

<b>FORM B1</b>	<b>United States Bankruptcy Court Southern District of New York</b>	<b>Voluntary Petition</b>
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Name of Debtor (if individual, enter Last, First, Middle): <b>WorldCom, Inc.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): <b>MCI WORLDCOM, Inc., LDDS WorldCom</b>	All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):
Soc. Sec./Tax I.D. No. (if more than one, state all): <b>58-1521612</b>	Soc. Sec./Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No. & Street, City, State & Zip Code): <b>500 Clinton Center Drive Clinton, Mississippi 39056</b>	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):
County of Residence or of the Principal Place of Business: <b>Hinds County, Clinton, Mississippi</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):

Location of Principal Assets of Business Debtor (if different from street address above):  
**The Debtor and its affiliates own and operate a global telecommunications network with substantial assets throughout North America, Europe, the Middle East, Africa, Latin America, Australia, and Asia.**

**Information Regarding the Debtor (Check the Applicable Boxes)**

- Venue** (Check any applicable box)
- Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

<p style="text-align: center;"><b>Type of Debtor</b> (Check all boxes that apply)</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Railroad</p> <p><input checked="" type="checkbox"/> Corporation                            <input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Partnership                            <input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Other _____</p>	<p style="text-align: center;"><b>Chapter or Section of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)</p> <p><input type="checkbox"/> Chapter 7                      <input checked="" type="checkbox"/> Chapter 11                      <input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 9                      <input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding</p>
<p style="text-align: center;"><b>Nature of Debts</b> (Check one box)</p> <p><input type="checkbox"/> Consumer/Non-Business                      <input checked="" type="checkbox"/> Business</p>	<p style="text-align: center;"><b>Filing Fee</b> (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.</p>
<p style="text-align: center;"><b>Chapter 11 Small Business</b> (Check all boxes that apply)</p> <p><input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101</p> <p><input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)</p>	

**Statistical/Administrative Information** (Estimates only)

Debtor estimates that funds will be available for distribution to unsecured creditors.

Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors <b>(consolidated basis)</b>	1-15	16-49	50-99	100-199	200-999	1000-over
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Estimated Assets <b>(consolidated basis)</b>							
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Estimated Debts <b>(consolidated basis)</b>							
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

THIS SPACE IS FOR COURT USE ONLY

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>WorldCom, Inc.</b>
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<b>Prior Bankruptcy Case Filed Within Last 6 Years</b> (If more than one, attach additional sheet)		
Location Where Filed: N/A	Case Number:	Date Filed:

<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet)		
Name of Debtor: See attached list of Affiliated Chapter 11 Debtors	Case Number:	Date Filed: 7/21/02
District: S.D.N.Y.	Relationship:	Judge:

## Signatures

### Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

\_\_\_\_\_  
Signature of Debtor

\_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

### Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

Exhibit A is attached and made a part of this petition.

### Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

\_\_\_\_\_  
Signature of Attorney for Debtor(s)

\_\_\_\_\_  
Date

### Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No

### Signature of Attorney

X /s/ Marcia L. Goldstein

\_\_\_\_\_  
Signature of Attorney for Debtor(s)

Marcia L. Goldstein

\_\_\_\_\_  
Printed Name of Attorney for Debtor(s)

Weil, Gotshal & Manges LLP

\_\_\_\_\_  
Firm Name

767 Fifth Avenue

\_\_\_\_\_  
Address

New York, New York 10153

(212) 310-8000

\_\_\_\_\_  
Telephone Number

7/21/02

\_\_\_\_\_  
Date

### Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

\_\_\_\_\_  
Printed Name of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social Security Number

