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March 6, 1996

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VIA FEDERAL EXPRESS

960304-TI

Ms. Blanca S. Bayo
Director, Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0870

Re: OAN SERVICES OF FLORIDA, INC.
Request for Approval of Intracorporate Reorganization
and Pro Forma Transfer of Control

Dear Ms. Bayo:

On behalf of OAN Services of Florida, Inc. d/b/a Operator Assistance Network ("OAN"), and pursuant to Florida Statutes Section 364.335(4) and Florida Administrative Code Rule 25-24.473(1)-(2), we hereby request approval of a transaction whereby OAN's corporate parent, Electronic Data Systems Corporation ("EDS"), a Texas corporation, will no longer be a subsidiary of General Motors Corporation ("GM"), and EDS' stock will instead be held by the Class E Common Shareholders of GM (the "Split Off Transaction").^{1/}

The Parties respectfully request expedited treatment of this application by April 30, 1996 to permit them to consummate the Split Off Transaction pursuant as currently planned.

^{1/} OAN is a subsidiary of OAN Services, Inc., a wholly-owned subsidiary of EDS. EDS, in turn, is currently a subsidiary of Electronic Data Systems Intermediate Corporation, which is a subsidiary of Electronic Data Systems Holding Corporation, a wholly-owned subsidiary of GM. After the Split Off Transaction described herein, OAN will remain a subsidiary of OAN Services, Inc., which in turn will remain a wholly-owned subsidiary of EDS. In addition, Electronic Data Systems Intermediate Corporation, one of the two holding companies which currently exist between EDS and GM, will be eliminated by a reincorporation merger essentially contemporaneous with the Split Off Transaction. For the Commission's reference, an Organizational Chart showing the current corporate relationships between OAN and its parent companies and the structure following the Split Off Transaction is attached hereto as Exhibit 1.

DOCUMENT NUMBER-DATE

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FISC-RECORDS/REPORTING

I. OAN SERVICES OF FLORIDA, INC.

OAN is a California corporation with its principal place of business at 7755 Haskell Avenue, Van Nuys, California 91406. OAN provides billing services to certificated interexchange carriers and payphone providers in Florida pursuant to a certificate of public convenience and necessity issued by the Commission.^{2/} OAN processes call records for billing and handling inquiries on behalf of its clients. OAN does not have transmission or switching facilities located in Florida, and does not own, operate, or resell telephone transmission services in the state. After receiving call records from its individual clients, OAN consolidates these records, transmits them to the appropriate LEC for billing and collection and, finally, distributes the funds realized from LECs to the appropriate OAN client.

Further information concerning OAN's legal, technical, managerial and financial qualifications to provide service, and a tariff of its Florida rates and charges, was submitted with OAN's application for certification filed with the Commission, and is herein incorporated by reference.

Consummation of the Split Off Transaction will not affect OAN's ability to offer high quality, cost-effective billing and collection services in Florida. OAN expects to continue to rely on its existing management and operations staff to provide service. The Company will continue to operate in Florida under the same name. The proposed transaction will therefore be transparent to, and have no impact on, the services provided to OAN's clients and the end users receiving bills processed by OAN.

^{2/} Certificate No. 2388. OAN's authority in Florida was originally granted to OAN, Inc. in Order No. 22390, *In re: Application of OAN, Inc. for Authority to Provide Interexchange Telecommunications Service*, Docket No. 890109 (Jan. 9, 1990). OAN, Inc.'s certificate was assigned to OAN Services of Florida, Inc. pursuant to Order No. 24879, *In re: Application for Transfer of IXC Certificate No. 2388 from OAN, Inc. d/b/a Operator Assistance Network to OAN Services of Florida, Inc. d/b/a Operator Assistance Network*, Docket No. 910509-TI (Aug. 5, 1991).

II. DESIGNATED CONTACTS

The designated contacts for questions concerning this application are:

Jean L. Kiddoo, Esq.
Charles H.N. Kallenbach, Esq.
SWIDLER & BERLIN, CHTD.
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
(202) 424-7834
(202) 424-7645 (FAX)

Copies of such correspondence should also be sent to the following:

Mr. Ronald F. Evans
OAN Services of Florida, Inc.
7755 Haskell Avenue
Van Nuys, CA 91406
(818) 786-4626

II. THE SPLIT OFF TRANSACTION

The Split Off Transaction is a transaction in which EDS will be separated from GM and become an independent public company whose stock is owned by the public rather than GM. As a part of the transaction, persons who own Class E Common Stock of GM will exchange that stock for an equal number of shares of EDS Common Stock, which will be listed on the New York Stock Exchange and the London Stock Exchange. As a result, EDS will no longer be a subsidiary of GM, although EDS will continue to be a supplier of information technology ("IT") and other services to GM through a long-term contractual arrangement.

