

January 13, 2012

Via Electronic Mail

Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: The Western Union Company – Stockholder Proposal Submitted by Norges Bank

Ladies and Gentlemen:

This letter is submitted on behalf of The Western Union Company, a Delaware corporation (“Western Union” or the “Company”), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). On November 22, 2011, Western Union received a letter, dated November 22, 2011, from Michael J. Barry of Grant & Eisenhofer, P.A. (the “Proponent’s Representative”). Included with this letter was a proposal (the “Proposal”) submitted on behalf of Norges Bank, the Investment Management division of Norges Bank (the “Proponent”), intended for inclusion in the Company’s proxy materials (the “2012 Proxy Materials”) for the 2012 Annual Meeting of Stockholders (the “Annual Meeting”). Also included with the letter was a Power of Attorney from the Proponent directing that all communications regarding the Proposal should be directed to the Proponent’s Representative.

For the reasons stated below, the Company believes that it may, consistent with Rule 14a-8 under the Exchange Act (“Rule 14a-8”), exclude the Proposal from the 2012 Proxy Materials. We hereby request confirmation that the staff of the Division of Corporation Finance (the “Staff”) will not recommend any enforcement action if, in reliance on Rule 14a-8, the Company omits the Proposal and a statement in support thereof from the 2012 Proxy Materials.

The Company intends to file its definitive proxy materials for the Annual Meeting on or about April 10, 2012. In accordance with Staff Legal Bulletin 14D, this letter and its exhibits are being submitted via email to shareholderproposals@sec.gov. A copy of this letter and its exhibits will also be sent to the Proponent’s Representative on behalf of the Proponent.

THE PROPOSAL

The Proposal includes a resolution, the adoption of which by the Company’s stockholders would amend the Company’s By-laws to implement a form of “proxy access”. Pursuant to such amendment a holder of 1% of the Company’s common stock (or group of stockholders collectively owning such amount) who has held such stock continuously for one year would have the right, subject to certain other requirements, to include a limited number of its nominees for election to the Company’s Board of

Directors (the “Board”), and information relating to such nominees, in any proxy statement of the Company relating to any meeting of stockholders of the Company at which any director is to be elected.

The Proposal, which consists primarily of the text of the By-Law amendment, also contains as part of its supporting statement the following text and website address:

“For more information see <http://www.nbim.no/WesternUnionProxyAccessProposal>.”

A copy of the Proposal, including its supporting statements, is attached to this letter as Exhibit A.

COMMUNICATIONS WITH PROPONENT’S REPRESENTATIVE

On November 22, 2011, Western Union received via facsimile a letter (the “Submission Letter”) from the Proponent’s Representative on behalf of the Proponent, which included the Proposal. On December 2, 2011, the Company sent via facsimile a letter (the “Deficiency Notice”) to the Proponent’s Representative informing him that Western Union had not received evidence that the Proponent met the minimum stock ownership requirements established by Rule 14a-8(b) and that the Proposal exceeded the 500-word limitation imposed by Rule 14a-8(d), and further informing him that the Company intended to exclude the Proposal from the 2012 Proxy Materials if such deficiencies were not remedied. The Deficiency Notice is attached as Exhibit B.

On December 2, 2011, the Company received via facsimile a response from the Proponent (the “First Response Letter”), which is attached as Exhibit C. Included with the Response Letter was a letter from J.P. Morgan Chase Bank, N.A., which contained statements about the Proponent’s holdings in the Company. On December 7, 2011, the Company received via facsimile a second response from the Proponent’s Representative (the “Second Response Letter”), which is attached as Exhibit D. Included in the Second Response Letter was an amended version of the Proposal, provided in order to “avoid any potential questions regarding the total number of words of the Proposal.”

ANALYSIS

DISCUSSION OF EXCLUSION PURSUANT TO RULE 14a-8(i)(9)

The Proposal may be excluded pursuant to Rule 14a-8(i)(9) because the Proposal directly conflicts with a proposal to be submitted by the Company at the Annual Meeting.

