

Western Union CO  
Form 10-Q  
August 04, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-Q**

**x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934  
For the quarterly period ended June 30, 2010**

**OR**

**o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934  
For the transition period from        to**

**Commission File Number: 001-32903**

**THE WESTERN UNION COMPANY  
(Exact name of registrant as specified in its charter)**

**DELAWARE  
(State or Other Jurisdiction of  
Incorporation or Organization)**

**20-4531180  
(I.R.S. Employer  
Identification No.)**

**12500 EAST BELFORD AVENUE  
ENGLEWOOD, CO  
(Address of Principal Executive Offices)**

**80112  
(Zip Code)**

**Registrant's telephone number, including area code (866) 405-5012**

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller Reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of July 30, 2010, 660,120,082 shares of our common stock were outstanding.

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**THE WESTERN UNION COMPANY**

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**PART I**  
**FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**THE WESTERN UNION COMPANY**

**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**

(Unaudited)

(in millions, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Revenues:				
Transaction fees	\$ 995.5	\$ 999.9	\$ 1,961.2	\$ 1,958.4
Foreign exchange revenues	249.3	217.2	487.4	422.3
Commission and other revenues	28.6	37.2	57.5	74.8
Total revenues	1,273.4	1,254.3	2,506.1	2,455.5
Expenses:				
Cost of services	727.7	700.3	1,442.3	1,369.4
Selling, general and administrative	234.7	212.3	437.0	403.5
Total expenses	962.4	912.6	1,879.3	1,772.9
Operating income	311.0	341.7	626.8	682.6
Other income/(expense):				
Interest income	0.5	2.8	1.4	6.5
Interest expense	(41.1)	(39.8)	(79.9)	(79.8)
Derivative gains/(losses), net	0.7	0.8	(0.2)	(2.8)
Other income/(expense), net	1.2	(9.8)	0.2	(5.6)
Total other expense, net	(38.7)	(46.0)	(78.5)	(81.7)
Income before income taxes	272.3	295.7	548.3	600.9
Provision for income taxes	51.3	75.5	119.4	156.8
Net income	\$ 221.0	\$ 220.2	\$ 428.9	\$ 444.1
Earnings per share:				
Basic	\$ 0.33	\$ 0.31	\$ 0.63	\$ 0.63
Diluted	\$ 0.33	\$ 0.31	\$ 0.63	\$ 0.63
Weighted-average shares outstanding:				
Basic	669.3	700.6	675.6	703.8

Diluted	671.6	702.7	677.9	705.2
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See Notes to Condensed Consolidated Financial Statements.

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**THE WESTERN UNION COMPANY**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**(Unaudited)**  
**(in millions, except per share amounts)**

	<b>June 30, 2010</b>	<b>December 31, 2009</b>
<b>Assets</b>		
Cash and cash equivalents	\$ 1,746.8	\$ 1,685.2
Settlement assets	2,341.3	2,389.1
Property and equipment, net of accumulated depreciation of \$354.8 and \$335.4, respectively	196.1	204.3
Goodwill	2,156.5	2,143.4
Other intangible assets, net of accumulated amortization of \$401.7 and \$355.4, respectively	471.8	489.2
Other assets	435.2	442.2
<b>Total assets</b>	<b>\$ 7,347.7</b>	<b>\$ 7,353.4</b>
<b>Liabilities and Stockholders' Equity</b>		
<b>Liabilities:</b>		
Accounts payable and accrued liabilities	\$ 469.3	\$ 501.2
Settlement obligations	2,341.3	2,389.1
Income taxes payable	305.7	519.0
Deferred tax liability, net	276.6	268.9
Borrowings	3,296.5	3,048.5
Other liabilities	258.6	273.2
<b>Total liabilities</b>	<b>6,948.0</b>	<b>6,999.9</b>
<b>Commitments and contingencies (Note 7)</b>		
<b>Stockholders' equity:</b>		
Preferred stock, \$1.00 par value; 10 shares authorized; no shares issued		
Common stock, \$0.01 par value; 2,000 shares authorized; 661.6 shares and 686.5 shares issued and outstanding at June 30, 2010 and December 31, 2009, respectively	6.6	6.9
Capital surplus	73.2	40.7
Retained earnings	364.9	433.2
Accumulated other comprehensive loss	(45.0)	(127.3)
<b>Total stockholders' equity</b>	<b>399.7</b>	<b>353.5</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 7,347.7</b>	<b>\$ 7,353.4</b>

See Notes to Condensed Consolidated Financial Statements.





**Table of Contents****THE WESTERN UNION COMPANY****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)****(in millions)**

	<b>Six Months Ended</b>	
	<b>June 30,</b>	
	<b>2010</b>	<b>2009</b>
<b>Cash flows from operating activities</b>		
Net income	\$ 428.9	\$ 444.1
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	30.1	26.9
Amortization	55.5	45.9
Stock compensation expense	20.6	16.2
Other non-cash items, net	(4.9)	28.6
Increase/(decrease) in cash, excluding the effects of acquisitions, resulting from changes in:		
Other assets	64.2	10.7
Accounts payable and accrued liabilities	(36.3)	(24.0)
Income taxes payable (Note 14)	(213.5)	67.7
Other liabilities	(18.5)	(9.8)
Net cash provided by operating activities	326.1	606.3
<b>Cash flows from investing activities</b>		
Capitalization of contract costs	(13.0)	(5.5)
Capitalization of purchased and developed software	(9.8)	(6.5)
Purchases of property and equipment	(20.8)	(27.9)
Acquisition of business, net of cash acquired		(145.2)
Proceeds from receivable for securities sold		234.9
Repayments of notes receivable issued to agents	16.9	11.1
Net cash (used in)/provided by investing activities	(26.7)	60.9
<b>Cash flows from financing activities</b>		
Proceeds from exercise of options	11.9	5.9
Cash dividends paid	(80.1)	
Common stock repurchased	(417.1)	(100.1)
Net repayments of commercial paper		(82.8)
Net proceeds from issuance of borrowings	247.5	496.6
Principal payments on borrowings		(500.0)
Net cash used in financing activities	(237.8)	(180.4)
Net change in cash and cash equivalents	61.6	486.8
Cash and cash equivalents at beginning of period	1,685.2	1,295.6
Cash and cash equivalents at end of period	\$ 1,746.8	\$ 1,782.4

**Supplemental cash flow information:**

Interest paid	\$ 77.8	\$ 83.0
Income taxes paid (Note 14)	\$ 341.4	\$ 84.3
Non-cash exchange of 5.400% notes due 2011 for 5.253% notes due 2020	\$ 303.7	\$

See Notes to Condensed Consolidated Financial Statements.

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**THE WESTERN UNION COMPANY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**1. Business and Basis of Presentation**

*Business*

The Western Union Company ( Western Union or the Company ) is a leader in global money transfer and payment services, providing people and businesses with fast, reliable and convenient ways to send money and make payments around the world. The Western Union® brand is globally recognized. The Company's services are available through a network of agent locations in more than 200 countries and territories. Each location in the Company's agent network is capable of providing one or more of the Company's services.

The Western Union business consists of the following segments:

Consumer-to-consumer money transfer services between consumers, primarily through a global network of third-party agents using the Company's multi-currency, real-time money transfer processing systems. This service is available for international cross-border transfers that is, the transfer of funds from one country to another and, in certain countries, intra-country transfers that is, money transfers from one location to another in the same country.

Global business payments the processing of payments from consumers or businesses to other businesses. The Company's business payments services allow consumers to make payments to a variety of organizations including utilities, auto finance companies, mortgage servicers, financial service providers, government agencies and other businesses. As described further in Note 4, in September 2009, the Company acquired Canada-based Custom House, Ltd. ( Custom House ), a provider of international business-to-business payment services, which is included in this segment. Custom House facilitates cross-border, cross-currency payment transactions. While the Company continues to pursue further international expansion of its offerings in this segment, the majority of the segment's revenue was generated in the United States during all periods presented.

All businesses that have not been classified into the consumer-to-consumer or global business payments segments are reported as Other and primarily include the Company's money order services business.

There are legal or regulatory limitations on transferring certain assets of the Company outside of the countries where these assets are located, or which constitute undistributed earnings of affiliates of the Company accounted for under the equity method of accounting. However, there are generally no limitations on the use of these assets within those countries. Additionally, the Company must meet minimum capital requirements in some countries in order to maintain operating licenses. As of June 30, 2010, the amount of net assets subject to these limitations totaled nearly \$190 million.

Various aspects of the Company's services and businesses are subject to United States federal, state and local regulation, as well as regulation by foreign jurisdictions, including certain banking and other financial services regulations.

*Basis of Presentation*

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The accompanying condensed consolidated financial statements are unaudited and were prepared in accordance with the instructions for Form 10-Q and Article 10 of Regulation S-X. In compliance with those instructions, certain information and footnote disclosures normally included in annual consolidated financial statements prepared in accordance with generally accepted accounting principles in the United States of America ( GAAP ) have been condensed or omitted.

The unaudited condensed consolidated financial statements in this quarterly report are presented on a consolidated basis and include the accounts of the Company and its majority-owned subsidiaries. Results of

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**THE WESTERN UNION COMPANY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)  
(Unaudited)**

operations and cash flows for the interim periods are not necessarily indicative of the results that may be expected for the entire year. All significant intercompany transactions and accounts have been eliminated.

In the opinion of management, these condensed consolidated financial statements include all the normal recurring adjustments necessary to fairly present the Company's condensed consolidated results of operations, financial position and cash flows as of June 30, 2010 and for all periods presented. These condensed consolidated financial statements should be read in conjunction with the Company's consolidated financial statements within the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

Consistent with industry practice, the accompanying Condensed Consolidated Balance Sheets are unclassified due to the short-term nature of Western Union's settlement obligations contrasted with the Company's ability to invest cash awaiting settlement in long-term investment securities.

*Use of Estimates*

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

*Restructuring and Related Expenses*

The Company records severance-related expenses once they are both probable and estimable in accordance with the provisions of the applicable accounting guidance for severance provided under an ongoing benefit arrangement. One-time, involuntary benefit arrangements and other exit costs are generally recognized when the liability is incurred. The Company also evaluates impairment issues associated with restructuring activities when the carrying amount of the assets may not be fully recoverable, in accordance with the appropriate accounting guidance. Restructuring and related expenses consist of direct and incremental expenses associated with restructuring and related activities, including severance, outplacement and other employee related benefits; facility closure and migration of the Company's IT infrastructure; and other expenses related to the relocation of various operations to new or existing Company facilities and third-party providers, including hiring, training, relocation, travel and professional fees. Also included in the facility closure expenses are non-cash expenses related to fixed asset and leasehold improvement write-offs and the acceleration of depreciation. For more information on the Company's restructuring and related expenses see Note 3.

*Consolidation of Variable Interest Entities*

On January 1, 2010, the Company adopted new accounting standards for the consolidation of variable interest entities. These new accounting standards amend the evaluation criteria to determine whether an enterprise has a controlling financial interest in a variable interest entity. This determination identifies the primary beneficiary of a variable interest entity as the enterprise that has both the power to direct the activities of a variable interest entity that most significantly impacts the entity's economic performance and the ability to absorb losses or the right to receive benefits of the entity that could potentially be significant to the variable interest entity. The new guidance also requires an ongoing reassessment of the primary beneficiary. Adoption of these new requirements did not have an impact on the Company's consolidated financial position, results of operations or cash flows.