EDS' business, locations and assets, including OAN, will not change as a result of the Split Off Transaction, and EDS (which will become a Delaware corporation through an essentially contemporaneous re-incorporation merger) will continue to honor its contractual and other obligations in accordance with their terms. EDS will retain the same management as prior to the transaction, who will operate under the direction of a new Board of Directors that will include members of EDS management and independent directors but that will not include any GM representatives.

The Split Off Transaction will require, among other things, the approval of the Board of Directors of GM and of stockholders of GM, neither of which has yet been obtained and as to

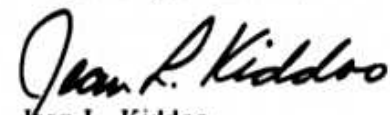
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which there can be no assurance that they will be forthcoming. Accordingly, OAN requests approval of the Split Off Transaction as currently contemplated, and will advise the Commission should it not be approved by the GM Board of Directors and the GM stockholders, or should its final terms differ materially from the description set forth herein.

III. CONCLUSION

For the reasons stated herein, the Parties respectfully request that the Commission authorize the Split Off Transaction whereby ownership of the stock in EDS (OAN's corporate parent) will be transferred from GM (EDS' indirect corporate parent) to the Class E Common Shareholders of GM.

Respectfully submitted,


Jean L. Kiddoo
Charles H. N. Kallenbach

Enclosures

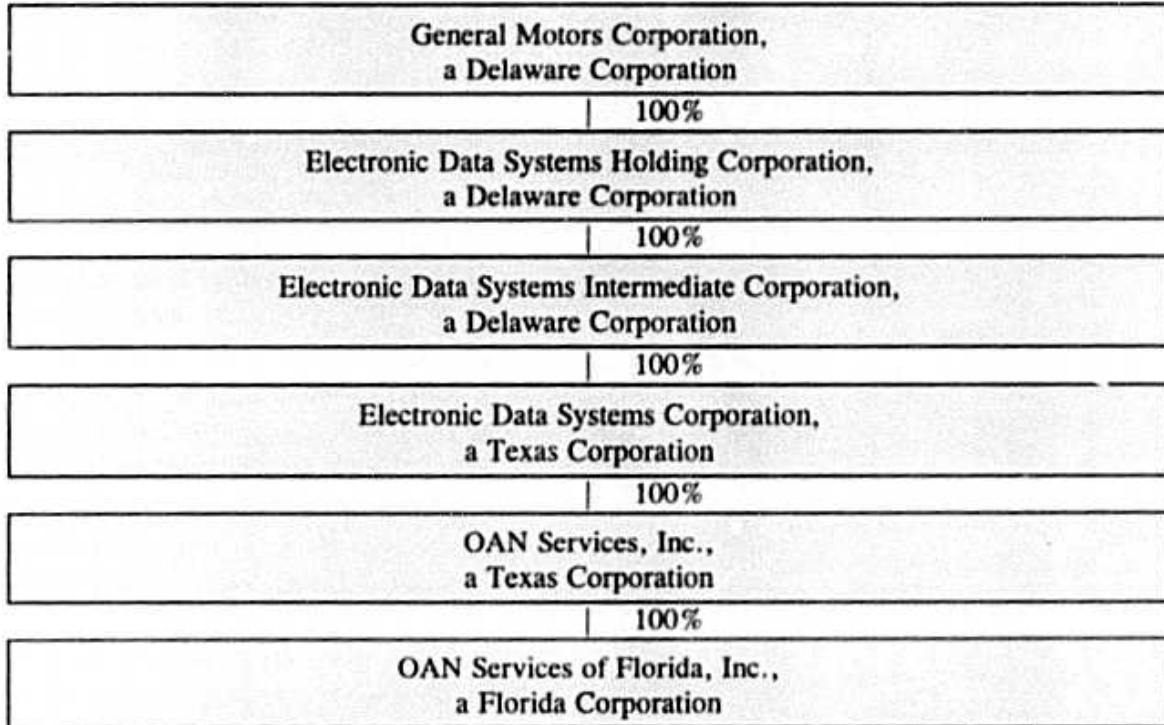
cc: Mr. Thomas Williams (FPSC)
Mr. Ronald F. Evans (OAN)
Mr. John Lynn (EDS)

EXHIBIT 1

Organizational Chart

ORGANIZATIONAL CHART

PRE SPLIT OFF TRANSACTION



POST SPLIT OFF TRANSACTION

