accounted for 12%, 13% and 14% of Viad's consolidated revenues in 1997, 1996 and 1995, respectively.

	Principal Business Segments					
(000 omitted)	Airline Catering and Services	Convention Services	Travel and Leisure and Payment Services	Subtotal	Corporate	Total
1997:						
Assets at year end:						
Before intangibles and restricted assets	$ 271,581	$ 228,209	$ 239,803	$ 739,593	$ 214,081	$ 953,674
Assets restricted for payment service obligations			2,245,605	2,245,605		2,245,605
Intangibles	272,401	196,580	57,971	526,952	4,082	531,034
	$ 543,982	$ 424,789	$2,543,379	$3,512,150	$ 218,163	$3,730,313
Capital expenditures	$ 40,824	$ 26,561	$ 39,713	$ 107,098	$ 875	$ 107,973
Depreciation and amortization:						
Depreciation	$ 20,950	$ 15,058	$ 19,664	$ 55,672	$ 5,519	$ 61,191
Amortization of intangibles	8,829	5,134	3,347	17,310		17,310
	$ 29,779	$ 20,192	$ 23,011	$ 72,982	$ 5,519	$ 78,501
1996:						
Assets at year end:						
Before intangibles, restricted assets and investment in discontinued operations	$ 237,957	$ 215,241	$ 269,105	$ 722,303	$ 243,506	$ 965,809
Assets restricted for payment service obligations			1,848,919	1,848,919		1,848,919
Investment in discontinued operations					97,958	97,958
Intangibles	275,387	197,613	64,099	537,099	3,527	540,626
	$ 513,344	$ 412,854	$2,182,123	$3,108,321	$ 344,991	$3,453,312
Capital expenditures	$ 26,814	$ 25,258	$ 24,795	$ 76,867	$ 5,282	$ 82,149
Depreciation and amortization:						
Depreciation	$ 21,706	$ 13,599	$ 17,658	$ 52,963	$ 5,492	$ 58,455
Amortization of intangibles	8,702	4,541	2,746	15,989		15,989
	$ 30,408	$ 18,140	$ 20,404	$ 68,952	$ 5,492	$ 74,444
1995:						
Assets at year end:						
Before intangibles, restricted assets						

and investments in discontinued operations	$ 212,887	$ 198,209	$ 250,513	$ 661,609	$ 225,608	$ 887,217
Assets restricted for payment service obligations			1,684,262	1,684,262		1,684,262
Investments in discontinued operations					625,737	625,737
Intangibles	282,599	186,298	46,185	515,082	4,250	519,332
	$ 495,486	$ 384,507	$1,980,960	$2,860,953	$ 855,595	$3,716,548
Capital expenditures	$ 15,185	$ 15,035	$ 27,369	$ 57,589	$ 1,996	$ 59,585
Depreciation and amortization:						
Depreciation	$ 21,461	$ 10,306	$ 16,991	$ 48,758	$ 5,242	$ 54,000
Amortization of intangibles	8,775	3,706	2,391	14,872		14,872
	$ 30,236	$ 14,012	$ 19,382	$ 63,630	$ 5,242	$ 68,872

S. Condensed Consolidated Quarterly Results (Unaudited)

(000 omitted, except per share data)	First Quarter		Second Quarter	
	1997	1996	1997	1996
Revenues:				
Airline Catering and Services	$ 211,829	$ 193,263	$ 230,989	$ 214,719
Convention Services	209,327	195,012	222,340	192,904
Travel and Leisure and Payment Services (1)	148,570	143,448	161,616	160,405
	$ 569,726	$ 531,723	$ 614,945	$ 568,028
Operating income:				
Airline Catering and Services	$ 13,147	$ 12,305	$ 21,299	$ 19,974
Convention Services	18,489	17,134	21,738	18,669
Travel and Leisure and Payment Services (1)	7,074	6,023	15,609	15,448
Total principal business segments	38,710	35,462	58,646	54,091
Corporate activities and nonoperating items, net	(7,983)	(9,027)	(7,519)	(8,886)
Sale of trade accounts receivable expense	(1,088)	(514)	(1,132)	(496)
	$ 29,639	$ 25,921	$ 49,995	$ 44,709
Income (loss):				
Continuing operations (2)	$ 10,520	$ 8,512	$ 26,675	$ 9,006
Discontinued operations		15,982		5,112
Income (loss) before extra-ordinary charge	10,520	24,494	26,675	14,118
Extraordinary charge for early retire-ment of debt	(8,458)			
Net income (loss)	$ 2,062	$ 24,494	$ 26,675	$ 14,118