At the Annual Meeting, the Company currently intends to submit to its stockholders, and recommend a vote for their approval of, a management proposal that would amend the Company’s By-laws to implement a form of “proxy access”. Pursuant to such amendment, a holder of 5% of the Company’s common stock (or group of stockholders collectively owning such amount) who has held such stock continuously for three years would have the right, subject to certain other requirements, to include a limited number of its nominees for election to the Board, and information relating to such nominees, in any proxy statement of the Company relating to any meeting of stockholders of the Company at which any director is to be elected. Because the Proposal requests that the stockholders of the Company adopt a By-law amendment which also provides such “proxy access”, but on different terms, the Company believes that the Proposal would be in direct conflict with the management proposal. Thus, if included in the 2012 Proxy Materials, an affirmative vote on both the Company’s management proposal and the Proposal could lead to an inconsistent, alternative, ambiguous and conflicting mandate from stockholders.

It is well established under Rule 14a-8(i)(9) that a company may omit a stockholder proposal where there is some basis for concluding that an affirmative vote on both the proponent's proposal and the company's proposal would lead to an inconsistent, ambiguous or inconclusive mandate from the company's stockholders. In order for this exclusion to be available, the proposals need not be "identical in scope or focus." See Exchange Act Release No. 34-40018, at n.27 (May 21, 1998).

The Staff has stated consistently that where a stockholder proposal and a company proposal present alternative and conflicting decisions for stockholders, the stockholder proposal may be excluded under Rule 14a-8(i)(9). See, e.g., *Piedmont Natural Gas Company, Inc.* (November 17, 2011) (allowing exclusion of a proposal seeking approval of amendments to the company's organizational documents to reduce the voting requirements for all actions requiring the affirmative vote of more than a simple majority of votes cast to a majority vote of the outstanding shares entitled to vote, which conflicted with a company proposal to amend the organizational documents to reduce such voting requirements to an affirmative vote of 66-2/3% of the outstanding shares standard); *AT&T* (Feb. 23, 2007) (concurring in excluding a proposal seeking to amend the company's bylaws to require stockholder ratification of any existing or future severance agreement with a senior executive as conflicting with a company proposal for a bylaw amendment limited to stockholder ratification of future severance agreements).

Furthermore, the Staff has consistently granted no-action relief under Rule 14a-8(i)(9) where the stockholder sponsored proposal contained a threshold that differed from a company-sponsored proposal, because submitting both proposals to a stockholder vote would present alternative and conflicting decisions for stockholders. For example, in *Safeway Inc.* (January 4, 2010; recon. denied Jan. 26, 2010), the Staff concurred with the exclusion of a stockholder proposal requesting that Safeway amend its bylaws and each of its applicable governing documents to give holders of 10% of Safeway's outstanding common stock (or the lowest percentage allowed by law above 10%) the power to call special stockholder meetings based on Safeway's representation that it would submit to stockholders for approval a proposed amendment to its Certificate of Incorporation and bylaws to allow stockholders who held 25% of Safeway's outstanding shares the right to call a special meeting of stockholders. Similarly, in *Liz Claiborne, Inc.* (January 13, 2010), the Staff concurred in the exclusion of a stockholder proposal requesting that Liz Claiborne amend its bylaws and each appropriate governing document to give holders of 10% of Liz Claiborne's outstanding common stock (or the lowest percentage allowed by law above 10%) the power to call a special stockholder meeting based on Liz Claiborne's representation that it would submit to its stockholders for approval a proposed amendment to its certificate of incorporation and a proposed amendment to its bylaws that, if adopted by the stockholders, would permit stockholders owning not less than 35% of Liz Claiborne's outstanding stock entitled to vote generally in the election of directors to call special meetings of stockholders. In its reply letter, the Staff recognized that the stockholder proposal and the proposed amendments sponsored by Liz Claiborne directly conflicted and would present alternative and conflicting decisions for stockholders.

