

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-1216
of Western Union Communications,)
Inc. and First Data Corporation) GRANTED
for authority to transfer control)
of Western Union to First Data.) Entered: September 19, 1995

PRELIMINARY MATTERS

On July 24, 1995, an application was filed by Western Union Communications, (Western Union), of Paramus, New Jersey and First Data Corporation (First Data) of Hackensack, New Jersey for authority to transfer control of Western Union to First Data. Notice of the application was published in the Omaha Daily Record on July 26, 1995. No protests were received; therefore, we will process this application pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

Western Union Communications obtained a Certificate of Public Convenience and Necessity from the Commission pursuant to Application C-1165 on May 23, 1995. No departmental or formal complaints have been filed against the company since its certification.

First Data Corporation is a Delaware corporation with its principal offices in Hackensack, New Jersey and is not certificated as a telecommunications provider in Nebraska.

The transaction will result in the ultimate parent of Western Union, First Financial, being merged with FDC Merger Corporation, a wholly-owned special purpose subsidiary of First Data. First Financial will then become a wholly-owned subsidiary of First Data which in turn causes Western Union Communications to be ultimately owned and controlled by First Data, rather than First Financial.

Interrogatories were served on the applicants and the submitted answers indicate that First Data will not have any direct oversight of Western Union. Furthermore, customers and subscribers will continue to contact the same telephone numbers and address for assistance. Also, Western Union will continue to be the identifying company on all its telecommunications products, including its debit card.

The transfer of control will result in no changes in Western Union's present rates, services or tariff provisions. Generally, the transfer will not result in any changes in Western Union's operations. MCI will continue to be the

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underlying carrier and remain responsible for the technical operations of the network used by Western Union.

Upon consideration of the application, the governing statutes and rules, and being fully informed, the Commission is of the opinion and finds:

The transfer of control of Western Union Communications, Inc. to First Data Corporation is fair and reasonable, is in the public interest and should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-1216 be, and it is hereby granted and control of Western Union Communications, Inc. is hereby transferred to First Data Corporation.

IT IS FURTHER ORDERED that Western Union shall file, in accordance with the applicable statutes, an annual report with this Commission consisting of (a) a copy of any report filed with the Federal Communications Commission, (b) the annual report to stockholders, and (c) for the State of Nebraska on a combined interstate-intrastate basis, the investment in telephone plant and equipment located within the state, accumulated depreciation thereon, operating revenues, expenses and taxes on or before April 30th of each year.

IT IS FINALLY ORDERED that this order be and is hereby made the Commission's official certificate of authority to furnish the service authorized herein as a common carrier.

MADE AND ENTERED at Lincoln, Nebraska, this 19th day of September, 1995.

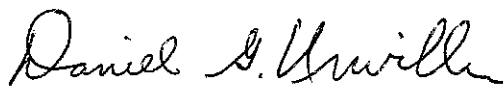
NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:


//s//Frank Landis

//s//James F. Munnelly

//s//Daniel G. Urwiller


Chairman

ATTEST:


Executive Director