Diluted income (loss) per common share: (3)				
Continuing operations (2)	$ 0.11	$ 0.09	$ 0.28	$ 0.10
Discontinued operations		0.18		0.05
Income (loss) before extra-ordinary charge	0.11	0.27	0.28	0.15
Extraordinary charge for early retire-ment of debt	(0.09)			
Diluted net income (loss) per common share	$ 0.02	$ 0.27	$ 0.28	$ 0.15
Basic income (loss) per common share: (3)				
Continuing operations (2)	$ 0.11	$ 0.09	$ 0.29	$ 0.10
Discontinued operations		0.18		0.06
Income (loss) before extra-ordinary charge	0.11	0.27	0.29	0.16
Extraordinary charge for early retire-ment of debt	(0.09)			
Basic net income (loss) per common share	$ 0.02	$ 0.27	$ 0.29	$ 0.16

Condensed Consolidated Quarterly Results (Unaudited), Continued

(000 omitted, except per share data)	Third Quarter		Fourth Quarter	
	1997	1996	1997	1996
Revenues:				
Airline Catering and Services	$ 244,537	$ 225,712	$ 237,018	$ 224,259
Convention Services	181,310	191,591	214,523	194,533
Travel and Leisure and Payment Services (1)	196,379	180,987	159,032	146,395
	$ 622,226	$ 598,290	$ 610,573	$ 565,187
Operating income:				
Airline Catering and Services	$ 24,342	$ 22,712	$ 20,861	$ 19,263
Convention Services	14,046	12,956	20,038	15,749
Travel and Leisure and Payment Services (1)	29,867	28,084	16,103	16,065
Total principal business segments	68,255	63,752	57,002	51,077
Corporate activities and nonoperating items, net	(6,910)	(7,335)	(6,882)	(7,854)
Sale of trade accounts receivable expense	(1,110)	(808)	(1,153)	(1,211)
	$ 60,235	$ 55,609	$ 48,967	$ 42,012

Income (loss):				
Continuing operations (2)	$ 33,850	$ 25,089	$ 26,749	$ 26,464
Discontinued operations		(4,667)		(57,121)
Income (loss) before extra-ordinary charge	33,850	20,422	26,749	(30,657)
Extraordinary charge for early retire-ment of debt				
Net income (loss)	$ 33,850	$ 20,422	$ 26,749	$ (30,657)
Diluted income (loss) per common share: (3)				
Continuing operations (2)	$ 0.36	$ 0.27	$ 0.28	$ 0.28
Discontinued operations		(0.05)		(0.62)
Income (loss) before extra-ordinary charge	0.36	0.22	0.28	(0.34)
Extraordinary charge for early retire-ment of debt				
Diluted net income (loss) per common share	$ 0.36	$ 0.22	$ 0.28	$ (0.34)
Basic income (loss) per common share: (3)				
Continuing operations (2)	$ 0.37	$ 0.28	$ 0.29	$ 0.29
Discontinued operations		(0.05)		(0.64)
Income (loss) before extra-ordinary charge	0.37	0.23	0.29	(0.35)
Extraordinary charge for early retire-ment of debt				
Basic net income (loss) per common share	$ 0.37	$ 0.23	$ 0.29	$ (0.35)

(1) Viad's payment services subsidiary is investing increasing amounts in tax-exempt securities. On a fully taxable equivalent basis, revenues and operating income would be higher by the following amounts:

	1997	1996
First Quarter	$6,460,000	$4,355,000
Second Quarter	7,477,000	4,672,000
Third Quarter	7,103,000	6,136,000
Fourth Quarter	7,684,000	6,326,000