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(Unaudited)****2. Earnings Per Share and Dividends***Earnings Per Share*

The calculation of basic earnings per share is computed by dividing net income available to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Unvested shares of restricted stock are excluded from basic shares outstanding. Diluted earnings per share reflects the potential dilution that could occur if outstanding stock options at the presented dates are exercised and shares of restricted stock have vested, using the treasury stock method. The treasury stock method assumes proceeds from the exercise price of stock options, the unamortized compensation expense and assumed tax benefits of options and restricted stock are available to acquire shares at an average market price throughout the year, and therefore, reduce the dilutive effect.

For the three months ended June 30, 2010 and 2009, there were 36.8 million and 38.0 million, respectively, of outstanding options to purchase shares of Western Union stock excluded from the diluted earnings per share calculation as their effect was anti-dilutive. For the six months ended June 30, 2010 and 2009, there were 36.2 million and 41.5 million, respectively, of outstanding options to purchase shares of Western Union stock excluded from the diluted earnings per share calculation as their effect was anti-dilutive.

The following table provides the calculation of diluted weighted-average shares outstanding (in millions):

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Basic weighted-average shares outstanding	669.3	700.6	675.6	703.8
Common stock equivalents	2.3	2.1	2.3	1.4
Diluted weighted-average shares outstanding	671.6	702.7	677.9	705.2

*Cash Dividends Paid*

During the first half of 2010, the Company's Board of Directors declared quarterly cash dividends of \$0.06 per common share representing \$80.1 million in total dividends. Of this amount, \$40.5 million was paid on March 31, 2010 to shareholders of record on March 19, 2010 and \$39.6 million was paid on June 30, 2010 to shareholders of record on June 18, 2010. During the first half of 2009, no dividend was declared or paid.

**3. Restructuring and Related Expenses**

On May 25, 2010, the Company's Board of Directors approved a restructuring plan (the "Restructuring Plan") designed to reduce the Company's overall headcount by approximately 175 positions and migrate approximately 550 positions from various facilities, primarily within the United States and Europe, to regionalized operating centers upon completion of the Restructuring Plan. The Company expects to incur approximately \$80 million of expenses,

including expenses related to the Restructuring Plan and the planned departure of an executive announced in the second quarter of 2010. The \$80 million in expenses consists of approximately \$60 million for severance and employee related benefits, approximately \$10 million for facility closures, including lease terminations; and approximately \$10 million for other expenses. Included in these estimated expenses are approximately \$2 million of non-cash expenses related to fixed asset and leasehold improvement write-offs and accelerated depreciation at impacted facilities. Subject to complying with and undertaking the necessary individual and collective employee information and consultation obligations as may be required by local law for potentially affected employees, the Company expects all of these activities to be completed by the end of 2011, with the significant majority of these expenses expected to be incurred by the



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(Unaudited)**

end of 2010. The foregoing figures are the Company's estimates and are subject to change as the proposed Restructuring Plan continues to be implemented.

The following table summarizes the activity for the restructuring and related expenses discussed above and the related restructuring accruals for the three and six months ended June 30, 2010 (in millions):

	<b>Severance and Employee Related</b>	<b>Fixed Asset Write-Offs and Accelerated Depreciation</b>	<b>Lease Terminations</b>	<b>Other (b)</b>	<b>Total</b>
Balance, December 31, 2009	\$	\$	\$	\$	\$
Expenses (a)	33.5	0.1		0.9	34.5
Cash payments	(0.3)			(0.3)	(0.6)
Non-cash charges (a)	(0.2)	(0.1)			(0.3)
Balance, June 30, 2010	\$ 33.0	\$	\$	\$ 0.6	\$ 33.6
Cumulative expenses incurred to date	\$ 33.5	\$ 0.1	\$	\$ 0.9	\$ 34.5
Additional expenses expected to be incurred	26.5	1.9	8.0	9.1	45.5
Total expected expenses	\$ 60.0	\$ 2.0	\$ 8.0	\$ 10.0	\$ 80.0

- (a) Expenses include non-cash write-offs and accelerated depreciation of fixed assets and leasehold improvements. However, these amounts were recognized outside of the restructuring accrual.
- (b) Other expenses related to the relocation of various operations to new and existing Company facilities include expenses for hiring, training, relocation, travel and professional fees. All such expenses will be recorded when incurred.

Restructuring and related expenses are reflected in the Condensed Consolidated Statements of Income as follows (in millions):

	<b>Three and Six Months Ended June 30, 2010</b>
Cost of services	\$ 9.4

Selling, general and administrative		25.1
Total restructuring and related expenses, pre-tax	\$	34.5
Total restructuring and related expenses, net of tax	\$	22.4

The following table summarizes the restructuring and related expenses, including expenses recorded to date, along with the additional expenses expected to be incurred, by reportable segment (in millions). These expenses have not been allocated to the Company's segments disclosed in Note 16. While these items are identifiable to the Company's segments, these expenses have been excluded from the measurement of segment operating profit provided to the chief operating decision maker ( CODM ) for purposes of assessing segment performance and decision making with respect to resource allocation.

	<b>Consumer-to- Consumer</b>	<b>Global Business Payments</b>	<b>Other</b>	<b>Total</b>
Expenses incurred to date	\$ 26.2	\$ 6.9	\$ 1.4	\$ 34.5
Additional expenses expected to be incurred	36.9	6.2	2.4	45.5
Total expected expenses	\$ 63.1	\$ 13.1	\$ 3.8	\$ 80.0

Table of Contents**THE WESTERN UNION COMPANY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)  
(Unaudited)****4. Acquisitions***Custom House, Ltd.*

On September 1, 2009, the Company acquired Canada-based Custom House, a provider of international business-to-business payment services, for \$371.0 million. The acquisition of Custom House has allowed the Company to enter the international business-to-business payments market. Custom House facilitates cross-border, cross-currency payment transactions. These payment transactions are conducted through various channels including the telephone and internet. The significant majority of Custom House's revenue is from exchanges of currency at the spot rate enabling customers to make cross-currency payments. In addition, this business writes foreign currency forward and option contracts for their customers to facilitate future payments. The duration of these derivatives contracts is generally nine months or less. The results of operations for Custom House have been included in the Company's consolidated financial statements from the date of acquisition, September 1, 2009.

The Company recorded the assets and liabilities of Custom House at fair value, excluding the deferred tax liability described below. The following table summarizes the preliminary allocation of purchase price:

<b>Assets:</b>	
Cash acquired	\$ 2.5
Settlement assets	152.5
Property and equipment	6.7
Goodwill	272.2
Other intangible assets	118.1
Other assets	78.1
 Total assets	 \$ 630.1
<b>Liabilities:</b>	
Accounts payable and accrued liabilities	\$ 23.5
Settlement obligations	152.5
Deferred tax liability, net	31.9
Other liabilities	51.2
 Total liabilities	 259.1
 Total consideration, including cash acquired	 \$ 371.0

The valuation of assets acquired resulted in \$118.1 million of identifiable intangible assets, \$99.8 million of which were attributable to customer and other contractual relationships and were valued using an income approach and \$18.3 million of other intangibles, which were valued using both income and cost approaches. These fair values were derived using primarily unobservable Level 3 inputs which require significant management judgment and estimation. For the remaining assets and liabilities excluding goodwill, fair value approximated carrying value. The intangible

assets related to customer and other contractual relationships are being amortized over 10 to 12 years. The remaining intangibles are being amortized over three to five years. The goodwill recognized of \$272.2 million is attributable to the projected long-term business growth in current and new markets and an assembled workforce. All goodwill relates entirely to the global business payments segment. The assessment of goodwill expected to be deductible for United States income tax purposes is approximately \$225.1 million. The net deferred tax liability of \$31.9 million and the resulting impacts on goodwill are preliminary and will be completed once the Company finalizes its tax review for this acquisition. In addition, the Company is finalizing its analysis of certain settlement related accounts, which may also result in an adjustment to goodwill.

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(Unaudited)***FEXCO*

On February 24, 2009, the Company acquired the money transfer business of European-based FEXCO, one of the Company's largest agents providing services in a number of European countries, primarily the United Kingdom, Spain, Sweden and Ireland. The acquisition of FEXCO's money transfer business has assisted the Company in the implementation of the Payment Services Directive ( PSD ) in the European Union by providing an initial operating infrastructure. The PSD has allowed the Company to operate under a single license in 27 European countries and, in those European Union countries where the Company has been limited to working with banks, post-banks and foreign exchange houses, to expand its network to additional types of businesses. The acquisition does not impact the Company's revenue, because the Company was already recording all of the revenue arising from money transfers originating at FEXCO's locations. As of the acquisition date, the Company no longer incurs commission costs for transactions related to FEXCO; rather, the Company now pays commissions directly to former FEXCO subagents, resulting in lower overall commission expense. The Company's operating expenses include costs attributable to FEXCO's operations subsequent to the acquisition date.

Prior to the acquisition, the Company held a 24.65% interest in FEXCO Group Holdings ( FEXCO Group ), which was a holding company for both the money transfer business as well as various unrelated businesses. The Company surrendered its 24.65% interest in FEXCO Group as non-cash consideration, which had an estimated fair value of \$86.2 million on the acquisition date, and paid 123.1 million (\$157.4 million) as additional consideration for all of the common shares of the money transfer business, resulting in a total purchase price of \$243.6 million. The Company recognized no gain or loss in connection with the disposition of its equity interest in the FEXCO Group, because its estimated fair value approximated its carrying value. The Company recorded the assets and liabilities of FEXCO at fair value, excluding the deferred tax liability.

**5. Receivable for Securities Sold**

On September 15, 2008, Western Union requested redemption of its shares in the Reserve International Liquidity Fund, Ltd. (the Fund ), a money market fund, totaling \$298.1 million. Western Union included the value of the receivable in Other assets in the Condensed Consolidated Balance Sheets. At the time the redemption request was made, the Company was informed by the Reserve Management Company, the Fund's investment advisor (the Manager ), that the Company's redemption trades would be honored at a \$1.00 per share net asset value. In 2009, the Company received partial distributions totaling \$255.5 million from the Fund. The Company continues to vigorously pursue collection of the remaining balance and believes it has a right to full payment of the remaining amount based on the written and verbal representations from the Manager and the Company's legal position. However, given the increased uncertainty surrounding the numerous third-party legal claims associated with the Fund, the Company reserved \$12 million representing the estimated impact of a pro-rata distribution of the Fund during the quarter ended June 30, 2009. As of June 30, 2010, the Company had a remaining receivable balance of \$30.6 million, net of the related reserve. The Company anticipates receiving a distribution pending the resolution of the legal matters surrounding the Fund. If the Fund incurs significant legal, administrative or other costs during the distribution process, the Company may record additional reserves related to the remaining receivable balance, although such amounts are not expected to be significant.

**6. Fair Value Measurements**

Fair value, as defined by the relevant accounting standards, represents the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. For

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(Unaudited)**

additional information on how Western Union measures fair value, refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

The following table reflects assets and liabilities that were measured and carried at fair value on a recurring basis as of June 30, 2010 (in millions):

	Fair Value Measurement Using			Assets/ Liabilities
	Level 1	Level 2	Level 3	at Fair Value
Assets:				
State and municipal obligations	\$	\$ 854.9	\$	\$ 854.9
State and municipal variable rate demand notes		351.5		351.5
Corporate debt securities		20.5		20.5
Other	0.2			0.2
Derivatives		154.8		154.8
Total assets	\$ 0.2	\$ 1,381.7	\$	\$ 1,381.9
Liabilities:				
Derivatives	\$	\$ 73.7	\$	\$ 73.7
Total liabilities	\$	\$ 73.7	\$	\$ 73.7

No non-recurring fair value adjustments were recorded during the three and six months ended June 30, 2010.

