



November 7, 2003

**BY HAND DELIVERY**

Ms. Blanca Bayó, Director  
Division of Commission Clerk and  
Administrative Services  
2540 Shumard Oak Boulevard  
Tallahassee, FL 32399-0850

Re: Notification of Restructuring and Certain Related Intra-Corporate Transactions  
Undertaken to Consummate Plan of Reorganization Under Chapter 11 of the  
Federal Bankruptcy Code

Dear Ms. Bayó,

On behalf of WorldCom, Inc. ("WorldCom" or "the Company") and its Florida public utility subsidiaries listed on Exhibit 1 hereto (together "WorldCom"), we are pleased to advise you that on October 31, 2003, Judge Arthur Gonzalez of the United States Bankruptcy Court for the Southern District of New York confirmed WorldCom's Plan of Reorganization under Chapter 11 of the Federal Bankruptcy Code (the "Plan").<sup>1</sup> The Judge's action permits the Company to undertake the final steps necessary to consummate the Plan and to emerge from bankruptcy. As we previously advised the Commission, these final steps include certain corporate restructuring and related transactions that are essential aspects of Plan and the Company's emergence from Chapter 11 bankruptcy protection. For the Commission's reference, this letter describes the internal corporate restructuring that will now take place and requests that the Commission cancel certain certificates held by Company subsidiaries whose operations will be consolidated with those of MCImetro Access Transmission Services LLC ("MCImetro") as part of the reorganization, and to cancel the certificate of Access Network Services, Inc.. MCImetro will shortly be filing with the Commission appropriate tariff changes to reflect this internal corporate consolidation, which is described more fully below.

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<sup>1</sup> The Plan of Reorganization (Ex. A to WorldCom's May 23, 2003 Disclosure Statement), the Supplement to Debtors' Disclosure Statement, dated July 3, 2003, additional Supplements to the Disclosure Statement, the Debtor's Modified Second Amended Joint Plan of Reorganization, dated October 21, 2003, and related documents are publicly available on-line at <http://global.mci.com/news/infodesk>.

DOCUMENT NUMBER-DATE

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FPSC-COMMISSION CLERK

### **DESCRIPTION OF THE REORGANIZATION**

WorldCom is currently a global telecommunications company organized and existing under the laws of the State of Georgia with its principal places of business located at 22001 Loudoun County Parkway, Ashburn, Virginia 20147. Through various operating subsidiaries, including the Florida operating subsidiaries identified in Exhibit 1, the Company provides international and domestic interstate, intrastate and local telecommunications services in each of the 50 states and the District of Columbia. Our telecommunications offerings are comprehensive in scale and scope and include virtually every type of voice and data service. Additional information on the Company is available at [www.mci.com](http://www.mci.com)

On July 21, 2002 and November 8, 2002, WorldCom, Inc., and 221 of its direct and indirect domestic subsidiaries (the "Debtors") commenced cases under Chapter 11 of the United States Bankruptcy Code in the Bankruptcy Court in the Southern District of New York.<sup>2</sup> The Company's operating subsidiaries have continued to operate their public utility businesses, in Florida and elsewhere, without interruption during the Chapter 11 reorganization proceedings. The Company has not discontinued or diminished its service to utility customers, despite its bankruptcy filing. It has maintained its state-of-the-art network, preserved service quality, and continued to expand the availability of innovative and competitive services during this process.

The recently approved Plan of Reorganization will reorganize WorldCom's capital structure. WorldCom is the parent company of various operating subsidiaries; it offers no services directly to the public and holds no certificates of public convenience and necessity issued by the Commission. Under the Plan, WorldCom's existing common stock and debt will be cancelled and holders of certain classes of claims against the Debtors will receive, in full and complete satisfaction of their claims, newly issued stock in and/or notes of New MCI (as defined below). In addition, holders of some classes of claims will receive cash payments in full or partial satisfaction of their claims.

WorldCom, Inc. will be reincorporated as a Delaware corporation and renamed MCI, Inc. To effectuate the reincorporation, the WorldCom holding company will be merged into a wholly-owned subsidiary that is incorporated in Delaware, with the subsidiary remaining as the surviving company. At the time of emergence, the subsidiary will change its name to MCI, Inc. ("New MCI"). New MCI will be authorized to issue up to 2 billion shares of new common stock, and between \$4.5 and \$5.5 billion of new notes to holders of Allowed Claims. New MCI will continue to be a widely-held public corporation. No single security holder will exercise either *de jure* or *de facto* control over New MCI. New MCI, like its predecessor WorldCom, Inc., will offer no services to the public and will hold no certificates issued by this Commission. The current officers of WorldCom will continue to serve as the officers of New MCI.