(2) Includes gain on sale of interest in the Phoenix Suns of $19,025,000 (after-tax), or $0.21 per diluted and basic share, in the fourth quarter of 1996. Also includes spin-off costs and management transition expenses of $12,000,000 (after-tax), or $0.13 per diluted and basic share, $3,000,000 (after-tax), or $0.03 per diluted and basic share, and $13,985,000 (after-tax), or $0.16 per diluted and basic share, in the second, third and fourth quarters of 1996, respectively (see Note D of Notes to Consolidated Financial Statements).
(3) Income (loss) per share for all periods has been calculated in accordance with the requirements of SFAS No. 128. Accordingly, income (loss) per share amounts previously reported have been restated to conform with the requirements of SFAS No.128.

Management's Report on Responsibility for Financial Reporting

The management of Viad Corp has the responsibility for preparing and assuring the integrity and objectivity of the accompanying financial statements and other financial information in this report. The financial statements were developed using generally accepted accounting principles and appropriate policies, consistently applied except for the change in 1995 to comply with new accounting requirements for impairment of long-lived assets as discussed in Note C of Notes to Consolidated Financial Statements. They reflect, where applicable, management's best estimates and judgments and include disclosures and explanations which are relevant to an understanding of the financial affairs of the Company.

The Company's financial statements have been audited by Deloitte & Touche LLP, independent auditors elected by the stockholders. Management has made available to Deloitte & Touche LLP all of the Company's financial records and related data, and has made appropriate and complete written and oral representations and disclosures in connection with the audit.

Management has established and maintains a system of internal control that it believes provides reasonable assurance as to the integrity and reliability of the financial statements, the protection of assets and the prevention and detection of fraudulent financial reporting. The system of internal control is believed to provide for appropriate division of responsibilities and is documented by written policies and procedures that are utilized by employees involved in the financial reporting process. Management also recognizes its responsibility for fostering a strong ethical climate. This responsibility is characterized and reflected in the Company's Code of Corporate Conduct, which is communicated to all of the Company's executives and managers.

The Company also maintains a comprehensive internal auditing function which independently monitors compliance and assesses the effectiveness of the internal controls and recommends potential improvements thereto. In addition, as part of their audit of the Company's financial statements, the independent auditors review and evaluate selected internal accounting and other controls to establish a basis for reliance thereon in determining the audit tests to be applied. There is close coordination of audit planning and coverage between the Company's internal auditing function and the independent auditors. Management has considered the recommendations of both internal auditing and the independent auditors concerning the Company's system of internal control and has taken actions believed to be cost-effective in the circumstances to implement appropriate recommendations and otherwise enhance controls. Management believes that the Company's system of internal control accomplishes the objectives discussed herein.

The Board of Directors oversees the Company's financial reporting through its Audit Committee. The Audit Committee regularly meets with management representatives and, jointly and separately, with the independent auditors and internal auditing management to review interest rate swap activity, accounting, auditing and financial reporting matters.

/s/ Richard C. Stephan
Richard C. Stephan
Vice President -- Controller

/s/ Ronald G. Nelson
Ronald G. Nelson
Vice President -- Finance and Treasurer

/s/ Gerald L. Berner
Gerald L. Berner
Vice President -- Internal Auditing

Independent Auditors' Report

To the Stockholders and Board of Directors of Viad Corp:

We have audited the accompanying consolidated balance sheets of Viad Corp as of December 31, 1997 and 1996, and the related consolidated statements of income, common stock and other equity and of cash flows for each of the three years in the period ended December 31, 1997. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Viad Corp as of December 31, 1997 and 1996, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 1997 in conformity with generally accepted accounting principles.

As discussed in Note C of Notes to Consolidated Financial Statements, the Company changed its method of accounting for impairment of long-lived assets in 1995.