*Other Fair Value Measurements*

The carrying amounts for Western Union financial instruments, including cash and cash equivalents, settlement cash and cash equivalents, settlement receivables and settlement obligations approximate fair value due to their short maturities. The Company's borrowings had a carrying value and fair value of \$3,296.5 million and \$3,535.2 million, respectively, at June 30, 2010 and had a carrying value and fair value of \$3,048.5 million and \$3,211.3 million, respectively, at December 31, 2009 (see Note 13).

**7. Commitments and Contingencies***Letters of Credit and Bank Guarantees*

The Company had \$84.3 million in outstanding letters of credit and bank guarantees at June 30, 2010 with expiration dates through 2015, the significant majority of which contain a one-year renewal option. The letters of credit and bank

guarantees are primarily held in connection with lease arrangements and certain agent agreements. The Company expects to renew the letters of credit and bank guarantees prior to expiration in most circumstances.

*Litigation and Related Contingencies*

The United States Department of Justice ( DOJ ) served one of the Company s subsidiaries with a grand jury subpoena requesting documents in connection with an investigation into money transfers from the United States to the Dominican Republic during the last several years. The Company is cooperating fully with the DOJ investigation. Due to the stage of the DOJ investigation, the Company is unable to predict the outcome of the investigation or the possible loss or range of loss, if any, associated with the resolution of any charges that may be brought against the Company.



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During the third quarter of 2009, the Company recorded an accrual of \$71.0 million for an anticipated agreement and settlement with the State of Arizona. On February 11, 2010, the Company signed this agreement and settlement, which resolved all outstanding legal issues and claims with the State and requires the Company to fund a multi-state not-for-profit organization promoting safety and security along the United States and Mexico border, in which California, Texas and New Mexico will participate with Arizona. The accrual includes amounts for reimbursement to the State of Arizona for its costs associated with this matter. In addition, as part of the agreement and settlement, the Company expects to make certain investments in its compliance programs along the United States and Mexico border and to engage a monitor for that program, which are expected to cost up to \$23 million over the next two to four years. During the six months ended June 30, 2010, cash payments of \$41 million were made related to the agreement and settlement.

In the normal course of business, Western Union is subject to claims and litigation. Management of the Company believes such matters involving a reasonably possible chance of loss will not, individually or in the aggregate, result in a material adverse effect on the Company's financial position, results of operations and cash flows. The Company accrues for loss contingencies as they become probable and estimable.

In May 2007, the Company initiated litigation against MoneyGram Payment Systems, Inc. ( MoneyGram ) for infringement of the Company's Money Transfer by Phone patents by MoneyGram's FormFree service. On September 24, 2009, a jury found that MoneyGram was liable for patent infringement and awarded the Company \$16.5 million in damages. This case is on appeal to the United States Court of Appeals for the Federal Circuit. In accordance with its policies, the Company does not recognize gain contingencies in earnings until realization and collectability are assured and, therefore, due to MoneyGram's challenges to the verdict, the Company has not recognized any amounts in its Condensed Consolidated Statement of Income through June 30, 2010.

On January 26, 2006, the First Data Corporation ( First Data ) Board of Directors announced its intention to pursue the distribution of all of its money transfer and consumer payments business and its interest in a Western Union money transfer agent, as well as its related assets, including real estate, through a tax-free distribution to First Data shareholders (the Separation or Spin-off ). The Spin-off resulted in the formation of the Company and these assets and businesses no longer being part of First Data. Pursuant to the separation and distribution agreement with First Data in connection with the Spin-off, First Data and the Company are each liable for, and agreed to perform, all liabilities with respect to their respective businesses. In addition, the separation and distribution agreement also provides for cross-indemnities principally designed to place financial responsibility for the obligations and liabilities of the Company's business with the Company and financial responsibility for the obligations and liabilities of First Data's retained businesses with First Data. The Company also entered into a tax allocation agreement that sets forth the rights and obligations of First Data and the Company with respect to taxes imposed on their respective businesses both prior to and after the Spin-off as well as potential tax obligations for which the Company may be liable in conjunction with the Spin-off (see Note 14).

**8. Related Party Transactions**

The Company has ownership interests in certain of its agents accounted for under the equity method of accounting. The Company pays these agents, as it does its other agents, commissions for money transfer and other services provided on the Company's behalf. Commission expense recognized for these agents for the three months ended June 30, 2010 and 2009 totaled \$44.5 million and \$46.2 million, respectively, and \$89.2 million and \$99.7 million for

the six months ended June 30, 2010 and 2009, respectively. Commission expense recognized for FEXCO prior to February 24, 2009, the date of the acquisition (see Note 4), was considered a related party transaction.

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In July 2009, the Company appointed a director who is also a director for a company holding significant investments in two of the Company's existing agents. These agents had been agents of the Company prior to the director being appointed to the board. The Company recognized commission expense of \$12.8 million and \$13.2 million for the three months ended June 30, 2010 and 2009, respectively, and \$26.3 million and \$25.6 million for the six months ended June 30, 2010 and 2009, respectively, related to these agents.

**9. Settlement Assets and Obligations**

Settlement assets represent funds received or to be received from agents for unsettled money transfers, money orders and consumer payments. Western Union records corresponding settlement obligations relating to amounts payable under money transfers, money orders and consumer payment service arrangements. Settlement assets and obligations also include amounts receivable from and payable to businesses for the value of customer cross-currency payment transactions related to the global business payments segment.

Settlement assets and obligations consisted of the following (in millions):

	<b>June 30, 2010</b>	<b>December 31, 2009</b>
Settlement assets:		
Cash and cash equivalents	\$ 193.8	\$ 161.9
Receivables from selling agents and business-to-business customers	920.4	1,004.4
Investment securities	1,227.1	1,222.8
	<b>\$ 2,341.3</b>	<b>\$ 2,389.1</b>
Settlement obligations:		
Money transfer, money order and payment service payables	\$ 1,894.5	\$ 1,954.8
Payables to agents	446.8	434.3
	<b>\$ 2,341.3</b>	<b>\$ 2,389.1</b>

Investment securities consist primarily of high-quality state and municipal debt obligations. The Company is required to maintain specific high-quality, investment grade securities and such investments are restricted to satisfy outstanding settlement obligations in accordance with applicable state and foreign country requirements. Western Union does not hold investment securities for trading purposes. All investment securities are classified as available-for-sale and recorded at fair value. Investment securities are exposed to market risk due to changes in interest rates and credit risk. Western Union regularly monitors credit risk and attempts to mitigate its exposure by making high-quality investments and through investment diversification. At June 30, 2010, the majority of the Company's investment securities had credit ratings of AA- or better from a major credit rating agency.

Unrealized gains and losses on available-for-sale securities are excluded from earnings and presented as a component of accumulated other comprehensive income or loss, net of related deferred taxes. Gains and losses on investments are calculated using the specific-identification method and are recognized during the period the investment is sold or when an investment experiences an other-than-temporary decline in value.

In the fourth quarter of 2009, the Company received cash from Integrated Payment Systems Inc. ( IPS ), a subsidiary of First Data, in connection with the Company assuming the responsibility of issuing money orders. The Company invested the cash received from IPS in investment securities, including variable rate demand notes. Generally, variable rate demand notes are used by the Company for short-term liquidity needs and are held for short periods of time, typically less than 30 days, although they have varying maturity dates through 2049. As a result, the frequency of purchases and proceeds received by the Company has increased.



Due within 1 year	\$ 87.0
Due after 1 year through 5 years	737.5
Due after 5 years through 10 years	99.0
Due after 10 years	303.6
	\$ 1,227.1

Actual maturities may differ from contractual maturities because issuers may have the right to call or prepay the obligations or the Company may have the right to put the obligation prior to its contractual maturity, as with variable rate demand notes. Variable rate demand notes, having a fair value of \$42.5 million, \$33.9 million and \$275.1 million, are included in the Due after 1 year through 5 years, Due after 5 years through 10 years and Due after 10 years categories, respectively, in the table above.

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(Unaudited)****10. Comprehensive Income**

The components of other comprehensive income, net of tax, were as follows (in millions):

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Net income	\$ 221.0	\$ 220.2	\$ 428.9	\$ 444.1
Unrealized gains/losses on investments securities:				
Unrealized gains/(losses)	(1.7)	1.0	0.7	3.0
Tax benefit/(expense)	0.7	(0.4)	(0.2)	(1.1)
Reclassification of gains into earnings	(0.2)		(1.1)	(1.7)
Tax expense			0.4	0.6
Net unrealized gains/(losses) on investment securities	(1.2)	0.6	(0.2)	0.8
Unrealized gains/losses on hedging activities:				
Unrealized gains/(losses)	49.2	(52.7)	84.2	(20.6)
Tax benefit/(expense)	(5.6)	8.4	(9.8)	3.8
Reclassification of gains into earnings	(10.2)	(15.5)	(9.8)	(32.9)
Tax expense	1.0	2.3	0.6	5.0
Net unrealized gains/(losses) on hedging activities	34.4	(57.5)	65.2	(44.7)
Foreign currency translation adjustments:				
Foreign currency translation adjustments	8.8	(2.0)	19.5	(22.3)
Tax benefit/(expense)	(1.7)	0.7	(4.1)	7.8
Reclassification of gains into earnings (a)				(23.1)
Tax expense				8.1
Net foreign currency translation adjustments	7.1	(1.3)	15.4	(29.5)
Pension liability adjustments:				
Reclassification of losses into earnings	1.5	0.9	3.1	1.8
Tax benefit	(0.5)	(0.4)	(1.2)	(0.8)
Net pension liability adjustments	1.0	0.5	1.9	1.0
Total other comprehensive income	\$ 262.3	\$ 162.5	\$ 511.2	\$ 371.7

(a) The six months ended June 30, 2009 includes the impact to the foreign currency translation account of the surrender of the Company's interest in FEXCO Group. See Note 4.

## **11. Employee Benefit Plans**

The Company has two frozen defined benefit pension plans for which it had a recorded unfunded pension obligation of \$111.0 million and \$124.2 million as of June 30, 2010 and December 31, 2009, respectively, included in Other liabilities in the Condensed Consolidated Balance Sheets. Through July 2010, the Company has made contributions totaling approximately \$22 million to the plans, including a discretionary contribution of \$10 million.



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The following table provides the components of net periodic benefit cost for the plans (in millions):

	<b>Three Months</b>		<b>Six Months</b>	
	<b>Ended</b>		<b>Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Interest cost	\$ 5.0	\$ 5.9	\$ 10.0	\$ 11.8
Expected return on plan assets	(5.1)	(6.1)	(10.2)	(12.3)
Amortization of actuarial loss	1.5	0.9	3.1	1.8
Net periodic benefit cost	\$ 1.4	\$ 0.7	\$ 2.9	\$ 1.3

**12. Derivatives**

The Company is exposed to foreign currency exchange risk resulting from fluctuations in exchange rates, primarily the euro, and to a lesser degree the British pound, Canadian dollar and other currencies, related to forecasted money transfer revenues and on money transfer settlement assets and obligations. Subsequent to the acquisition of Custom House, the Company is also exposed to risk from derivative contracts written to its customers arising from its cross-currency business-to-business payments operations. Additionally, the Company is exposed to interest rate risk related to changes in market rates both prior to and subsequent to the issuance of debt. The Company uses derivatives to (a) minimize its exposures related to changes in foreign currency exchange rates and interest rates and (b) facilitate cross-currency business-to-business payments by writing derivatives to customers.