There are numerous other no-action letters involving substantially similar situations where the Staff has concurred in exclusion pursuant to Rule 14a-8(i)(9): *ITT Corp.* (February 28, 2011); *Waste Management, Inc.* (February 16, 2011); *Danaher Corp.* (January 21, 2011); *Mattel, Inc.* (January 13, 2011); *Textron Inc.* (January 5, 2011, recon. denied January 12, 2011 and March 1, 2011); *Altera Corp.* (January 24, 2011); *Raytheon Co.* (March 29, 2010); *NiSource, Inc.* (January 6, 2010, recon. denied February 22, 2010); *CVS Caremark Corp.* (January 5, 2010, recon. denied January 26, 2010); *Honeywell International Inc.* (January 4, 2010, recon. denied January 26, 2010); *Medco Health Solutions, Inc.* (January 4, 2010, recon. denied January 26, 2010); *Baker Hughes Inc.* (December 18, 2009); *Becton, Dickinson and Co.* (November 12, 2009, recon. denied December 22, 2009); *H.J. Heinz Co.* (May 29, 2009); *International Paper Co.* (March 17, 2009); *Occidental Petroleum Corp.* (March 12, 2009); and *EMC Corp.* (February 24, 2009).

As in the numerous no-action letters cited above, the Company's proposal and the Proposal directly conflict, and inclusion of both proposals in the 2012 Proxy Materials would present alternative and conflicting decisions for the Company's stockholders. Specifically, the Company's proposal, on one hand, would call for a 5% ownership threshold for three continuous years by a stockholder (or group of stockholders collectively owning such amount) in order to be eligible for the "proxy access" right described above, whereas the Proposal, on the other hand, would call for a 1% ownership threshold for one year by a stockholder (or group of stockholders collectively owning such amount) to be so eligible. Failing to exclude the Proposal from the 2012 Proxy Materials would create the potential for inconsistent, conflicting and ambiguous results, particularly if both proposals were approved.

For the reasons stated above, the Company believes that the Proposal is directly counter to its proposal that would amend the Company's By-laws to implement a form of "proxy access" as described above, and is therefore excludable under Rule 14a-8(i)(9).

DISCUSSION OF EXCLUSION PURSUANT TO RULE 14a-8(i)(3)

The Proposal may be excluded pursuant to Rule 14a-8(i)(3) because it is inherently vague and indefinite.

Rule 14a-8(i)(3) provides that a company may exclude from its proxy materials a stockholder proposal if the proposal or supporting statement "is contrary to any of the Commission's proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials." Specifically, Rule 14a-9 provides that no solicitation shall be made by means of any proxy statement containing "any statement which, at the time and in the light of the circumstances under which it is made, is false or misleading with respect to any material fact, or which omits to state any material fact necessary in order to make the statements therein not false or misleading...." The Staff has consistently held that vague and indefinite stockholder proposals are inherently misleading and thus excludable under Rule 14a-8(i)(3) where "neither the stockholders voting on the proposal, nor the company in implementing the proposal (if adopted), would be able to determine with any reasonable certainty exactly what actions or measures the proposal requires." *Staff Legal Bulletin No. 14B* (September 15, 2004). *See also Dyer v. SEC*, 287 F.2d 773, 781 (8th Cir. 1961).

The Staff made it clear in *Staff Legal Bulletin No. 14* (July 13, 2001) that a website address could be excluded from a stockholder proposal if it refers readers to information that may be materially false or misleading. In various no-action letters, the Staff has previously concurred that references to internet addresses and/or websites were excludable and may be omitted from proposals or supporting statements. *See, e.g., Tidewater Inc.* (March 26, 2004). In *Bristol-Myers Squibb Company* (March 4, 2002), in response to Bristol-Myers' objection to the inclusion in a stockholder proposal of a website address which did not exist, on the grounds that inclusion of such a non-existent website address was inherently materially false and misleading, the Staff indicated that it would not object to omission of the website references from the proposal if the proponent failed to revise its proposal to provide an accurate website address within a specified time period.

The Proposal's statement that "more information" can be found at the website address included in the Proposal is objectively "false and misleading". After repeated attempts since the date that the Company received the Proposal, including on the date that this no-action request is being submitted to the Staff, no information of any type relating either to the Company or the Proposal appears at that website address. Instead, when the website address is entered in an internet browser, one is directed to a page on the Proponent's website containing the message that the "Page was not found." Similar to *Bristol-Myers*, the Proponent's reference to the website address thus misleadingly indicates that additional information related to the Proposal appears at the website, a statement which is objectively not

true. Including a non-existent website address in the Proposal is thus materially misleading, because stockholders will reasonably conclude that more complete information about the Proposal can be found at this website. Without access to such complete information about the Proposal, neither stockholders voting on the Proposal, nor the company in implementing the proposal (if adopted), would be able to determine with any reasonable certainty exactly what actions or measures the Proposal requires.

