

**CHARTER OF
AUDIT COMMITTEE
MONEYGRAM INTERNATIONAL, INC.
As amended December 10, 2013**

Purpose

The Audit Committee is appointed by the Board of Directors (the “Board”) of MoneyGram International, Inc. (the “Corporation”) to oversee the accounting and financial reporting processes of the Corporation and the audits of the Corporation’s financial statements. In that regard, the Audit Committee assists the Board in monitoring (1) the Corporation’s accounting, auditing, and financial reporting processes generally, including the qualifications, independence and performance of the independent auditor, (2) the integrity of the financial statements of the Corporation and (3) the Corporation’s systems of internal control regarding finance and accounting.

Committee Membership

The Audit Committee shall consist of no fewer than three members. The members of the Audit Committee shall meet the independence and experience requirements of the Nasdaq Stock Market, Inc. (“Nasdaq”), Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules and regulations of the Securities and Exchange Commission (the “Commission”). All members of the Audit Committee shall have a working familiarity with basic finance and accounting practices and ability to read and understand fundamental financial statements, including the Corporation’s balance sheet, income statement and cash flow statement, and at least one member of the Audit Committee shall be an “audit committee financial expert” as defined by the Commission. The Board shall make such determinations and disclosures with respect to the members of the Audit Committee as are required by law or stock exchange regulation. No member of the Audit Committee shall have participated in the preparation of the financial statements of the Corporation or any current subsidiary of the Corporation at any time during the past three years.

Members of the Audit Committee should evaluate carefully the existing demands on their time before agreeing to serve on additional public company boards or audit committees, and should advise the Chairman of the Board and the Chairman of the Human Resources and Nominating Committee in advance of accepting an invitation to serve on another public company board or Audit Committee.

The members of the Audit Committee shall be appointed by the Board on the recommendation of the Human Resources and Nominating Committee. Audit Committee members may be replaced by vote of the Board.

If a member of the Audit Committee ceases to be independent for reasons outside the member’s reasonable control, his or her membership on the Audit Committee may continue until the earlier of the Corporation’s next annual meeting of stockholders or one year from the occurrence of the event that caused the failure to qualify as independent. Also, if the Corporation is not already relying on this provision, and the Corporation fails to comply with the Nasdaq requirement

regarding audit committee composition due to a single vacancy on the Audit Committee, then the Corporation will have until the earlier of one year from the occurrence of the event that caused the failure or the next annual meeting of stockholders to comply; provided that if the annual meeting of stockholders occurs within 180 days following the event that caused such failure to comply, the Corporation will instead have 180 days from the event to regain compliance with such Nasdaq requirement. If the Corporation intends to rely on either of these cure periods, the Corporation shall provide notice to Nasdaq immediately upon learning of the event or circumstance that caused the non-compliance.

Meetings

The Audit Committee shall meet as often as it determines, but not less frequently than four times per year. The Audit Committee shall meet periodically with management (including the chief financial officer and chief accounting officer), the internal auditors and the independent auditor in separate executive sessions, and shall have separate interaction with such persons from time to time as the members of the Audit Committee deem appropriate. The Audit Committee may request members of management, employees, the Corporation's outside counsel, the independent auditors, internal auditors or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Committee Authority and Responsibilities

The Audit Committee shall have the sole authority to appoint, oversee and, where appropriate, replace the independent auditor. The Audit Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee. The Corporation shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report.

The Audit Committee shall preapprove all auditing services, internal control-related services and permitted non-audit services (including the fees and terms thereof) to be performed for the Corporation by its independent auditor, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Audit Committee prior to the completion of the audit. The Audit Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Audit Committee at its next scheduled meeting.

The Audit Committee shall have the power to conduct or authorize investigations into any matter brought to its attention. The Audit Committee shall have unrestricted access to members of management, employees, books and records and facilities of the Corporation. The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Corporation shall provide for appropriate

funding, as determined by the Audit Committee, for payment of compensation to any advisors employed by the Audit Committee, as well as any ordinary administrative expenses of the Audit Committee deemed necessary or appropriate in carrying out its duties.

The Audit Committee shall make regular reports to the Board. The Audit Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Audit Committee shall annually review its own performance.