The Company executes derivatives related to its consumer-to-consumer business with established financial institutions, with the substantial majority of these financial institutions having credit ratings of A- or better from a major credit rating agency. The Company executes global business payments derivatives, as a result of its acquisition of Custom House, mostly with small and medium size enterprises. The credit risk inherent in both the consumer-to-consumer and global business payments agreements represents the possibility that a loss may occur from the nonperformance of a counterparty to the agreements. The Company performs a review of the credit risk of these counterparties at the inception of the contract and on an ongoing basis. The Company also monitors the concentration of its contracts with any individual counterparty. The Company anticipates that the counterparties will be able to fully satisfy their obligations under the agreements, but takes action (including termination of contracts) when doubt arises about the counterparties' ability to perform. The Company's hedged foreign currency exposures are in liquid currencies, consequently there is minimal risk that appropriate derivatives to maintain the hedging program would not be available in the future.

*Foreign Currency Consumer-to-Consumer*

The Company's policy is to use longer-term foreign currency forward contracts, with maturities of up to 36 months at inception and a targeted weighted-average maturity of approximately one year, to mitigate some of the risk that

changes in foreign currency exchange rates compared to the United States dollar could have on forecasted revenues denominated in other currencies related to its business. At June 30, 2010, the Company's longer-term foreign currency forward contracts had maturities of a maximum of 24 months with a weighted-average maturity of approximately one year. These contracts are accounted for as cash flow hedges of forecasted revenue, with effectiveness assessed based on changes in the spot rate of the affected currencies during the period of designation. Accordingly, all changes in the fair value of the hedges not considered effective or portions of the hedge that are excluded from the measure of effectiveness are recognized immediately in Derivative gains/(losses), net within the Company's Condensed Consolidated Statements of Income.

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The Company also uses short duration foreign currency forward contracts, generally with maturities from a few days up to one month, to offset foreign exchange rate fluctuations on settlement assets and obligations between initiation and settlement. In addition, forward contracts, typically with maturities of less than one year, are utilized to offset foreign exchange rate fluctuations on certain foreign currency denominated cash positions. None of these contracts are designated as accounting hedges.

The aggregate United States dollar notional amounts of foreign currency forward contracts as of June 30, 2010 were as follows (in millions):

Contracts not designated as hedges:	
Euro	\$ 225.5
British pound	37.8
Other	43.7
Contracts designated as hedges:	
Euro	\$ 513.3
Canadian dollar	102.0
British pound	83.9
Other	92.2

*Foreign Currency Global Business Payments*

As a result of the acquisition of Custom House, the Company writes derivatives, primarily foreign currency forward contracts and, to a much smaller degree, option contracts, mostly with small and medium size enterprises (customer contracts) and derives a currency spread from this activity as part of its global business payments operations. In this capacity, the Company facilitates cross-currency payment transactions for its customers but aggregates its Custom House foreign currency exposures arising from customer contracts, including the derivative contracts described above, and hedges the resulting net currency risks by entering into offsetting contracts with established financial institution counterparties (economic hedge contracts). The derivatives written are part of the broader portfolio of foreign currency positions arising from its cross-currency business-to-business payments operation, which includes significant spot exchanges of currency in addition to forwards and options. None of these contracts are designated as accounting hedges. The duration of these derivative contracts is generally nine months or less.

The aggregate United States dollar notional amounts of foreign currency derivative customer contracts held by the Company as of June 30, 2010 were approximately \$1.2 billion. The significant majority of customer contracts are written in major currencies such as the Canadian dollar, euro, Australian dollar and the British pound.

In 2009, the Company also entered into a forward contract, with a notional amount of approximately 230 million Canadian dollars, to offset foreign exchange rate fluctuations on a Canadian dollar denominated position in connection with the purchase of Custom House. This contract is not designated as an accounting hedge.

*Interest Rate Hedging Corporate*

The Company utilizes interest rate swaps to effectively change the interest rate payments on a portion of its notes from fixed-rate payments to short-term LIBOR-based variable rate payments in order to manage its overall exposure to interest rates. The Company designates these derivatives as fair value hedges utilizing the short-cut method, which permits an assumption of no ineffectiveness if certain criteria are met. The change in fair value of the interest rate swaps is offset by a change in the carrying value of the debt being hedged within

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the Company's Borrowings in the Condensed Consolidated Balance Sheets and Interest expense in the Condensed Consolidated Statements of Income has been adjusted to include the effects of interest accrued on the swaps.

The Company, at times, utilizes derivatives to hedge the forecasted issuance of fixed rate debt. These derivatives are designated as cash flow hedges of the variability in the fixed rate coupon of the debt expected to be issued. The effective portion of the change in fair value of the derivatives is recorded in Accumulated other comprehensive loss. Such derivatives were used in connection with the note exchange and note issuance discussed in Note 13.

At both June 30, 2010 and December 31, 2009, the Company held interest rate swaps in an aggregate notional amount of \$750 million. Of this aggregate notional amount held at June 30, 2010, \$695 million related to notes due in 2011 and \$55 million related to notes due in 2014.

**Balance Sheet**

The following table summarizes the fair value of derivatives reported in the Condensed Consolidated Balance Sheets as of June 30, 2010 and December 31, 2009 (in millions):

	Derivative Assets			Derivative Liabilities		
	Balance Sheet Location	Fair Value		Balance Sheet Location	Fair Value	
		June 30, 2010	December 31, 2009		June 30, 2010	December 31, 2009
Derivatives hedges:						
Interest rate fair value hedges						
Corporate	Other assets	\$ 3.5	\$ 31.0	Other liabilities	\$	\$
Foreign currency cash flow hedges	Consumer-to-consumer Other assets	68.1	15.1	Other liabilities	6.0	31.0
Total		\$ 71.6	\$ 46.1		\$ 6.0	\$ 31.0
Derivatives undesignated:						
Foreign currency Global business payments						
	Other assets	\$ 75.7	\$ 58.9	Other liabilities	\$ 67.1	\$ 48.2
Foreign currency Consumer-to-consumer	Other assets	7.5	4.9	Other liabilities	0.6	1.4
Total		\$ 83.2	\$ 63.8		\$ 67.7	\$ 49.6
Total derivatives		\$ 154.8	\$ 109.9		\$ 73.7	\$ 80.6

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(Unaudited)*****Income Statement***

The following tables summarize the location and amount of gains and losses of derivatives in the Condensed Consolidated Statements of Income segregated by designated, qualifying hedging instruments and those that are not, for the three and six months ended June 30, 2010 and 2009 (in millions):

Fair Value Hedges

The following table presents the location and amount of gains/(losses) from fair value hedges for the three months ended June 30, 2010 and 2009 (in millions):

Derivatives	Gain/(Loss) Recognized in Income on Derivatives Income Statement			Hedged Items	Gain/(Loss) Recognized in Income on Related Hedged Item(b) Income Statement		
	Location	Amount June 30, June 30, 2010 2009			Location	Amount June 30, June 30, 2010 2009	
Interest rate contracts	Interest expense	\$ 3.7	\$ (1.1)	Fixed-rate debt	Interest expense	\$ 1.9	\$ 5.6
Total gain		\$ 3.7	\$ (1.1)			\$ 1.9	\$ 5.6

The following table presents the location and amount of gains/(losses) from fair value hedges for the six months ended June 30, 2010 and 2009 (in millions):

Derivatives	Gain/(Loss) Recognized in Income on Derivatives Income Statement			Hedged Items	Gain/(Loss) Recognized in Income on Related Hedged Item(b) Income Statement		
	Location	Amount June 30, June 30, 2010 2009			Location	Amount June 30, June 30, 2010 2009	
Interest rate contracts	Interest expense	\$ 9.9	\$ 1.0	Fixed-rate debt	Interest expense	\$ 2.6	\$ 6.7
Total gain		\$ 9.9	\$ 1.0			\$ 2.6	\$ 6.7

Cash Flow Hedges

The following table presents the location and amount of gains/(losses) from cash flow hedges for the three months ended June 30, 2010 and 2009 (in millions):

Derivatives	Amount of Gain/(Loss) Recognized in OCI on Derivatives (Effective Portion) June 30, 2010    June 30, 2009		Gain/(Loss) Reclassified from Accumulated OCI into Income (Effective Portion)		Gain/(Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing) (c)			
			Income Statement Location		Income Statement Location			
			Amount		Amount			
	June 30, 2010	June 30, 2009	June 30, 2010	June 30, 2009	June 30, 2010	June 30, 2009		
Foreign currency contracts	\$ 56.7	\$ (52.7)	Revenue	\$ 10.6	\$ 15.9	Derivative gains/(losses), net	\$ (1.7)	\$ 2.4
Interest rate contracts (d)	(7.5)		Interest expense	(0.4)	(0.4)	Interest expense	(0.1)	
Total gain/(loss)	\$ 49.2	\$ (52.7)		\$ 10.2	\$ 15.5		\$ (1.8)	\$ 2.4

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The following table presents the location and amount of gains/(losses) from cash flow hedges for the six months ended June 30, 2010 and 2009 (in millions):

Derivatives	Amount of Gain/(Loss)		Gain/(Loss) Reclassified from Accumulated OCI into Income (Effective Portion)		Gain/(Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing) (c)			
	Recognized in OCI on Derivatives (Effective Portion)		Income Statement Location	Amount	Income Statement Location	Amount		
	June 30, 2010	June 30, 2009		June 30, 2010	June 30, 2009	June 30, 2010	June 30, 2009	
Foreign currency contracts	\$ 88.4	\$ (20.6)	Revenue	\$ 10.6	\$ 33.7	Derivative gains/(losses), net	\$ (3.0)	\$ (1.7)
Interest rate contracts (d)	(4.2)		Interest expense	(0.8)	(0.8)	Interest expense	(0.1)	
Total gain/(loss)	\$ 84.2	\$ (20.6)		\$ 9.8	\$ 32.9		\$ (3.1)	\$ (1.7)

Undesignated Hedges

The following table presents the location and amount of net gains/(losses) from undesignated hedges for the three and six months ended June 30, 2010 and 2009 (in millions):

Derivatives	Income Statement Location	Gain/(Loss) Recognized in Income on Derivatives			
		Amount		Amount	
		Three Months Ended June 30, 2010	Three Months Ended June 30, 2009	Six Months Ended June 30, 2010	Six Months Ended June 30, 2009
Foreign currency contracts (e)	Foreign exchange revenue	\$ 5.3	\$	\$ 10.1	\$
Foreign currency contracts (a)	Selling, general and administrative	37.1	1.5	48.3	13.5
Foreign currency contracts (f)	Derivative gains/(losses), net	3.4	(3.5)	5.0	(1.9)
Total gain/(loss)		\$ 45.8	\$ (2.0)	\$ 63.4	\$ 11.6



- (a) The Company uses foreign currency forward contracts to offset foreign exchange rate fluctuations on settlement assets and obligations as well as certain foreign currency denominated positions. The gain of \$37.1 million and \$48.3 million generated by the undesignated foreign currency contracts for the three and six months ended June 30, 2010, respectively, was offset by a foreign exchange loss on settlement assets and obligations and cash balances of \$37.8 million and \$49.4 million, respectively. The foreign exchange gain of \$1.5 million and \$13.5 million generated by the undesignated foreign currency contracts for the three and six months ended June 30, 2009, respectively, was offset by a foreign exchange loss on settlement assets and obligations and cash balances of \$2.2 million and \$17.6 million, respectively.
- (b) The net gain of \$1.9 million and \$5.6 million in the three months ended June 30, 2010 and 2009, respectively, was comprised of a (loss)/gain in value on the debt of (\$3.7) million and \$1.1 million, respectively, and amortization of hedge accounting adjustments of \$5.6 million and \$4.5 million, respectively. The net gain of \$2.6 million and \$6.7 million in the six months ended June 30, 2010 and 2009, respectively, was comprised of a loss in value on the debt of \$9.9 million and \$1.0 million, respectively, and amortization of hedge accounting adjustments of \$12.5 million and \$7.7 million, respectively.
- (c) The portion of the change in fair value of a derivative excluded from the effectiveness assessment for foreign currency forward contracts designated as cash flow hedges represents the difference between changes in forward rates and spot rates.