For the reasons stated above, the Company believes that the Proposal is inherently vague and indefinite, and is therefore excludable under Rule 14a-8(i)(3). Should the Staff disagree that the entire Proposal may be excluded on such grounds, and should the Proposal be deemed not otherwise excludable, the Company respectfully requests that the Staff indicate that it will not recommend enforcement if the cited website and related text are omitted from the Proposal.

CONCLUSION

For the reasons stated above and in accordance with Rule 14a-8(i)(3) and Rule 14a-8(i)(9), the Company requests your concurrence that the entire Proposal may be excluded from the 2012 Proxy Materials. Should the Staff disagree that the entire Proposal may be so excluded, the Company respectfully requests that the Staff indicate that it will not recommend enforcement if the website referenced in the Proposal and the cited, related text are omitted from the 2012 Proxy Materials. If you have any questions regarding this request or desire additional information, please contact me at 720-332-5711.

Very truly yours,



Darren A. Dragovich
Senior Counsel

Attachments

Cc: Norges Bank, the Investment Management division
c/o Grant & Eisenhofer, P.A.
1201 N. Market Street, 21st Floor
Wilmington Delaware, 19801
Fax Number: 302-622-7100
Attn: Michael J. Barry

Exhibit A



Grant & Eisenhofer P.A.

Chase Manhattan Centre
1201 North Market Street
Wilmington, DE 19801
Tel: 302-622-7000 • Fax: 302-622-7100

www.gelaw.com

November 22, 2011

485 Lexington Avenue
New York, NY 10017
Tel: 646-722-8500 • Fax: 646-722-8501

1920 L Street, N.W., Suite 400
Washington, DC 20036
Tel: 202-783-6091 • Fax: 202-350-5908

Michael J. Barry
Director
Tel: 302-622-7065
mbarry@gelaw.com

VIA FAX AND OVERNIGHT MAIL

David Schlapbach, Corporate Secretary
The Western Union Company
12500 East Belford Avenue
Mailstop M21A2
Englewood, Colorado 80112

Re: Shareholder Proposal Pursuant to Rule 14a-8

Dear Mr. Schlapbach:

Pursuant to SEC Rule 14a-8, enclosed is a shareholder proposal (the "Proposal") submitted by Norges Bank, the central bank for the Government of Norway, for inclusion in the proxy materials to be provided by The Western Union Company (the "Company") to the Company's shareholders and to be presented at the Company's 2012 annual meeting for a shareholder vote. Also enclosed is a power of attorney ("POA") from Norges Bank Investment Management ("NBIM"), a division of Norges Bank with authority to submit proposals on behalf of Norges Bank, authorizing me to act for Norges Bank for purposes of the submission of and communications regarding the Proposal.

Norges Bank is the owner of over \$2,000 in market value of common stock of the Company and has held such stock continuously for more than 1 year as of today's date. Norges Bank intends to continue to hold these securities through the date of the Company's 2012 annual meeting of shareholders. The required certification of Norges Bank's ownership from the record owner will be forthcoming.

Please let me know if you would like to discuss the Proposal or if you have any questions.

Sincerely,



Michael J. Barry

MJB/rm
Enclosures



The Corporation's Bylaws are hereby amended as follows:

The following shall be added before the last paragraph of Article II, Section 8:

Notwithstanding any other provision of this Section, the Corporation shall include in its proxy materials for a meeting of Stockholders at which any director is to be elected the name, together with the Disclosure and Statement (both defined below), of any person nominated for election as a director by a Stockholder or group thereof that satisfied the requirements below (the "Nominator"), and allow Stockholders to vote with respect to such nominee on the Corporation's proxy card. Each Nominator may designate nominees representing up to 25% of the total number of the Corporation's directors.