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<sup>2</sup>

*In re WorldCom, Inc.*, Case No. 02-13533 (AJG) (S.D.N.Y.).

As another critical part of the reorganization, many of the existing operating subsidiaries and holding company subsidiaries will be merged or dissolved so that the New MCI operates under a more rationally organized corporate legal structure. This streamlining is intended to achieve operating efficiencies, cost savings, and administrative benefits. The more efficient structure also will reduce duplication of effort and confusion in the New MCI's dealings with regulators, other government agencies, vendors, and customers.

There are five subsidiaries of WorldCom currently operating as competitive local exchange carriers ("CLECs") in Florida. Each of these subsidiaries currently holds a separate certificate of public convenience and necessity and files its own tariffs separate from the other subsidiaries. The consolidation of CLEC operations envisioned by the Plan of Reorganization will result in the merger of the below-noted CLEC operations into MCImetro. MCImetro is the entity that is best known for providing the residential "Neighborhood" service. It will now be the primary entity providing residential and business local services for New MCI. Specifically, the CLEC consolidation will incorporate the following transactions:

- Metropolitan Fiber Systems of Florida, Inc., will be merged into MCImetro and will no longer offer service in Florida. Therefore, as noted above, MCImetro is filing tariff revisions so that all current customers will continue to receive service under the same rates, terms, and conditions as they currently enjoy. Insofar as this company will no longer be providing service following the consolidation, WorldCom requests that its certificate be cancelled by the Commission effective January 1, 2004, or upon the tariff changes becoming effective, whichever date is later.
- The CLEC operations of MCI WorldCom Communications, Inc. ("MCI Communications"), will also be merged into MCImetro, and appropriate tariff revisions will be made to incorporate its existing local rates and services into MCImetro's tariff. In contrast to the other CLEC mergers, however, MCI Communications will continue to operate as an interexchange carrier and offer long distance service pursuant to its existing certificate following the consolidation. Therefore the Company is not requesting that its IXC certificate be cancelled.
- The CLEC operations of Intermedia Communications, Inc. ("ICI") will not be consolidated into MCImetro at this time. Instead, ICI will be merged into a newly-formed, wholly-owned subsidiary of New MCI at the time of emergence, but there will be no change to the rates, terms and conditions of the services being provided to Intermedia customers as a result of that restructuring.
- Access Network Services, Inc. (ANSI) holds an STS certificate in Florida, but it is not providing any services, nor does it have any customers, in Florida at this time. Therefore, WorldCom requests that ANSI's STS certificate be cancelled.

Affected customers will receive prior notice of all of these organizational changes, and this Commission will be able to review these tariff changes to ensure that consumers' rights are fully protected. A "before and after" organizational chart is attached hereto as Exhibit 2 to illustrate these changes.

The Company's Plan for emergence from bankruptcy will not change the Commission's jurisdiction over any of its regulated operations. The services, rates, terms, and conditions of service provided to the customers of MCI's utility subsidiaries will remain subject to the jurisdiction of the Commission to the same extent as before emergence. New MCI subsidiaries will continue to file tariffs, notices, and reports with state commissions, as appropriate, regarding all of their intrastate services.

### CONCLUSION

An original and 15 copies of this letter are enclosed. Please date-stamp the enclosed extra copy of this filing and return it in the attached self-addressed, stamped envelope. Please do not hesitate to contact me if the Commission has any questions regarding the reorganization.

Respectfully submitted,



Donna Canzano McNulty

**WORLDCOM, INC., for itself and on behalf of  
its Florida public utility subsidiaries**

cc: Rick Melson, General Counsel

**Exhibit 1**

**CERTIFICATED OPERATING SUBSIDIARIES**

## **FLORIDA SUBSIDIARIES**

Access Network Services, Inc.

Intermedia Communications, Inc.

MCImetro Access Transmission Services LLC

MCI WorldCom Communications, Inc.

MCI WorldCom Network Services, Inc.

Metropolitan Fiber Systems of Florida, Inc.