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- (d) The Company uses derivatives to hedge the forecasted issuance of fixed rate debt and records the effective portion of the derivative's fair value in Accumulated other comprehensive loss in the Condensed Consolidated Balance Sheets. These amounts are reclassified to Interest expense over the life of the related notes.
- (e) The Company uses foreign currency forward and option contracts as part of its international business-to-business payments operation. The derivative contracts are managed as part of a broader currency portfolio that includes non-derivative currency exposures.
- (f) The derivative contracts used in the Company's revenue hedging program are not designated as hedges in the final month of the contract.

An accumulated other comprehensive pre-tax gain of \$42.8 million related to the foreign currency forward contracts is expected to be reclassified into revenue within the next 12 months as of June 30, 2010. Approximately \$1.6 million of net losses on the forecasted debt issuance hedges are expected to be recognized in interest expense within the next 12 months as of June 30, 2010. No amounts have been reclassified into earnings as a result of the underlying transaction being considered probable of not occurring within the specified time period.

**13. Borrowings**

The Company's outstanding borrowings consisted of the following (in millions):

	<b>June 30, 2010</b>	<b>December 31, 2009</b>
Due in greater than one year (a):		
5.400% notes (effective rate of 2.8%) due 2011 (b)(c)	\$ 696.3	\$ 1,000.0
6.500% notes due 2014 (d)	500.0	500.0
5.930% notes due 2016 (d)	1,000.0	1,000.0
5.253% notes due 2020 (b)(d)	324.9	
6.200% notes due 2036 (d)	500.0	500.0
6.200% notes due 2040 (e)	250.0	
Other borrowings	6.0	6.0
Total borrowings at par value	3,277.2	3,006.0
Fair value hedge accounting adjustments, net (a)	44.5	47.1
Unamortized discount, net (b)	(25.2)	(4.6)
Total borrowings at carrying value (f)	\$ 3,296.5	\$ 3,048.5

(a)

The Company utilizes interest rate swaps designated as fair value hedges to effectively change the interest rate payments on a portion of its notes from fixed-rate payments to short-term LIBOR-based variable rate payments in order to manage its overall exposure to interest rates. The changes in fair value of these interest rate swaps result in an offsetting hedge accounting adjustment recorded to the carrying value of the related note. These hedge accounting adjustments will be reclassified as reductions to Interest expense over the life of the related notes, and cause the effective rate of interest to differ from the notes' stated rate.

- (b) On March 30, 2010, the Company exchanged \$303.7 million of aggregate principal amount of the 5.400% notes due 2011 ( 2011 Notes ) for 5.253% unsecured notes due 2020 ( 2020 Notes ). The 5.7% effective interest rate of the 2020 Notes differs from the stated rate as the notes have a par value of \$324.9 million. The \$21.2 million premium is being accreted over the life of the 2020 Notes. See below for additional detail relating to the note exchange.

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**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)  
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- (c) The effective interest rate related to the 2011 Notes includes the impact of the interest rate swaps entered into in conjunction with the assumption of the money order investments from IPS.
- (d) The difference between the stated interest rate and the effective interest rate is not significant.
- (e) On June 21, 2010, the Company issued \$250.0 million of aggregate principal amount of 6.200% unsecured notes due 2040 (the 2040 Notes ). In anticipation of this issuance, the Company entered into interest rate swaps to fix the interest rate of the debt issuance, and recorded a loss on the swaps of \$7.5 million, which increased the effective rate to 6.3%, in Accumulated other comprehensive loss, which will be amortized into interest expense over the life of the 2040 Notes. See below for additional detail relating to the debt issuance.
- (f) At June 30, 2010, the Company s weighted average effective rate on total borrowings was approximately 5.3%.

The aggregate fair value of our long-term debt, based on quotes from multiple banks, excluding the impact of discounts and related interest rate swaps, was \$3,535.2 million and \$3,211.3 million at June 30, 2010 and December 31, 2009, respectively.

The Company s maturities of borrowings at par value as of June 30, 2010 are \$700 million in 2011, \$500 million in 2014 and \$2.1 billion thereafter.

The Company s obligations with respect to its outstanding borrowings, as described above, rank equally.

*2040 Notes*

On June 21, 2010, the Company issued \$250.0 million of aggregate principal amount of unsecured notes due June 21, 2040. Interest with respect to the 2040 Notes is payable semiannually on June 21 and December 21 each year based on the fixed per annum interest rate of 6.200%. The 2040 Notes contain covenants that, among other things, limit or restrict the ability of the Company and certain of its subsidiaries to grant certain types of security interests or enter into sale and leaseback transactions. The Company may redeem the 2040 Notes at any time prior to maturity at the greater of par or a price based on the applicable treasury rate plus 30 basis points.

*2020 Notes*

On March 30, 2010, the Company exchanged \$303.7 million of aggregate principal amount of the 2011 Notes for unsecured notes due April 1, 2020. Interest with respect to the 2020 Notes is payable semiannually on April 1 and October 1 each year based on the fixed per annum interest rate of 5.253%. In connection with the exchange, note holders were given a 7% premium (\$21.2 million), which approximated market value at the exchange date, as additional principal. As this transaction was accounted for as a debt modification, this premium was not charged to expense. Rather, the premium, along with the offsetting hedge accounting adjustments, will be accreted into interest expense over the life of the notes. The 2020 Notes contain covenants that, among other things, limit or restrict the ability of certain subsidiaries of the Company to incur certain indebtedness, and limit or restrict the ability of the Company and certain of its subsidiaries to grant certain types of security interests or enter into sale and leaseback transactions. The Company may redeem the 2020 Notes at any time prior to maturity at the greater of par or a price

based on the applicable treasury rate plus 15 basis points.

In connection with the issuance of the 2020 Notes on March 30, 2010, the Company entered into a Registration Rights Agreement which will give the holders of the 2020 Notes certain exchange and registration rights, including the Company's completion of a registered exchange offer within 360 days of the March 30, 2010 settlement date.

Table of Contents**THE WESTERN UNION COMPANY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)  
(Unaudited)****14. Income Taxes**

The Company's effective tax rates on pre-tax income for the three months ended June 30, 2010 and 2009 were 18.8% and 25.5%, respectively, and 21.8% and 26.1% for the six months ended June 30, 2010 and 2009, respectively. During the three months ended June 30, 2010, the Company continued to benefit from an increasing proportion of profits being foreign-derived, and therefore, taxed at lower rates than its combined federal and state tax rates in the United States. In addition, during the second quarter of 2010 the Company recognized a benefit from the settlement with the United States Internal Revenue Service ( IRS ) of certain issues arising in the 2002-04 tax years.

*Uncertain Tax Positions*

The Company has established contingency reserves for material, known tax exposures, including potential tax audit adjustments with respect to its international operations, which were restructured in 2003. The Company's tax reserves reflect management's judgment as to the resolution of the issues involved if subject to judicial review. While the Company believes its reserves are adequate to cover reasonably expected tax risks, there can be no assurance that, in all instances, an issue raised by a tax authority will be resolved at a financial cost that does not exceed its related reserve. With respect to these reserves, the Company's income tax expense would include (i) any changes in tax reserves arising from material changes during the period in the facts and circumstances (i.e., new information) surrounding a tax issue, and (ii) any difference from the Company's tax position as recorded in the financial statements and the final resolution of a tax issue during the period.

Unrecognized tax benefits represent the aggregate tax effect of differences between tax return positions and the amounts otherwise recognized in the Company's financial statements, and are reflected in "Income taxes payable" in the Condensed Consolidated Balance Sheets. The total amount of unrecognized tax benefits as of June 30, 2010 and December 31, 2009 was \$530.4 million and \$477.2 million, respectively, excluding interest and penalties. A substantial portion of the Company's unrecognized tax benefits relate to the 2003 restructuring of the Company's international operations whereby the Company's income from certain foreign-to-foreign money transfer transactions has been taxed at relatively low foreign tax rates compared to the Company's combined federal and state tax rates in the United States. The total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate was \$522.5 million and \$468.6 million as of June 30, 2010 and December 31, 2009, respectively, excluding interest and penalties.

The Company recognizes interest and penalties with respect to unrecognized tax benefits in "Provision for income taxes" in its Condensed Consolidated Statements of Income, and records the associated liability in "Income taxes payable" in its Condensed Consolidated Balance Sheets. The Company recognized \$0.3 million and \$2.2 million in interest and penalties during the three months ended June 30, 2010 and 2009, respectively, and \$2.7 million and \$6.5 million during the six months ended June 30, 2010 and 2009, respectively. The Company has accrued \$48.2 million and \$45.5 million for the payment of interest and penalties at June 30, 2010 and December 31, 2009, respectively.

Subject to the matter referenced in the paragraph below, the Company has identified no other uncertain tax positions for which it is reasonably possible that the total amount of unrecognized tax benefits will significantly increase or decrease within 12 months, except for recurring accruals on existing uncertain tax positions. The change in unrecognized tax benefits during the six months ended June 30, 2010 is substantially attributable to such recurring

accruals.

The Company and its subsidiaries file tax returns for the United States, for multiple states and localities, and for various non-United States jurisdictions, and the Company has identified the United States and Ireland as its two major tax jurisdictions. The United States federal income tax returns of First Data, which include

**Table of Contents****THE WESTERN UNION COMPANY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)  
(Unaudited)**

the Company, are eligible to be examined for the years 2002 through 2006. The Company's United States federal income tax returns since the Spin-off are also eligible to be examined. In the second quarter of 2010, the IRS, First Data and the Company reached a resolution of all outstanding issues related to First Data's United States federal consolidated income tax return for 2002 (which included issues related to the Company). The resolution did not result in a material change to the Company's financial position. In addition, the IRS completed its examination of the United States federal consolidated income tax returns of First Data for 2003 and 2004, which included the Company, and issued a Notice of Deficiency in December 2008. The Notice of Deficiency alleges significant additional taxes, interest and penalties owed with respect to a variety of adjustments involving the Company and its subsidiaries, and the Company generally has responsibility for taxes associated with these potential Company-related adjustments under the tax allocation agreement with First Data executed at the time of the Spin-off. The Company agrees with a number of the adjustments in the Notice of Deficiency; however, the Company does not agree with the Notice of Deficiency regarding several substantial adjustments representing total alleged additional tax and penalties due of approximately \$114 million. As of June 30, 2010, interest on the alleged amounts due for unagreed adjustments would be approximately \$33 million. A substantial part of the alleged amounts due for these unagreed adjustments relates to the Company's international restructuring, which took effect in the fourth quarter of 2003, and, accordingly, the alleged amounts due related to such restructuring largely are attributable to 2004. On March 20, 2009, the Company filed a petition in the United States Tax Court contesting those adjustments with which it does not agree. The Company believes its overall reserves are adequate, including those associated with the adjustments alleged in the Notice of Deficiency. If the IRS' position in the Notice of Deficiency is sustained, the Company's tax provision related to 2003 and later years would materially increase. An examination of the United States federal consolidated income tax returns of First Data that cover the Company's 2005 and pre-spin-off 2006 taxable periods is ongoing, as is an examination of the Company's United States federal consolidated income tax returns for the 2006 post-spin-off period, 2007 and 2008. The Irish income tax returns of certain subsidiaries for the years 2005 and forward are eligible to be examined by the Irish tax authorities, although no examinations have commenced.