To be eligible to make a nomination, a Nominator must:

(a) have beneficially owned 1% or more of the Corporation's outstanding common stock (the "Required Shares") continuously for 1 year prior to the submission of its nomination, and shall represent that it intends to hold such shares through the date of the meeting;

(b) provide to the Corporation's Secretary within the period specified in this Section written notice containing: (i) with respect to the nominee, the information required by this Section (the "Disclosure"); and (ii) notwithstanding any other provision of this Section, with respect to the Nominator, only proof of ownership of the Required Shares in satisfaction of SEC Rule 14a-8; and

(c) execute an undertaking that it agrees: (i) to assume all liability for any violation of law or regulation arising out of the Nominator's communications with Stockholders, including the Disclosure; and (ii) to the extent it uses soliciting material other than the Corporation's proxy materials, to comply with all laws and regulations relating thereto.

The Nominator shall have the option to furnish a statement, not exceeding 500 words, in support of each nominee's candidacy (the "Statement(s)"), at the time the Disclosure is submitted. The Board of Directors shall adopt a procedure for timely resolving disputes over whether notice was timely and whether the Disclosure and Statement(s) comply with this Section and the rules under the Exchange Act.

The following shall be added following the third paragraph of Article II, Section 5:

Notwithstanding the foregoing, the total number of directors elected at any meeting may include candidates nominated by a Nominator under the procedures set forth in Section 8 of Article II representing no more than 25% of the total number of the Corporation's directors.

SUPPORTING STATEMENT:

The right of shareholders to nominate board candidates is a fundamental principle of good governance and board accountability.

This proposal would give shareholders the right to nominate director candidates with reasonable limitations. These limitations include a 1% / 1 year holding requirement for nominators, permit nominators to nominate no more than 25% of the company's directors, and provide that, in any election, candidates nominated by shareholders under this procedure can be elected to fill no more than 25% of the Board seats.

More information is available at
<http://www.nbim.no/WesternUnionProxyAccessProposal>

We urge shareholders to vote FOR this proposal.

NBIM

Norges Bank Investment Management

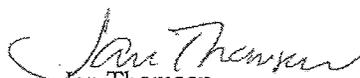
Corporate Secretary The Western Union Company 12500 East Belford Avenue Mailstop M21A2 Englewood, Colorado 80112	Date: November 21, 2011 Your ref: Our Ref:
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Dear Madam / Sir:

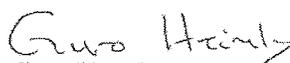
Power of Attorney for Grant & Eisenhofer P.A.

We, Norges Bank, the Investment Management division, P.O. Box 1179 Sentrum, 0107 Oslo, Norway, ("NBIM"), hereby confirm the authority of Grant & Eisenhofer P.A., by the attorneys Stuart Grant and/or Michael J. Barry, to act on behalf of NBIM for purposes of submitting the 2012 shareholder proposal and direct all communications to NBIM concerning the proposal to Grant & Eisenhofer P.A.

Yours sincerely,



Jan Thomsen
Chief Risk Officer
Email: jth@nbim.no
Tel: +47 2407 3249



Guro Heimly
Senior Legal Advisor
Email: guh@nbim.no
Tel: +47 2407 3112

Postal address: Norges Bank, P.O. Box 1179 Sentrum, 0107 Oslo, Norway, Att: Guro Heimly

Exhibit B



December 2, 2011

VIA FACSIMILE

Norges Bank, the Investment Management division
c/o Grant & Eisenhofer, P.A.
1201 N. Market Street, 21st Floor
Wilmington, Delaware, 19801
Fax Number: 302-622-7100
Attn: Michael J. Barry

Dear Mr. Barry:

On November 22, 2011, The Western Union Company (the "Company") received a letter, dated November 22, 2011, from you. Included with this letter was a proposal (the "Proposal") submitted on behalf of Norges Bank, the Investment Management division (the "Proponent"), intended for inclusion in the Company's proxy materials (the "2012 Proxy Materials") for its 2012 Annual Meeting of Stockholders (the "2012 Annual Meeting"). Also included with the letter was a Power of Attorney from the Proponent directing that all communications regarding the Proposal should be directed to you.