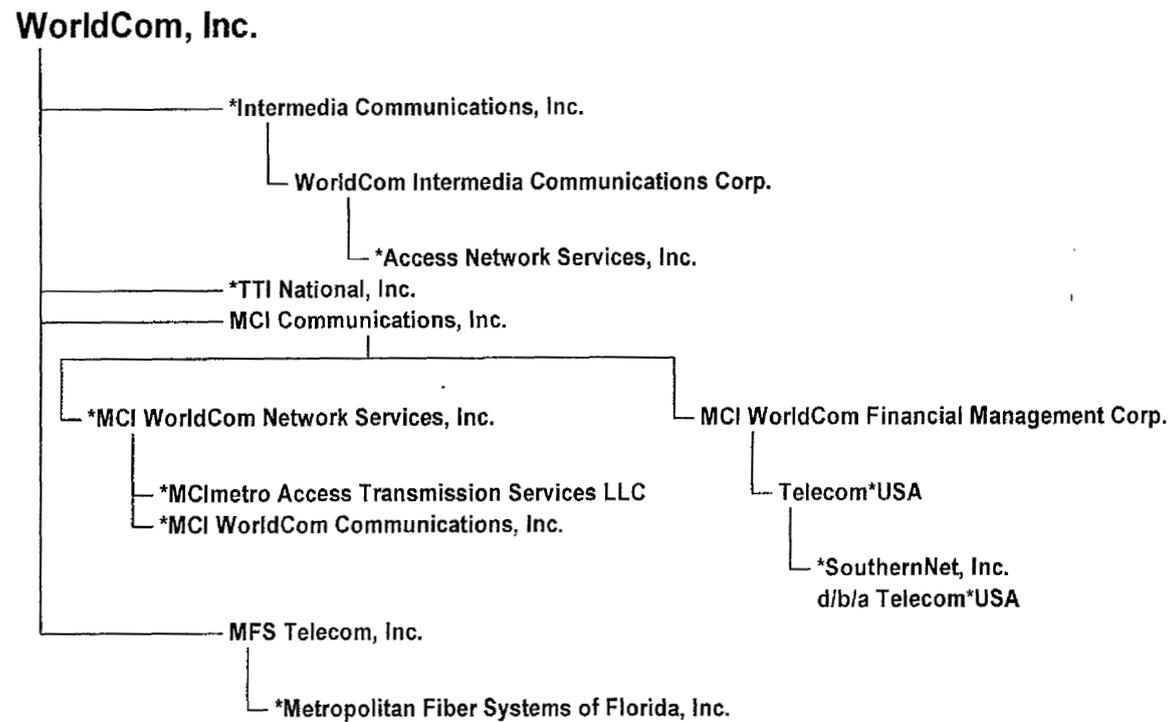
SouthernNet, Inc. d/b/a Telecom\*USA

TTI National, Inc.

**Exhibit 2**

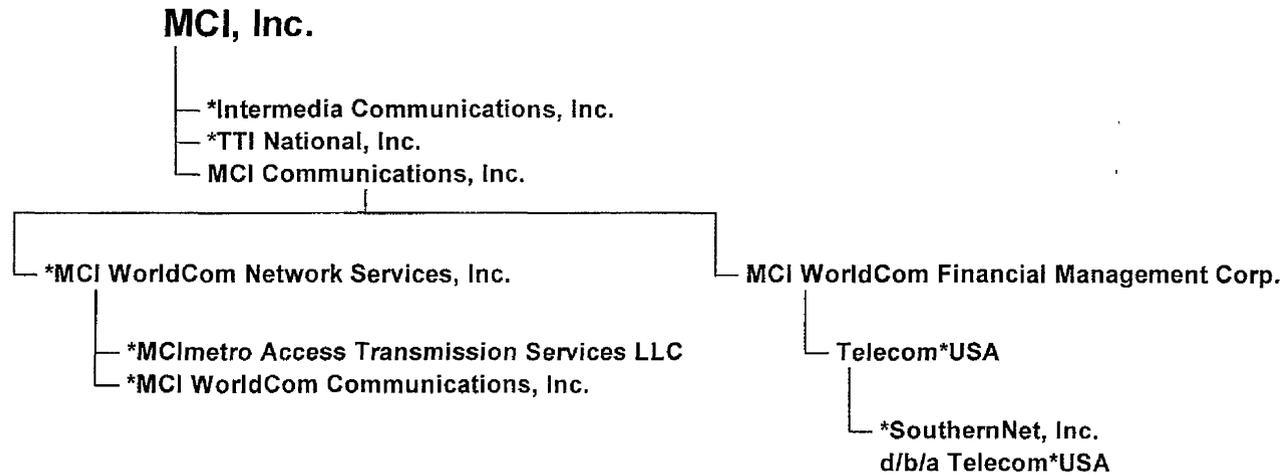
**ORGANIZATION CHARTS**

# Florida Pre-Reorganization Structure



\* Denotes entities regulated by Commission

# Florida Post Reorganization Structure



\* Denotes entities regulated by Commission