The Audit Committee shall have the following duties:

Financial Statement and Disclosure Matters

1. Review and discuss with management and the independent auditor the Corporation's annual audited financial statements prior to the filing of its Form 10-K, including disclosures made in Management's Discussion and Analysis of the Financial Condition and Results of Operations, and recommend to the Board whether the audited financial statements should be included in the Corporation's Form 10-K to be filed with the Commission.
2. Review and discuss with management and the independent auditor the Corporation's quarterly financial statements prior to the filing of its Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements and disclosures made in Management's Discussion and Analysis of the Financial Condition and Results of Operations.
3. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including any significant changes in the Corporation's selection or application of accounting principles and the judgments of each of management and the independent auditor as to the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.
4. Review and discuss with management and the independent auditor any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
5. Review and discuss quarterly with the independent auditor the reports to be delivered by the independent auditor pursuant to Section 10A(k) of the Exchange Act regarding:
 - (a) all critical accounting policies and practices to be used;
 - (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and

- (c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
6. Review and discuss with management (including the senior internal auditing executive) and the independent auditor the Corporation's internal controls report and the independent auditor's attestation of the report prior to the filing of the Corporation's Form 10-K.
 7. Discuss with management and the independent auditor the Corporation's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, and discuss with management the Corporation's financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made) and need not be in advance of each earnings release or each instance in which the Corporation gives earnings guidance.
 8. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives and any off-balance sheet structures, and the independent auditor's views on the Corporation's accounting principles and the underlying management estimates for significant accruals and reserves reflected in the Corporation's financial statements.
 9. Discuss and review with management the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Corporation's risk assessment and risk management policies and guidelines.
 10. Discuss with the independent auditor the matters required to be discussed under auditing standards established by the Public Company Accounting Oversight Board, and under the rules and regulations of the Commission and other applicable authorities (as such standards and rules and regulations may be established or amended from time to time). In particular, the Committee and independent auditor shall discuss, among other things, matters relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
 11. Review disclosures made to the Audit Committee by the Corporation's CEO and CFO during their certification process for the Form 10-K and Forms 10-Q about any significant deficiencies in the design or operation of internal controls over financial reporting or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Corporation's internal controls.
 12. Provide or approve a report for inclusion in the Corporation's proxy statement for its annual meeting of stockholders, in accordance with applicable Commission rules and regulations.

Oversight of the Corporation's Relationship with the Independent Auditor

13. Select the Corporation's independent auditor, considering qualifications, independence and performance, and approve the scope of the proposed audit for each fiscal year and the fees and other compensation to be paid to the independent auditor therefor.
14. Review and evaluate the lead partner of the independent auditor team.
15. Obtain and review at least annually a formal written statement from the independent auditor delineating all relationships between the independent auditor and the Corporation. It is the responsibility of the Committee to actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and the independence of the auditor and for taking, or recommending that the full Board take, appropriate action to oversee the independence of the outside auditor.
16. Obtain and review a report from the independent auditor at least annually regarding (a) the independent auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent auditor, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent auditor and the Corporation.
17. Ensure the rotation of the lead audit partner and other engagement team members to the extent required by law.
18. Establish policies for the Corporation's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Corporation.
19. Discuss with the independent auditor all issues on which the auditor's national office was consulted and all material accounting issues on which the auditor consulted with any individual or a group not a part of the engagement team.
20. Meet with the independent auditor prior to the audit to discuss the planning, scope and staffing of the audit.

Oversight of the Corporation's Internal Audit Function

21. Review any process of appointment and/or replacement of the senior internal auditing executive.
22. Discuss with the senior internal auditing executive, as well as the independent auditor and management, the responsibilities, budget, staffing, planned scope of work and performance of the internal auditing department.

23. Review the report of the internal auditing department activities and the significant reports to management prepared by the internal auditing department and management's responses.

Additional Oversight Responsibilities

24. Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated (relating to auditor disclosure to the Audit Committee of corporate fraud or other illegal acts).
25. Advise the Board with respect to the Corporation's policies and procedures regarding compliance with applicable laws and regulations and with the Corporation's Code of Conduct, as they relate to financial matters.
26. Establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
27. Establish procedures regarding transactions with related parties. In accordance with the Board's Policy and Procedures regarding Transactions with Related Persons, review and approve or ratify all transactions with related persons that are required to be disclosed under the rules of the Commission.
28. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Corporation's financial statements or accounting policies.
29. Discuss with the Corporation's General Counsel legal matters that may have a material impact on the financial statements or the Corporation's compliance policies and internal controls.
30. The Audit Committee shall perform such other duties and responsibilities, consistent with this Charter and governing laws and regulations, as may be delegated to the Audit Committee from time to time by the Board.

Limitation of Audit Committee's Role

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Corporation's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor. Therefore, the Audit Committee is not providing any expert or special assurance as to the Corporation's financial statements or any professional certification as to the independent auditor's work. Likewise, the Committee monitors the Corporation's compliance with laws but does not provide any expert or special assurance that the Corporation is in compliance with all laws and regulations. Day to day compliance with laws and regulations is the responsibility of management. Nothing contained in

this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Corporation or members of the Audit Committee.