In the first quarter of 2010, the Company made a \$250 million refundable tax deposit relating to potential United States federal tax liabilities, including those arising from the Company's 2003 international restructuring, which have been previously accrued in the Company's financial statements. The deposit was recorded as a reduction to Income taxes payable in the Condensed Consolidated Balance Sheets and a decrease in cash flows from operating activities in the Condensed Consolidated Statement of Cash Flows. Making the deposit limits the further accrual of interest charges with respect to such potential tax liabilities, to the extent of the deposit.

At June 30, 2010, no provision had been made for United States federal and state income taxes on foreign earnings of approximately \$2.3 billion, which are expected to be reinvested outside the United States indefinitely. Upon distribution of those earnings to the United States in the form of actual or constructive dividends, the Company would be subject to United States income taxes (subject to an adjustment for foreign tax credits), state income taxes and possible withholding taxes payable to various foreign countries. Determination of this amount of unrecognized deferred United States tax liability is not practicable because of the complexities associated with its hypothetical calculation.

*Tax Allocation Agreement with First Data*

The Company and First Data each are liable for taxes imposed on their respective businesses both prior to and after the Spin-off. If such taxes have not been appropriately apportioned between First Data and the Company, subsequent



adjustments may occur that may impact the Company's financial position or results of operations.

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(Unaudited)**

Also under the tax allocation agreement, with respect to taxes and other liabilities that result from a final determination that is inconsistent with the anticipated tax consequences of the Spin-off (as set forth in the private letter ruling and relevant tax opinion) ( Spin-off Related Taxes ), the Company will be liable to First Data for any such Spin-off Related Taxes attributable solely to actions taken by or with respect to the Company. In addition, the Company will also be liable for half of any Spin-off Related Taxes (i) that would not have been imposed but for the existence of both an action by the Company and an action by First Data or (ii) where the Company and First Data each take actions that, standing alone, would have resulted in the imposition of such Spin-off Related Taxes. The Company may be similarly liable if it breaches certain representations or covenants set forth in the tax allocation agreement. If the Company is required to indemnify First Data for taxes incurred as a result of the Spin-off being taxable to First Data, it likely would have a material adverse effect on the Company's business, financial position and results of operations. First Data generally will be liable for all Spin-off Related Taxes, other than those described above.

**15. Stock Compensation Plans**

For the three and six months ended June 30, 2010, the Company recognized stock-based compensation expense of \$10.2 million and \$20.6 million, respectively, resulting from stock options, restricted stock awards, restricted stock units and deferred stock units in the Condensed Consolidated Statements of Income. For the three and six months ended June 30, 2009, the Company recognized stock-based compensation expense of \$7.8 million and \$16.2 million, respectively. During the first half of 2010, the Company granted 3.9 million options at a weighted-average exercise price of \$16.06 and 1.4 million restricted stock units at a weighted-average grant date fair value of \$15.62. During the first half of 2010, the Company had stock option and restricted stock cancellations and forfeitures of 2.8 million and 0.6 million, respectively, mainly due to restructuring activities.

As of June 30, 2010, the Company had 43.1 million outstanding options at a weighted-average exercise price of \$18.61, and had 35.0 million options exercisable at a weighted-average exercise price of \$19.10. Approximately 37% of the outstanding options at June 30, 2010 were held by employees of First Data. The Company had 2.9 million non-vested restricted stock awards and units at a weighted-average grant-date fair value of \$15.23 as of June 30, 2010.

The Company used the following assumptions for the Black-Scholes option pricing model to determine the value of Western Union options granted in the six months ended June 30, 2010:

**Stock options granted:**

Weighted-average risk-free interest rate	2.7%
Weighted-average dividend yield	1.3%
Volatility	34.0%
Expected term (in years)	5.7
Weighted-average grant date fair value	\$ 5.09

All assumptions used to calculate the fair value of Western Union's stock options granted during the six months ended June 30, 2010 were determined on a consistent basis with those assumptions disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

**16. Segments**

As previously described in Note 1, the Company classifies its businesses into two reportable segments: consumer-to-consumer and global business payments. Operating segments are defined as components of an enterprise that engage in business activities, about which separate financial information is available that is

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**THE WESTERN UNION COMPANY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)  
(Unaudited)**

evaluated regularly by the Company's CODM in deciding where to allocate resources and in assessing performance.

The consumer-to-consumer reporting segment is viewed as one global network where a money transfer can be sent from one location to another, around the world. The segment consists of three regions, which primarily coordinate agent network management and marketing activities. The CODM makes decisions regarding resource allocation and monitors performance based on specific corridors within and across these regions, but also reviews total revenue and operating profit of each region. These regions frequently interact on transactions with consumers and share processes, systems and licenses, thereby constituting one global consumer-to-consumer money transfer network. The regions and corridors generally offer the same services distributed by the same agent network, have the same types of customers, are subject to similar regulatory requirements, are processed on the same system and have similar economic characteristics, allowing the geographic regions to be aggregated into one reporting segment.

The global business payments segment processes payments from consumers or businesses to other businesses. The results of the Company's existing consumer-to-business operations as well as the acquired Custom House business have been combined in this segment as both are focused on facilitating payments. For further information on Custom House, see Note 4.

All businesses that have not been classified into consumer-to-consumer or global business payments are reported as Other. These businesses primarily include the Company's money order services businesses.

During both the three and six months ended June 30, 2010, the Company incurred expenses of \$34.5 million for restructuring and related activities, which were not allocated to segments. While these items were identifiable to the Company's segments, they were not included in the measurement of segment operating profit provided to the CODM for purposes of assessing segment performance and decision making with respect to resource allocation. For additional information on restructuring and related activities refer to Note 3.

**Table of Contents****THE WESTERN UNION COMPANY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Unaudited)**

The following table presents the Company's reportable segment results for the three and six months ended June 30, 2010 and 2009 (in millions):

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Revenues:				
Consumer-to-consumer:				
Transaction fees	\$ 843.0	\$ 835.6	\$ 1,650.0	\$ 1,621.2
Foreign exchange revenues	220.0	216.5	431.9	420.8
Other revenues	10.1	13.4	21.4	27.2
	1,073.1	1,065.5	2,103.3	2,069.2
Global business payments:				
Transaction fees	142.4	154.2	290.4	317.2
Foreign exchange revenues	29.3	0.7	55.5	1.5
Other revenues	7.6	9.5	15.2	19.9
	179.3	164.4	361.1	338.6
Other:				
Transaction fees	10.1	10.1	20.8	20.0
Commission and other revenues	10.9	14.3	20.9	27.7
	21.0	24.4	41.7	47.7
Total consolidated revenues	\$ 1,273.4	\$ 1,254.3	\$ 2,506.1	\$ 2,455.5
Operating income/(loss):				
Consumer-to-consumer	\$ 312.4	\$ 293.6	\$ 595.1	\$ 580.3
Global business payments	33.8	44.1	71.4	94.6
Other	(0.7)	4.0	(5.2)	7.7
Total segment operating income	345.5	341.7	661.3	682.6
Restructuring and related expenses	(34.5)		(34.5)	
Total consolidated operating income	\$ 311.0	\$ 341.7	\$ 626.8	\$ 682.6

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**THE WESTERN UNION COMPANY**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**Item 2.**

*This report on Form 10-Q contains certain statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Actual outcomes and results may differ materially from those expressed in, or implied by, our forward-looking statements. Words such as expects, intends, anticipates, believes, estimates, guides, provides guidance, provides outlook and other similar expressions or future or conditional verbs such as will, should, would and could are intended to identify such forward-looking statements. Readers of the Form 10-Q of The Western Union Company (the company, Western Union, we, our or us) should not rely solely on the forward-looking statements and should consider all uncertainties and risks discussed in the Risk Factors section and throughout the Annual Report on Form 10-K for the year ended December 31, 2009. The statements are only as of the date they are made, and the company undertakes no obligation to update any forward-looking statement.*

*Possible events or factors that could cause results or performance to differ materially from those expressed in our forward-looking statements include the following: changes in immigration laws, patterns and other factors related to migrants; our ability to adapt technology in response to changing industry and consumer needs or trends; our failure to develop and introduce new products, services and enhancements, and gain market acceptance of such products; the failure by us, our agents or subagents to comply with our business and technology standards and contract requirements or applicable laws and regulations, especially laws designed to prevent money laundering and terrorist financing, and/or changing regulatory or enforcement interpretations of those laws; failure to comply with the settlement agreement with the State of Arizona; the impact on our business of the Dodd-Frank Wall Street Reform and Consumer Protection Act and the rules promulgated there-under; changes in United States or foreign laws, rules and regulations including the Internal Revenue Code of 1986, as amended, and governmental or judicial interpretations thereof; changes in general economic conditions and economic conditions in the regions and industries in which we operate; adverse movements and volatility in capital markets and other events which affect our liquidity, the liquidity of our agents or clients, or the value of, or our ability to recover our investments or amounts payable to us; political conditions and related actions in the United States and abroad which may adversely affect our businesses and economic conditions as a whole; interruptions of United States government relations with countries in which we have or are implementing material agent contracts; our ability to resolve tax matters with the Internal Revenue Service and other tax authorities consistent with our reserves; mergers, acquisitions and integration of acquired businesses and technologies into our company, and the realization of anticipated financial benefits from these acquisitions; changes in, and failure to manage effectively exposure to, foreign exchange rates, including the impact of the regulation of foreign exchange spreads on money transfers and payment transactions; failure to maintain sufficient amounts or types of regulatory capital to meet the changing requirements of our regulators worldwide; our ability to maintain our agent network and business relationships under terms consistent with or more advantageous to us than those currently in place; failure to implement agent contracts according to schedule; deterioration in consumers' and clients' confidence in our business, or in money transfer providers generally; failure to manage credit and fraud risks presented by our agents, clients and consumers or non-performance by our banks, lenders, other financial services providers or insurers; any material breach of security of or interruptions in any of our systems; adverse rating actions by credit rating agencies; liabilities and unanticipated developments resulting from litigation and regulatory investigations and similar matters, including costs, expenses, settlements and judgments; failure to compete effectively in the money transfer industry with respect to global and niche or corridor money transfer providers, banks and other*

*money transfer services providers, including telecommunications providers, card associations, card-based payment providers and electronic and internet providers; our ability to protect our brands and our other intellectual property rights; our failure to manage the potential both for patent*

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*protection and patent liability in the context of a rapidly developing legal framework for intellectual property protection; cessation of various services provided to us by third-party vendors; changes in industry standards affecting our business; changes in accounting standards, rules and interpretations; our ability to attract and retain qualified key employees and to manage our workforce successfully; significantly slower growth or declines in the money transfer market and other markets in which we operate; adverse consequences from our spin-off from First Data Corporation ( First Data ); decisions to downsize, sell or close units, or to transition operating activities from one location to another or to third parties, particularly transitions from the United States to other countries; decisions to change our business mix; catastrophic events; and management's ability to identify and manage these and other risks.*

## **Overview**

We are a leading provider of money transfer services, operating in two business segments:

Consumer-to-consumer money transfer services, provided primarily through a global network of third-party agents using our multi-currency, real-time money transfer processing systems. This service is available for international cross-border transfers that is, the transfer of funds from one country to another and, in certain countries, intra-country transfers that is, money transfers from one location to another in the same country.