As you may know, Rule 14a-8 under the Securities Exchange Act of 1934 ("Rule 14a-8") sets forth the legal framework pursuant to which a shareholder may submit a proposal for inclusion in a public company's proxy statement. Set forth below are two procedural deficiencies we have identified with respect to the Proposal.

1. Rule 14a-8(b) establishes that in order to be eligible to submit a proposal a shareholder "must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year" by the date on which the proposal is submitted. If Rule 14a-8(b)'s eligibility requirements are not met, the company to which the proposal has been submitted may, pursuant to Rule 14a-8(f), exclude the proposal from its proxy statement.

Our records indicate that the Proponent is not a registered holder of the Company's common stock. Under Rule 14a-8(b), the Proponent must therefore prove its eligibility to submit a proposal in one of two ways: (i) submitting to the Company a written statement from the "record" holder of its common stock (usually a broker or bank) verifying that it has continuously held the requisite number of shares of common stock since at least November 22, 2010 (i.e., the date that is one year prior to the date on which it submitted the Proposal); or (ii) submitting to the Company a copy of a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 filed by it with the Securities and Exchange Commission that demonstrates its ownership of the requisite number of shares as of or before November 22, 2010, along with a written statement that (i) the Proponent has owned such shares for the one-year period prior to the date of the statement and (ii) the Proponent intends to continue ownership of the shares through the date of the 2012 Annual Meeting. Note that if the Proponent chooses to submit to the Company a written

statement from the record holder of its common stock, it must also include a statement that it intends to continue to hold the securities through the date of the 2012 Annual Meeting.

With respect to the first method of proving eligibility to submit a proposal described in the preceding paragraph, please note that the staff of the SEC's Division of Corporation Finance (the "Staff") recently issued guidance on its view of what types of brokers and banks should be considered "record" holders under Rule 14a-8(b). In *Staff Legal Bulletin No. 14F* (October 18, 2011), the Staff stated:

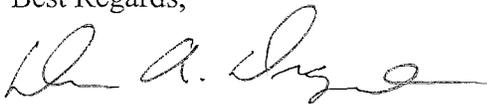
“[W]e will take the view going forward that, for Rule 14a-8(b)(2)(i) purposes, only [Depository Trust Company] participants should be viewed as “record holders” of securities that are deposited at [the Depository Trust Company]. As a result, we will no longer follow *Hain Celestial*.”

Unless we receive evidence of the Proponent's eligibility to submit a proposal that meets the standard set forth in Rule 14a-8(b), we intend to exclude the Proposal from the 2012 Proxy Materials. Please note that if the Proponent intends to submit any such evidence, it must be postmarked, or transmitted electronically, no later than 14 days from the date you receive this letter.

2. Rule 14a-8(d) establishes that a proposal submitted by a shareholder pursuant to Rule 14a-8 may not exceed 500 words. If Rule 14a-8(d) length requirement is not met, the company to which the proposal has been submitted may, pursuant to Rule 14a-8(f), exclude the proposal from its proxy statement. Based on our review, the Proposal is 504 words. If we do not receive a modified Proposal that does not exceed the length requirement of Rule 14a-8(d), we intend to exclude the Proposal from the 2012 Proxy Materials.

If you have any questions concerning the above, please do not hesitate to contact me at 720-332-5711.

Best Regards,



Darren A. Dragovich
Vice President and Senior Counsel
Corporate Governance and Securities

Exhibit C



Grant & Eisenhofer P.A.

123 Justison Street
Wilmington, DE 19801
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Michael J. Barry
Director
Tel: 302-622-7065
mbarry@gelaw.com

December 2, 2011

VIA FAX AND OVERNIGHT MAIL

Mr. Darren A. Dragovich
Vice President and Senior Counsel
The Western Union Company
12500 East Belford Avenue
Mailstop MA21A2
Englewood, Colorado 80112

Re: Shareholder Proposal Pursuant to Rule 14a-8

Dear Mr. Dragovich:

Thank you for your letter dated December 2, 2011, regarding the shareholder proposal submitted by Norges Bank on November 22, 2011. As you requested, enclosed is the required certification of Norges Bank's share ownership from the record owner in satisfaction of SEC Rule 14a-8(b).

