

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

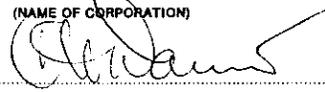
Number of Shares	As Of December 31, 1980		Par Value per Share or Statement that Shares are without Par Value
	Class	Series	
12,500,000	Common	-	\$ 1.00
231,000	Cumulative Preferred	5.2%	100.00
189,950	Cumulative Preferred	6.0%	100.00
30,000	Cumulative Preferred	8.5%	100.00
300,000	Cumulative Preferred	9.5%	100.00
1,960,000	Class A Preferred	10.25%	1.00
-	Class A Preferred	-	\$1.00

Dated March 12, 1981

THE WESTERN UNION TELEGRAPH COMPANY

(NAME OF CORPORATION)

By C. H. Darrin



Its Vice President & Comptroller

AE

THE WESTERN UNION TELEGRAPH COMPANY
 One Lake Street
 Upper Saddle River, New Jersey 07459

OFFICERS

Robert M. Flanagan	Chairman of the Board, Chief Executive Officer and President
John E. Fox	Executive Vice President, Commercial Operations
Richard C. Hostetler	Executive Vice President, Law and Corporate Relations
Robert P. Hyde	Executive Vice President, Public Operations
Robert J. Angliss	Vice President
John D. Appel	Vice President and General Counsel
Thomas E. Barker	Vice President, Resources
* Richard L. Callaghan	Vice President, Government Relations
Kenneth J. Cowap	Vice President, Management Information Services
Calvin H. Darrin	Vice President and Comptroller
Robert F. Garbarini	Vice President, Switching Systems Support
Delmar Harmon	Vice President, Carrier Relations
Foxrest R. Hanvey	Vice President, Systems Engineering
** John A. Hollansworth	Vice President, Government Systems Division
W. Larry Johnson	Vice President, Technical Operations
* Mary Gardiner Jones	Vice President, Consumer Affairs
Gerald P. Kent	Vice President, Employee Relations
Thomas Mathai	Vice President, Switched Record Services
John F. Naughton	Vice President, Marketing
James T. Ragan	Vice President, Broadcast Services
Philip Schneider	Vice President, Satellite Systems and Services
Stephan E. Smiszko	Vice President and Treasurer
Don H. Stewart	Vice President, Commercial Sales and Operations
Carver L. Washburn	Vice President, Commercial Services
Bernard Weitzer	Vice President, Engineering and Computer Systems
Paul L. Dillon	Secretary
Andrew F. Lenahan	Assistant Treasurer
Chester W. Parowski	Assistant Treasurer, Taxation
Margaret Jasko	Assistant Secretary

THE WESTERN UNION TELEGRAPH COMPANY

BOARD OF DIRECTORS

Harry E. Figgie, Jr.	4420 Sherwin Road Willoughby, Ohio 44094
Robert M. Flanagan	One Lake Street Upper Saddle River, N. J. 07458
Walter E. Girardin	One Lake Street Upper Saddle River, N. J. 07458
Earl D. Hilburn	One Lake Street Upper Saddle River, N. J. 07458
Theodore W. Kheel	280 Park Avenue New York, New York 10017
Russell W. McFall	One Lake Street Upper Saddle River, N. J. 07458
A. J. McMullen	111 Clarkson Lane Vero Beach, Florida 32960
Donald H. Putnam	Three Landmark Square Stamford, Connecticut 06901

April 29, 1980