Global business payments, which allows for the processing of payments from consumers or businesses to other businesses. Our business payments services allow consumers to make payments to a variety of organizations, including utilities, auto finance companies, mortgage servicers, financial service providers, government agencies and other businesses. We also provide international business-to-business payment services which facilitate cross-border, cross-currency payment transactions. On September 1, 2009, we acquired Canada-based Custom House, Ltd. ( Custom House ), a provider of international business-to-business payment services, which is included in this segment. Custom House facilitates cross-border, cross-currency payment transactions. While we continue to pursue further international expansion of our offerings in this segment, the majority of the segment's revenue was generated in the United States during all periods presented.

Businesses not considered part of the segments described above are categorized as Other and represented 2% or less of consolidated revenue for all periods presented.

## **Significant Financial and Other Highlights**

Significant financial and other highlights for the three and six months ended June 30, 2010 included:

We generated \$1,273.4 million and \$2,506.1 million, respectively, in total consolidated revenues compared to \$1,254.3 million and \$2,455.5 million, respectively, for the comparable periods in the prior year, representing an increase of 2% in both periods. The acquisition of Custom House contributed \$28.5 million and \$54.1 million to revenue for the three and six months ended June 30, 2010, respectively.

We incurred \$34.5 million of restructuring and related expenses, as described within Operating expenses overview, and estimate we will incur a total of approximately \$80 million of restructuring and related expenses through 2011 related to the announced actions. No restructuring and related expenses were recognized in the corresponding periods in 2009.

We generated \$311.0 million and \$626.8 million in consolidated operating income, respectively, compared to \$341.7 million and \$682.6 million, respectively, for the comparable periods in the prior year, representing a



decrease of 9% and 8%, respectively. The current year results include \$34.5 million of restructuring and related expenses mentioned above.

Our operating income margin was 24% and 25%, respectively, compared to 27% and 28%, respectively, for the comparable periods in the prior year. The current year results include \$34.5 million of restructuring and related expenses mentioned above.

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Consolidated net income was \$221.0 million and \$428.9 million, respectively, representing flat net income and a decrease of 3% over the comparable periods in the prior year, respectively. The current year results include \$22.4 million in restructuring and related expenses, net of tax.

Our consumers transferred \$18 billion and \$36 billion in consumer-to-consumer principal, respectively, of which \$17 billion and \$33 billion related to cross-border principal, which represented increases of 7% in consumer-to-consumer principal and 6% in cross-border principal over both of the comparable periods in the prior year.

Consolidated cash flows provided by operating activities for the six months ended June 30, 2010 were \$326.1 million and were impacted by a \$250 million refundable tax deposit we made relating to potential United States federal tax liabilities, including those arising from our 2003 international restructuring, which have been previously accrued in our financial statements. Also impacting consolidated cash flows provided by operating activities were cash payments of \$41.0 million related to the multi-state agreement and settlement.

We issued \$250 million of aggregate principal amount of our 6.200% notes due 2040 ( 2040 Notes ) during the three months ended June 30, 2010.

We exchanged \$303.7 million of aggregate principal amount of our 5.400% notes due 2011 ( 2011 Notes ) for \$324.9 million aggregate principal amount of 5.253% (effective rate of 5.7%) notes due 2020 ( 2020 Notes ) during the six months ended June 30, 2010.

## **Consolidation of Variable Interest Entities**

On January 1, 2010, we adopted new accounting standards for the consolidation of variable interest entities. These new accounting standards amend the evaluation criteria to determine whether an enterprise has a controlling financial interest in a variable interest entity. This determination identifies the primary beneficiary of a variable interest entity as the enterprise that has both the power to direct the activities of a variable interest entity that most significantly impacts the entity's economic performance and the ability to absorb losses or the right to receive benefits of the entity that could potentially be significant to the variable interest entity. The new guidance also requires an ongoing reassessment of the primary beneficiary. Adoption of these new requirements did not have an impact on our consolidated financial position, results of operations or cash flows.

## **Results of Operations**

The following discussion of our consolidated results of operations and segment results refers to the three and six months ended June 30, 2010 compared to the same periods in 2009. The results of operations should be read in conjunction with the discussion of our segment results of operations, which provide more detailed discussions concerning certain components of the condensed consolidated statements of income. All significant intercompany accounts and transactions have been eliminated.

We incurred expenses of \$34.5 million for the three and six months ended June 30, 2010 for restructuring and related activities, which have not been allocated to segments. No restructuring and related expenses were recognized in the corresponding periods in 2009. While these items are identifiable to our segments, they are not included in the measurement of segment operating profit provided to the chief operating decision maker ( CODM ) for purposes of assessing segment performance and decision making with respect to resource allocation. For additional information on restructuring and related activities refer to Operating expenses overview.



**Table of Contents***Overview*

The following table sets forth our results of operations for the three and six months ended June 30, 2010 and 2009.

(in millions, except per share amounts)	Three Months Ended June 30,			Six Months Ended June 30,		
	2010	2009	% Change	2010	2009	% Change
Revenues:						
Transaction fees	\$ 995.5	\$ 999.9	%	\$ 1,961.2	\$ 1,958.4	%
Foreign exchange revenues	249.3	217.2	15%	487.4	422.3	15%
Commission and other revenues	28.6	37.2	(23)%	57.5	74.8	(23)%
Total revenues	1,273.4	1,254.3	2%	2,506.1	2,455.5	2%
Expenses:						
Cost of services	727.7	700.3	4%	1,442.3	1,369.4	5%
Selling, general and administrative	234.7	212.3	11%	437.0	403.5	8%
Total expenses	962.4	912.6	5%	1,879.3	1,772.9	6%
Operating income	311.0	341.7	(9)%	626.8	682.6	(8)%
Other income/(expense):						
Interest income	0.5	2.8	(82)%	1.4	6.5	(78)%
Interest expense	(41.1)	(39.8)	3%	(79.9)	(79.8)	%
Derivative gains/(losses), net	0.7	0.8	*	(0.2)	(2.8)	*
Other income/(expense), net	1.2	(9.8)	*	0.2	(5.6)	*
Total other expense, net	(38.7)	(46.0)	(16)%	(78.5)	(81.7)	(4)%
Income before income taxes	272.3	295.7	(8)%	548.3	600.9	(9)%
Provision for income taxes	51.3	75.5	(32)%	119.4	156.8	(24)%
Net income	\$ 221.0	\$ 220.2	%	\$ 428.9	\$ 444.1	(3)%
Earnings per share:						
Basic	\$ 0.33	\$ 0.31	6%	\$ 0.63	\$ 0.63	%
Diluted	\$ 0.33	\$ 0.31	6%	\$ 0.63	\$ 0.63	%
Weighted-average shares outstanding:						
Basic	669.3	700.6		675.6	703.8	
Diluted	671.6	702.7		677.9	705.2	

\* Calculation not meaningful

**Revenues Overview**

The majority of transaction fees and foreign exchange revenues were contributed by our consumer-to-consumer segment, which is discussed in greater detail in Segment Discussion.

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For the three months ended June 30, 2010 compared to the corresponding period in the prior year, consolidated revenue increased 2% due to consumer-to-consumer transaction growth and the acquisition of Custom House, which contributed \$28.5 million to revenue. Offsetting these factors were price decreases, primarily related to pricing reductions taken in the domestic business (transactions between and within the United States and Canada) in the fourth quarter of 2009, declines in our United States bill payments businesses, geographic mix and product mix, including a higher percentage of revenue earned from

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intra-country activity, which has a lower revenue per transaction. The strengthening of the United States dollar compared to most other foreign currencies also negatively impacted revenue growth by approximately 1%.

For the six months ended June 30, 2010 compared to the corresponding period in the prior year, consolidated revenues increased 2% due to consumer-to-consumer transaction growth and the acquisition of Custom House, which contributed \$54.1 million to revenue. Negatively impacting revenue were price decreases, primarily related to pricing reductions previously discussed, declines in our United States bill payments businesses and geographic mix and product mix, including a higher percentage of revenue earned from intra-country activity.

The Europe, Middle East, Africa and South Asia ( EMEASA ) region of our consumer-to-consumer segment represented 44% of our total consolidated revenue for both the three and six months ended June 30, 2010. For the three months ended June 30, 2010 compared to the corresponding period in the prior year, EMEASA experienced slight revenue declines despite transaction growth mainly due to the strengthening of the United States dollar in the region compared to most other foreign currencies, which negatively impacted revenue, and many of the same factors described above. For the six months ended June 30, 2010 compared to the corresponding period in the prior year, EMEASA experienced revenue growth on transaction growth, offset by many of the same factors described above.

The Americas region (including North America, Latin America, the Caribbean and South America) of our consumer-to-consumer segment represented 32% of our total consolidated revenue for both the three and six months ended June 30, 2010. For the three months ended June 30, 2010, the Americas revenue increased due to strong transaction growth, although the increase was partially offset by the impact of pricing actions taken in our domestic business in the fourth quarter of 2009. For the six months ended June 30, 2010, revenue declined despite transaction growth due to the pricing actions previously described.

The global business payments segment, which is discussed in greater detail in Segment Discussion, experienced revenue growth during the three and six months ended June 30, 2010 compared to the corresponding period in the prior year due to our acquisition of Custom House, which contributed \$28.5 million and \$54.1 million, respectively, of revenue, which was partially offset by continued declines in our United States bill payments businesses.

Foreign exchange revenues increased for the three and six months ended June 30, 2010 over the corresponding previous periods due to foreign exchange revenues contributed from our acquisition of Custom House. In addition to the impact of Custom House, foreign exchange revenues in the consumer-to-consumer segment also grew, driven primarily by revenue from the international business outside of the United States.

Fluctuations in the exchange rate between the United States dollar and currencies other than the United States dollar have resulted in a reduction of transaction fees and foreign exchange revenues for the three months ended June 30, 2010 of \$16.1 million over the same period in the previous year, net of foreign currency hedges, that would not have occurred had there been constant currency rates. The strengthening of the United States dollar in the second quarter of 2010 offset most of the revenue benefit of \$20.0 million experienced in the first quarter of 2010, resulting in a net benefit of \$3.9 million for the six months ended June 30, 2010. The largest impact was related to the EMEASA region.

### ***Operating Expenses Overview***

#### ***Restructuring and related expenses***

On May 25, 2010, our Board of Directors approved a restructuring plan (the Restructuring Plan ) designed to reduce our overall headcount and migrate positions from various facilities, primarily within the United States and Europe, to regionalized operating centers upon completion of the Restructuring Plan. In conjunction with this decision, we expect

to incur approximately \$80 million, including expenses related to the Restructuring Plan and the planned departure of an executive announced in the second quarter of 2010. The \$80 million in expenses consists of approximately \$60 million for severance and employee related benefits, approximately \$10 million for facility closures, including lease terminations; and approximately \$10 million for other expenses. Included in these estimated expenses are approximately \$2 million of non-cash expenses

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related to fixed asset and leasehold improvement write-offs and accelerated depreciation at impacted facilities. Subject to complying with and undertaking the necessary individual and collective employee information and consultation obligations as may be required by local law for potentially affected employees, we expect all of these activities to be completed by the end of 2011, with the significant majority of these expenses expected to be incurred by the end of 2010. We expect the total Restructuring Plan expenses of approximately \$80 million to generate expense savings of approximately \$10 million in 2010, approximately \$30 million to \$40 million in 2011, and approximately \$50 million a year beginning in 2012, following completion of the Restructuring Plan.