Regarding your statement that you believe the proposal exceeds the 500 word limitation, we do not agree. We have counted the total number of words using both a manual method as well as the automated word count function of Microsoft Word. Under both analyses, Norges Bank's shareholder proposal does not exceed 500 words. In any event, the deadline for submitting shareholder proposals to Western Union is December 7, 2011. If you disagree with our calculation, please call me at your earliest convenience so we can resolve whatever discrepancy exists in advance of the shareholder submission deadline. If I do not hear from you, I will assume you agree with our assessment.

Thank you for your attention to this matter.

Sincerely,

Michael J. Barry

MJB/rm
Enclosure



J.P.Morgan

J.P. Morgan Chase Bank, N.A.
Chaseside,
Bournemouth,
Dorset,
BH7 7DA
United Kingdom

"The Western Union Company"

Thursday, 01 December 2011

To The Company Secretary;

Re: The Western Union Company FISA & OMB Memorandum M-07-16***

Please accept our confirmation that as at 22nd November 2011 and for a minimum of one year prior to 22nd November 2011, we J.P. Morgan Chase Bank, N.A., have held at least \$2,000.00 of the entitled voting share capital in The Western Union Company (the "Company") on behalf of the following customer(s):

J.P. Morgan Chase Bank N.A. hereby confirms that JP Morgan Chase Bank N.A. is a DTC Participant. Its participant number is 902.

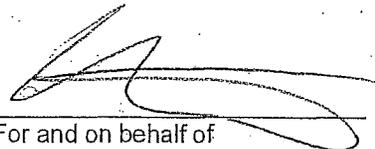
CUSTOMER
Norges Bank Investment Management (on behalf of Government of Norway)

Executed on Thursday, 01 December 2011 in Bournemouth, UK.

Yours faithfully,



For and on behalf of
JPMorgan Chase Bank, N.A.



For and on behalf of
JPMorgan Chase Bank, N.A.

Exhibit D



Grant & Eisenhofer P.A.

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Michael J. Barry
Director
Tel: 302-622-7065
mbarry@gelaw.com

December 2, 2011

VIA FAX AND OVERNIGHT MAIL

Mr. Darren A. Dragovich
Vice President and Senior Counsel
The Western Union Company
12500 East Belford Avenue
Mailstop MA21A2
Englewood, Colorado 80112

Re: Shareholder Proposal Pursuant to Rule 14a-8

Dear Mr. Dragovich:

Enclosed is a slightly amended version of the proposal submitted to The Western Union Company by Norges Bank on November 22, 2011 (the "Proposal"). The attached minor amendment makes some technical non-substantive changes to avoid any potential questions regarding the total number of words in the Proposal. For your reference, also attached is a redline showing the minor changes.

Our understanding is that this slight amendment does not make any substantive changes to the Proposal, and is a technical revision of the Proposal only. Thus, the submission date of November 22, 2011, is still the correct and operative submission date for the Proposal. As a result, we believe that the previously submitted certification of ownership from the record owner, JP Morgan Chase Bank, is in compliance with SEC Rule 14a-8 in certifying our client's ownership of shares as of November 22, 2011. If you disagree and believe that this technical amendment constitutes the submission of a new proposal, please consider the Proposal withdrawn and let me know immediately so that we can make arrangements to have an appropriate ownership certification sent to your attention.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Michael J. Barry', is written over a horizontal line.

Michael J. Barry

MJB/rm
Enclosures



The Corporation's Bylaws are hereby amended as follows:

The following shall be added before the last paragraph of Article II, Section 8:

Notwithstanding any other provision of this Section, the Corporation shall include in its proxy materials for a meeting of Stockholders at which any director is to be elected the name, together with the Disclosure and Statement (both defined below), of any person nominated for election as a director by a Stockholder or group thereof that satisfied the requirements below (the "Nominator"), and allow Stockholders to vote with respect to such nominee on the Corporation's proxy card. Each Nominator may designate nominees representing up to 25% of the total number of the Corporation's directors.