\_\_\_\_\_  
Address

\_\_\_\_\_  
Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

\_\_\_\_\_  
Signature of Bankruptcy Petition Preparer

\_\_\_\_\_  
Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

### Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Susan Mayer

\_\_\_\_\_  
Signature of Authorized Individual

Susan Mayer

\_\_\_\_\_  
Printed Name of Authorized Individual

Senior Vice President

\_\_\_\_\_  
Title of Authorized Individual

7/21/02

\_\_\_\_\_  
Date

### Affiliated Chapter 11 Debtors

WorldCom, Inc.	Parent
Brooks Fiber Properties, Inc.	Direct Subsidiary
Com Systems, Inc.	Direct Subsidiary
E.L. Acquisition, Inc.	Direct Subsidiary
Healan Communications, Inc.	Direct Subsidiary
Intermedia Communications Inc.	Direct Subsidiary
MCI Communications Corporation	Direct Subsidiary
MCI WORLDCOM Brands, L.L.C.	Direct Subsidiary
MCI WorldCom Management Company, Inc.	Direct Subsidiary
Military Communications Center, Inc.	Direct Subsidiary
SkyTel Communications, Inc.	Direct Subsidiary
TransCall America, Inc.	Direct Subsidiary
TTI National, Inc.	Direct Subsidiary
Wireless One, Inc.	Direct Subsidiary
WorldCom Broadband Solutions, Inc.	Direct Subsidiary
WorldCom International Mobile Services, Inc.	Direct Subsidiary
WorldCom Wireless, Inc.	Direct Subsidiary
Access Network Services, Inc.	Indirect Subsidiary
Access Virginia, Inc.	Indirect Subsidiary
ALD Communications, Inc.	Indirect Subsidiary
BFC Communications, Inc.	Indirect Subsidiary
Bittel Telecommunications Corporation	Indirect Subsidiary
Brooks Fiber Communications of Arkansas, Inc.	Indirect Subsidiary
Brooks Fiber Communications of Bakersfield, Inc.	Indirect Subsidiary
Brooks Fiber Communications of Connecticut, Inc.	Indirect Subsidiary
Brooks Fiber Communications of Fresno, Inc.	Indirect Subsidiary
Brooks Fiber Communications of Massachusetts, Inc.	Indirect Subsidiary
Brooks Fiber Communications of Michigan, Inc.	Indirect Subsidiary
Brooks Fiber Communications of Minnesota, Inc.	Indirect Subsidiary
Brooks Fiber Communications of Mississippi, Inc.	Indirect Subsidiary
Brooks Fiber Communications of Missouri, Inc.	Indirect Subsidiary
Brooks Fiber Communications of Nevada, Inc.	Indirect Subsidiary
Brooks Fiber Communications of New England, Inc.	Indirect Subsidiary
Brooks Fiber Communications of New Mexico, Inc.	Indirect Subsidiary
Brooks Fiber Communications of New York, Inc.	Indirect Subsidiary
Brooks Fiber Communications of Ohio, Inc.	Indirect Subsidiary
Brooks Fiber Communications of Oklahoma, Inc.	Indirect Subsidiary
Brooks Fiber Communications of Rhode Island, Inc.	Indirect Subsidiary
Brooks Fiber Communications of Sacramento, Inc.	Indirect Subsidiary
Brooks Fiber Communications of San Jose, Inc.	Indirect Subsidiary
Brooks Fiber Communications of Stockton, Inc.	Indirect Subsidiary
Brooks Fiber Communications of Tennessee, Inc.	Indirect Subsidiary
Brooks Fiber Communications of Texas, Inc.	Indirect Subsidiary
Brooks Fiber Communications of Tucson, Inc.	Indirect Subsidiary
Brooks Fiber Communications of Tulsa, Inc.	Indirect Subsidiary
Brooks Fiber Communications of Utah, Inc.	Indirect Subsidiary
Brooks Fiber Communications-LD, Inc.	Indirect Subsidiary
BTC Transportation Corporation	Indirect Subsidiary
Business Internet, Inc.	Indirect Subsidiary
Chicago Fiber Optic Corporation	Indirect Subsidiary
COM/NAV Realty Corp.	Indirect Subsidiary
Cross Country Wireless, Inc.	Indirect Subsidiary

CS Wireless Battle Creek, Inc.	Indirect Subsidiary
CS Wireless Systems, Inc.	Indirect Subsidiary
Express Communications, Inc.	Indirect Subsidiary
FiberNet Rochester, Inc.	Indirect Subsidiary
Fibernet, Inc.	Indirect Subsidiary
ICI Capital LLC	Indirect Subsidiary
Intelligent Investment Partners, Inc.	Indirect Subsidiary
Intermedia Capital, Inc.	Indirect Subsidiary
Intermedia Communications of Virginia, Inc.	Indirect Subsidiary
Intermedia Investment, Inc.	Indirect Subsidiary
Intermedia Licensing Company	Indirect Subsidiary
Intermedia Services LLC	Indirect Subsidiary
Jones Lightwave of Denver, Inc.	Indirect Subsidiary
Marconi Telegraph Cable Company, Inc.	Indirect Subsidiary
MCI Canada, Inc.	Indirect Subsidiary
MCI Equipment Acquisition Corporation	Indirect Subsidiary
MCI Galaxy III Transponder Leasing, Inc.	Indirect Subsidiary
MCI Global Access Corporation	Indirect Subsidiary
MCI Global Support Corporation	Indirect Subsidiary
MCI International Services, L.L.C.	Indirect Subsidiary
MCI International Telecommunications Corporation	Indirect Subsidiary
MCI International, Inc.	Indirect Subsidiary
MCI International Telecommunications Holding Corporation	Indirect Subsidiary
MCI Investments Holdings, Inc.	Indirect Subsidiary
MCI Network Technologies, Inc.	Indirect Subsidiary
MCI Omega Properties, Inc.	Indirect Subsidiary
MCI Payroll Services, LLC	Indirect Subsidiary
MCI Research, Inc.	Indirect Subsidiary
MCI Transcon Corporation	Indirect Subsidiary
MCI Wireless, Inc.	Indirect Subsidiary
MCI WORLDCOM Brooks Telecom, LLC	Indirect Subsidiary
MCI WORLDCOM Capital Management Corporation	Indirect Subsidiary
MCI WORLDCOM Communications of Virginia, Inc.	Indirect Subsidiary
MCI WORLDCOM Communications, Inc.	Indirect Subsidiary
MCI WorldCom Financial Management Corporation	Indirect Subsidiary
MCI WORLDCOM Global Networks U.S., Inc.	Indirect Subsidiary
MCI WORLDCOM International, Inc.	Indirect Subsidiary
MCI WORLDCOM MFS Telecom, LLC	Indirect Subsidiary
MCI WORLDCOM Network Services of Virginia, Inc.	Indirect Subsidiary
MCI WORLDCOM Network Services, Inc.	Indirect Subsidiary
MCI WORLDCOM Synergies Management Company, Inc.	Indirect Subsidiary
MCI/OTI Corporation	Indirect Subsidiary
MCImetro Access Transmission Services of Virginia, Inc.	Indirect Subsidiary
MICmetro Access Transmission Services LLC	Indirect Subsidiary
Metrex Corporation	Indirect Subsidiary
Metropolitan Fiber Systems of Arizona, Inc.	Indirect Subsidiary
Metropolitan Fiber Systems of Baltimore, Inc.	Indirect Subsidiary
Metropolitan Fiber Systems of California, Inc.	Indirect Subsidiary
Metropolitan Fiber Systems of Connecticut, Inc.	Indirect Subsidiary
Metropolitan Fiber Systems of Dallas, Inc.	Indirect Subsidiary
Metropolitan Fiber Systems of Delaware, Inc.	Indirect Subsidiary
Metropolitan Fiber Systems of Denver, Inc.	Indirect Subsidiary
Metropolitan Fiber Systems of Detroit, Inc.	Indirect Subsidiary
Metropolitan Fiber Systems of Florida, Inc.	Indirect Subsidiary