For both the three and six months ended June 30, 2010, restructuring and related expenses of \$9.4 million are classified within cost of services and \$25.1 million are classified within selling, general and administrative in the condensed consolidated statements of income. No restructuring and related expenses were recognized in the corresponding periods in 2009.

*Cost of services*

Cost of services primarily consists of agent commissions, which represent approximately 70% of total cost of services for both the three and six months ended June 30, 2010, expenses for call centers, settlement operations and related information technology costs. Expenses within these functions include personnel, software, equipment, telecommunications, bank fees, depreciation, amortization and other expenses incurred in connection with providing money transfer and other payment services. Cost of services increased for the three months ended June 30, 2010 compared to the corresponding period primarily due to incremental costs associated with Custom House and restructuring and related expenses of \$9.4 million, as described above, offset by the strengthening of the United States dollar compared to most other foreign currencies, which resulted in a positive impact on the translation of our expenses. Also contributing to the increase in cost of services for the three and six months compared to the corresponding periods in 2009 were costs associated with our money order business, which were partially offset by other operating efficiencies. For the six months ended June 30, 2010, cost of services increased compared to the corresponding period in 2009 primarily due to incremental costs associated with Custom House, the weakening of the United States dollar compared to most other foreign currencies, which resulted in a negative impact on the translation of our expenses, restructuring and related expenses and incremental operating costs, including investments in technology. Cost of services as a percentage of revenue was 57% and 58% for the three and six months ended June 30, 2010, respectively, and 56% for the three and six months ended June 30, 2009. The increase in cost of services as a percentage of revenue for the three months ended June 30, 2010 compared to the corresponding period in 2009 was primarily due to restructuring and related expenses, costs associated with our money order business and currency impacts, including the effect of foreign currency hedges, which were partially offset by other operating efficiencies. For the six months ended June 30, 2010, the increase in cost of services as a percentage of revenue compared to the corresponding period in 2009 was primarily due to incremental operating costs, including costs associated with our money order business and investments in technology, currency impacts, including the effect of foreign currency hedges, and restructuring and related expenses, which were partially offset by other operating efficiencies.

*Selling, general and administrative*

Selling, general and administrative expenses ( SG&A ) increased for the three months ended June 30, 2010 compared to the same period in the prior year due to restructuring and related expenses of \$25.1 million and incremental costs associated with Custom House, which were partially offset by lower marketing expenses. SG&A increased for the six months ended June 30, 2010 compared to the same period in the prior year due to incremental costs associated with Custom House, restructuring and related expenses and higher employee compensation expenses, which were partially offset by lower marketing expenses.



During the six months ended June 30, 2010, marketing related expenditures, principally classified within SG&A, were slightly below 4% of revenue, with marketing expenses being higher in the second quarter of 2010 compared to the first quarter of 2010. Marketing related expenditures were slightly below 5% of revenue for both the three and six months ended June 30, 2009. Marketing related expenditures include advertising,

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events, loyalty programs and the cost of employees dedicated to marketing activities. When making decisions with respect to marketing investments, we review opportunities for advertising and other marketing related expenditures together with opportunities for fee adjustments, as discussed in Segment Discussion, for consumer-to-consumer revenues and other initiatives in order to best maximize the return on these investments.

*Total other expense, net*

Total other expense, net decreased during both the three and six months ended June 30, 2010 compared to the corresponding periods in 2009 primarily due to the \$12 million reserve taken against our receivable from the Reserve International Liquidity Fund during the three months ended June 30, 2009, which did not recur in the current year, offset by a decrease in interest income due to repayment of a note receivable due from an agent. Financing costs incurred in connection with our note exchange in the first quarter of 2010 also offset the decrease in total other expense, net for the six months ended June 30, 2010.

*Income taxes*

Our effective tax rates on pre-tax income were 18.8% and 25.5% for the three months ended June 30, 2010 and 2009, respectively, and 21.8% and 26.1% for the six months ended June 30, 2010 and 2009, respectively. During the three months ended June 30, 2010, we continued to benefit from an increasing proportion of profits being foreign-derived, and therefore, taxed at lower rates than our combined federal and state tax rates in the United States. In addition, during the second quarter of 2010 we recognized a benefit from the settlement with the IRS of certain issues arising in the 2002-04 tax years. Recent proposed changes to United States tax laws, if enacted, could potentially adversely affect our future effective tax rate. We are closely monitoring the proposed changes, and the potential effect on our future effective tax rate will depend on the final form of any new law.

We have established contingency reserves for material, known tax exposures, including potential tax audit adjustments with respect to our international operations restructured in 2003, whereby our income from certain foreign-to-foreign money transfer transactions has been taxed at relatively low foreign tax rates compared to our combined federal and state tax rates in the United States. As of June 30, 2010, the total amount of unrecognized tax benefits was \$578.6 million, including accrued interest and penalties. Our reserves reflect our judgment as to the resolution of the issues involved if subject to judicial review. While we believe that our reserves are adequate to cover reasonably expected tax risks, there can be no assurance that, in all instances, an issue raised by a tax authority will be resolved at a financial cost that does not exceed our related reserve. With respect to these reserves, our income tax expense would include (i) any changes in tax reserves arising from material changes during the period in facts and circumstances (i.e. new information) surrounding a tax issue and (ii) any difference from our tax position as recorded in the financial statements and the final resolution of a tax issue during the period. Such resolution could materially increase or decrease income tax expense in our consolidated financial statements in future periods and could impact our operating cash flows.

The IRS completed its examination of the United States federal consolidated income tax returns of First Data for 2003 and 2004, of which we are a part, and issued a Notice of Deficiency in December 2008. The Notice of Deficiency alleges significant additional taxes, interest and penalties owed with respect to a variety of adjustments involving us and our subsidiaries, and we generally have responsibility for taxes associated with these potential Western Union-related adjustments under the tax allocation agreement with First Data executed at the time of the spin-off. We agree with a number of the adjustments in the Notice of Deficiency; however, we do not agree with the Notice of Deficiency regarding several substantial adjustments representing total alleged additional tax and penalties due of approximately \$114 million. As of June 30, 2010, interest on the alleged amounts due for unagreed adjustments would be approximately \$33 million. A substantial part of the alleged amounts due for these unagreed adjustments relates to our international restructuring, which took effect in the fourth quarter 2003, and, accordingly, the alleged amounts due

related to such restructuring largely are attributable to 2004. On March 20, 2009, we filed a petition in the United States Tax Court contesting those adjustments with which we do not agree. We believe our overall reserves are adequate, including those associated with adjustments alleged in the Notice of Deficiency. If the IRS position in the

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Notice of Deficiency is sustained, our tax provision related to 2003 and later years would materially increase, which could materially impact our financial position, results of operations and cash flows.

In 2010, we made a \$250 million refundable tax deposit relating to potential United States federal tax liabilities, including those arising from our 2003 international restructuring, which have been previously accrued in our financial statements. Making the deposit limits the further accrual of interest charges with respect to such potential tax liabilities, to the extent of the deposit.

*Earnings per share*

During the three months ended June 30, 2010 and 2009, basic and diluted earnings per share were \$0.33 and \$0.31, respectively. During both the six months ended June 30, 2010 and 2009, basic and diluted earnings per share were \$0.63. Unvested shares of restricted stock are excluded from basic shares outstanding. Diluted earnings per share reflects the potential dilution that could occur if outstanding stock options at the presented dates are exercised and shares of restricted stock have vested. For the three months ended June 30, 2010 and 2009, there were 36.8 million and 38.0 million, respectively, of outstanding options to purchase shares of Western Union stock excluded from the diluted earnings per share calculation under the treasury stock method as their effect was anti-dilutive. For the six months ended June 30, 2010 and 2009, there were 36.2 million and 41.5 million, respectively, of outstanding options to purchase shares of Western Union stock excluded from the diluted earnings per share calculation under the treasury stock method as their effect was anti-dilutive.

Earnings per share increased and was flat for the three and six months ended June 30, 2010, respectively, compared to the same periods in the prior year as a result of the previously described factors impacting net income, offset by lower weighted-average shares outstanding. The lower number of shares outstanding was driven by stock repurchases exceeding stock option exercises from January 1, 2009 through June 30, 2010.

**Segment Discussion**

We manage our business around the consumers and businesses we serve and the types of services we offer. Each of our two segments addresses a different combination of consumer groups, distribution networks and services offered. Our segments are consumer-to-consumer and global business payments. Businesses not considered part of these segments are categorized as Other.

We incurred expenses of \$34.5 million for restructuring and related activities during both the three and six months ended June 30, 2010, respectively, which were not allocated to segments. No restructuring and related expenses were recognized in the corresponding periods in 2009. While these items were identifiable to our segments, they were not included in the measurement of segment operating profit provided to the CODM for purposes of assessing segment performance and decision making with respect to resource allocation. For additional information on restructuring and related activities refer to Operating expenses overview.

The following table sets forth the components of segment revenues as a percentage of the consolidated totals for the three and six months ended June 30, 2010 and 2009.

<b>Three Months Ended</b>		<b>Six Months Ended</b>	
<b>June 30,</b>		<b>June 30,</b>	
<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>

Consumer-to-consumer (a)

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EMEASA	44%	45%	44%	44%
Americas	32%	32%	32%	32%
APAC	8%	8%	8%	8%
Total consumer-to-consumer	84%	85%	84%	84%
Global business payments	14%	13%	14%	14%
Other	2%	2%	2%	2%
	100%	100%	100%	100%

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- (a) The geographic split is determined based upon the region where the money transfer is initiated and the region where the money transfer is paid. For transactions originated and paid in different regions, we split the revenue between the two regions, with each region receiving 50%. For money transfers initiated and paid in the same region, 100% of the revenue is attributed to that region.

**Consumer-to-Consumer Segment**

The following table sets forth our consumer-to-consumer segment results of operations for the three and six months ended June 30, 2010 and 2009.

(dollars and transactions in millions)	Three Months Ended June 30,			Six Months Ended June 30,		
	2010	2009	% Change	2010	2009	% Change
Revenues:						
Transaction fees	\$ 843.0	\$ 835.6	1%	\$ 1,650.0	\$ 1,621.2	2%
Foreign exchange revenues	220.0	216.5	2%	431.9	420.8	3%
Other revenues	10.1	13.4	(25)%	21.4	27.2	(21)%
Total revenues	\$ 1,073.1	\$ 1,065.5	1%	\$ 2,103.3	\$ 2,069.2	2%
Operating income	\$ 312.4	\$ 293.6	6%	\$ 595.1	\$ 580.3	3%
Operating income margin	29%	28%		28%	28%	
Key indicator:						
Consumer-to-consumer transactions	53.1	48.7	9%	102.7	94.6	9%

The table below sets forth transaction and revenue growth/(decline) rates by region for the three and six months ended June 30, 2010.

	Three Months Ended June 30, 2010	Six Months Ended June 30, 2010
Consumer-to-consumer transaction growth (a)		
EMEASA	5%	6%
Americas	12%	10%
APAC	14%	14%
Consumer-to-consumer revenue growth/(decline) (a)		
EMEASA	(1)%	2%
Americas	1%	(1)%
APAC	11%	12%

- (a) In determining the revenue and transaction growth rates under the regional view in the above