/s/ Deloitte & Touche LLP
Deloitte & Touche LLP
Phoenix, Arizona

February 20, 1998

ARTICLE 5

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM VIAD CORP'S FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 1997 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

MULTIPLIER: 1,000 Exhibit 27.A VIAD CORP FINANCIAL DATA SCHEDULE

FISCAL YEAR END	DEC 31 1997
PERIOD END	DEC 31 1997
PERIOD TYPE	YEAR
CASH	2,267
SECURITIES	0
RECEIVABLES	138,926
ALLOWANCES	9,486
INVENTORY	105,331
CURRENT ASSETS	925,830
PP&E	860,376
DEPRECIATION	390,324
TOTAL ASSETS	3,730,313
CURRENT LIABILITIES	2,636,002
BONDS	377,849
COMMON	149,610
PREFERRED MANDATORY	6,612
PREFERRED	0
OTHER SE	379,551
TOTAL LIABILITY AND EQUITY	3,730,313
SALES	0
TOTAL REVENUES	2,417,470
CGS	0
TOTAL COSTS	2,194,857
OTHER EXPENSES	33,777
LOSS PROVISION	0
INTEREST EXPENSE	48,652
INCOME PRETAX	138,947
INCOME TAX	41,153
INCOME CONTINUING	97,794
DISCONTINUED	0
EXTRAORDINARY	(8,458)
CHANGES	0
NET INCOME	89,336
EPS PRIMARY	0.97
EPS DILUTED	0.94

ARTICLE 5

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM VIAD CORP'S FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 1997 AND FROM VIAD CORP'S FORMS 10-Q FOR THE QUARTERS ENDED MARCH 31, 1997, JUNE 30, 1997 AND SEPTEMBER 30, 1997, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS. THE INTERIM STATEMENTS FOR THE PERIODS ENDED MARCH 31, 1997, JUNE 30, 1997 AND SEPTEMBER 30, 1997 HAVE BEEN RESTATED TO CONFORM WITH THE REQUIREMENTS OF SFAS NO. 128.

RESTATED:

MULTIPLIER: 1,000 Exhibit 27.B VIAD CORP RESTATED FINANCIAL DATA SCHEDULE

FISCAL YEAR END	DEC 31 1997	DEC 31 1997	DEC 31 1997
PERIOD END	MAR 31 1997	JUN 30 1997	SEP 30 1997
PERIOD TYPE	3 MOS	6 MOS	9 MOS
CASH	4,161	3,073	9,957
SECURITIES	0	0	0
RECEIVABLES	177,166	190,756	184,152
ALLOWANCES	11,430	11,970	12,053
INVENTORY	101,974	113,592	103,617
CURRENT ASSETS	858,562	919,691	813,701
PP&E	875,451	852,062	863,024
DEPRECIATION	396,837	401,955	408,768
TOTAL ASSETS	3,252,169	3,391,259	3,461,210
CURRENT LIABILITIES	2,180,104	2,303,997	2,354,106
BONDS	498,118	446,173	421,089
COMMON	145,663	145,663	145,663
PREFERRED MANDATORY	6,607	6,609	6,611
PREFERRED	0	0	0
OTHER SE	280,470	316,330	355,302
TOTAL LIABILITY AND EQUITY	3,252,169	3,391,259	3,461,210
SALES	0	0	0
TOTAL REVENUES	569,726	1,184,671	1,806,897
CGS	0	0	0
TOTAL COSTS	531,016	1,087,315	1,641,286
OTHER EXPENSES	9,071	17,722	25,742
LOSS PROVISION	0	0	0
INTEREST EXPENSE	14,263	26,602	38,073
INCOME PRETAX	15,012	52,548	100,757
INCOME TAX	4,492	15,353	29,712
INCOME CONTINUING	10,520	37,195	71,045
DISCONTINUED	0	0	0
EXTRAORDINARY	(8,458)	(8,458)	(8,458)
CHANGES	0	0	0
NET INCOME	2,062	28,737	62,587
EPS PRIMARY	0.02	0.31	0.68
EPS DILUTED	0.02	0.30	0.66

ARTICLE 5

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM VIAD CORP'S FORMS 10-K FOR THE YEARS ENDED DECEMBER 31, 1997, AND DECEMBER 31, 1996, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS. THE FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 1996 AND 1995 HAVE BEEN RESTATED TO CONFORM WITH THE REQUIREMENTS OF SFAS NO. 128.