To be eligible to make a nomination, a Nominator must:

- (a) have beneficially owned 1% or more of the Corporation's outstanding common stock (the "Required Shares") continuously for 1 year prior to the submission of its nomination, and shall represent that it intends to hold such shares through the date of the meeting;
- (b) provide to the Corporation's Secretary within the period specified in this Section written notice containing: (i) with respect to the nominee, the information required by this Section (the "Disclosure"); and (ii) notwithstanding any other provision of this Section, with respect to the Nominator, only proof of ownership of the Required Shares in satisfaction of SEC Rule 14a-8; and
- (c) execute an undertaking that it agrees: (i) to assume all liability for any violation of law or regulation arising out of the Nominator's communications with Stockholders, including the Disclosure; and (ii) to the extent it uses soliciting material other than the Corporation's proxy materials, to comply with all laws and regulations relating thereto.

The Nominator shall have the option to furnish a statement, not exceeding 500 words, in support of each nominee's candidacy (the "Statement(s)"), at the time the Disclosure is submitted. The Board of Directors shall adopt a procedure for timely resolving disputes over whether notice was timely and whether the Disclosure and Statement(s) comply with this Section and the rules under the Exchange Act.

The following shall be added following the third paragraph of Article II, Section 5:

Notwithstanding the foregoing, the total number of directors elected at any meeting may include candidates nominated by a Nominator under the procedures set forth in Section 8 of Article II representing no more than 25% of the total number of the Corporation's directors.

Shareholders' right to nominate board candidates is a fundamental principle of good governance and board accountability.

This proposal would enable shareholders to nominate director candidates with reasonable limitations, including a 1% / 1 year holding requirement for nominators, permitting nominators to nominate no more than 25% of the company's directors, and providing that, in any election, candidates nominated by shareholders under this procedure can be elected to fill no more than 25% of the Board seats.

For more information see <http://www.nbim.no/WesternUnionProxyAccessProposal>

Please vote FOR this proposal.

The Corporation's Bylaws are hereby amended as follows:

The following shall be added before the last paragraph of Article II, Section 8:

Notwithstanding any other provision of this Section, the Corporation shall include in its proxy materials for a meeting of Stockholders at which any director is to be elected the name, together with the Disclosure and Statement (both defined below), of any person nominated for election as a director by a Stockholder or group thereof that satisfied the requirements below (the "Nominator"), and allow Stockholders to vote with respect to such nominee on the Corporation's proxy card. Each Nominator may designate nominees representing up to 25% of the total number of the Corporation's directors.

To be eligible to make a nomination, a Nominator must:

(a) have beneficially owned 1% or more of the Corporation's outstanding common stock (the "Required Shares") continuously for 1 year prior to the submission of its nomination, and shall represent that it intends to hold such shares through the date of the meeting;

(b) provide to the Corporation's Secretary within the period specified in this Section written notice containing: (i) with respect to the nominee, the information required by this Section (the "Disclosure"); and (ii) notwithstanding any other provision of this Section, with respect to the Nominator, only proof of ownership of the Required Shares in satisfaction of SEC Rule 14a-8; and

(c) execute an undertaking that it agrees: (i) to assume all liability for any violation of law or regulation arising out of the Nominator's communications with Stockholders, including the Disclosure; and (ii) to the extent it uses soliciting material other than the Corporation's proxy materials, to comply with all laws and regulations relating thereto.

The Nominator shall have the option to furnish a statement, not exceeding 500 words, in support of each nominee's candidacy (the "Statement(s)"), at the time the Disclosure is submitted. The Board of Directors shall adopt a procedure for timely resolving disputes over whether notice was timely and whether the Disclosure and Statement(s) comply with this Section and the rules under the Exchange Act.

The following shall be added following the third paragraph of Article II, Section 5:

Notwithstanding the foregoing, the total number of directors elected at any meeting may include candidates nominated by a Nominator under the procedures set forth in Section 8 of Article II representing no more than 25% of the total number of the Corporation's directors.

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For more information see <http://www.nbim.no/WesternUnionProxyAccessProposal>

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Please vote FOR this proposal.

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