RESTATED:

MULTIPLIER: 1,000 Exhibit 27.C VIAD CORP RESTATED FINANCIAL DATA SCHEDULE

FISCAL YEAR END	DEC 31 1996	DEC 31 1995
PERIOD END	DEC 31 1996	DEC 31 1995
PERIOD TYPE	YEAR	YEAR
CASH	4,422	17,945
SECURITIES	0	0
RECEIVABLES	141,624	146,245
ALLOWANCES	12,744	14,760
INVENTORY	93,730	83,132
CURRENT ASSETS	1,023,801	1,103,676
PP&E	858,482	785,383
DEPRECIATION	385,443	337,830
TOTAL ASSETS	3,453,312	3,716,548
CURRENT LIABILITIES	2,352,843	2,230,391
BONDS	518,779	811,841
COMMON	145,663	145,663
PREFERRED MANDATORY	6,604	6,597
PREFERRED	0	0
OTHER SE	286,555	402,506
TOTAL LIABILITY AND EQUITY	3,453,312	3,716,548
SALES	0	0
TOTAL REVENUES	2,263,228	1,976,745
CGS	0	0
TOTAL COSTS	2,058,846	1,787,420
OTHER EXPENSES	36,131	33,354
LOSS PROVISION	0	0
INTEREST EXPENSE	53,019	52,897
INCOME PRETAX	110,969	100,445
INCOME TAX	41,898	29,664
INCOME CONTINUING	69,071	70,781
DISCONTINUED	(40,694)	(73,465)
EXTRAORDINARY	0	0
CHANGES	0	(13,875)
NET INCOME	28,377	(16,559)
EPS PRIMARY	0.31	(0.20)
EPS DILUTED	0.30	(0.20)

ARTICLE 5

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM VIAD CORP'S FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 1997 AND FROM VIAD CORP'S FORMS 10-Q FOR THE QUARTERS ENDED MARCH 31, 1996, JUNE 30, 1996, AND SEPTEMBER 30, 1996, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS. THE INTERIM STATEMENTS FOR THE PERIODS ENDED MARCH 31, 1996, JUNE 30, 1996 AND SEPTEMBER 30, 1996 HAVE BEEN RESTATED TO CONFORM WITH THE REQUIREMENTS OF SFAS NO. 128.

RESTATED:

MULTIPLIER: 1,000 Exhibit 27.D VIAD CORP RESTATED FINANCIAL DATA SCHEDULE

FISCAL YEAR END	DEC 31 1996	DEC 31 1996	DEC 31 1996
PERIOD END	MAR 31 1996	JUN 30 1996	SEP 30 1996
PERIOD TYPE	3 MOS	6 MOS	9 MOS
CASH	22,497	9,017	10,307
SECURITIES	0	0	0
RECEIVABLES	188,624	252,262	208,662
ALLOWANCES	15,407	15,623	17,038
INVENTORY	88,812	96,391	93,482
CURRENT ASSETS	904,127	1,089,710	889,162
PP&E	800,998	816,434	824,542
DEPRECIATION	355,121	364,769	374,124
TOTAL ASSETS	3,512,447	3,749,236	3,201,988
CURRENT LIABILITIES	1,997,569	2,218,879	2,027,718
BONDS	822,733	822,938	582,460
COMMON	145,663	145,663	145,663
PREFERRED MANDATORY	6,599	6,601	6,604
PREFERRED	0	0	0
OTHER SE	420,042	439,975	316,276
TOTAL LIABILITY AND EQUITY	3,512,447	3,749,236	3,201,988
SALES	0	0	0
TOTAL REVENUES	531,723	1,099,751	1,698,041
CGS	0	0	0
TOTAL COSTS	496,261	1,010,198	1,544,736
OTHER EXPENSES	9,541	18,923	27,066
LOSS PROVISION	0	0	0
INTEREST EXPENSE	13,490	27,034	40,554
INCOME PRETAX	12,277	30,961	69,114
INCOME TAX	3,765	13,443	26,507
INCOME CONTINUING	8,512	17,518	42,607
DISCONTINUED	15,982	21,094	16,427
EXTRAORDINARY	0	0	0
CHANGES	0	0	0
NET INCOME	24,494	38,612	59,034
EPS PRIMARY	0.27	0.43	0.66
EPS DILUTED	0.27	0.42	0.64

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