Metropolitan Fiber Systems of Houston, Inc.	Indirect Subsidiary
Metropolitan Fiber Systems of Indianapolis, Inc.	Indirect Subsidiary
Metropolitan Fiber Systems of Minneapolis/St. Paul, Inc.	Indirect Subsidiary
Metropolitan Fiber Systems of New Hampshire, Inc.	Indirect Subsidiary
Metropolitan Fiber Systems of New Jersey, Inc.	Indirect Subsidiary
Metropolitan Fiber Systems of New Orleans, Inc.	Indirect Subsidiary
Metropolitan Fiber Systems of New York, Inc.	Indirect Subsidiary
Metropolitan Fiber Systems of Ohio, Inc.	Indirect Subsidiary
Metropolitan Fiber Systems of Oregon, Inc.	Indirect Subsidiary
Metropolitan Fiber Systems of Philadelphia, Inc.	Indirect Subsidiary
Metropolitan Fiber Systems of Pittsburgh, Inc.	Indirect Subsidiary
Metropolitan Fiber Systems of Seattle, Inc.	Indirect Subsidiary
Metropolitan Fiber Systems of St. Louis, Inc.	Indirect Subsidiary
Metropolitan Fiber Systems/McCourt, Inc.	Indirect Subsidiary
MFS CableCo U.S., Inc.	Indirect Subsidiary
MFS Datanet, Inc.	Indirect Subsidiary
MFS Telecom, Inc.	Indirect Subsidiary
MFS Telephone of Missouri, Inc.	Indirect Subsidiary
MFS Telephone of New Hampshire, Inc.	Indirect Subsidiary
MFS Telephone of Virginia, Inc.	Indirect Subsidiary
MFS Telephone, Inc.	Indirect Subsidiary
MFS/C-TEC	Indirect Subsidiary
MFSA Holding, Inc.	Indirect Subsidiary
MobileComm Europe Inc.	Indirect Subsidiary
Mtel Asia, Inc.	Indirect Subsidiary
Mtel Cellular, Inc.	Indirect Subsidiary
Mtel International, Inc.	Indirect Subsidiary
Mtel Latin America, Inc.	Indirect Subsidiary
Mtel Microwave, Inc.	Indirect Subsidiary
Mtel Service Corporation	Indirect Subsidiary
N.C.S. Equipment Corporation	Indirect Subsidiary
National Telecommunications of Florida, Inc.	Indirect Subsidiary
Netwave Systems, Inc.	Indirect Subsidiary
networkMCI, Inc.	Indirect Subsidiary
Northeast Networks, Inc.	Indirect Subsidiary
Nova Cellular Co.	Indirect Subsidiary
NTC, Inc.	Indirect Subsidiary
Overseas Telecommunications, Inc.	Indirect Subsidiary
Shared Technologies Fairchild Communications Corporation	Indirect Subsidiary
Shared Technologies Fairchild Telecom, Inc.	Indirect Subsidiary
Shared Technologies Fairchild, Inc.	Indirect Subsidiary
SkyTel Corp.	Indirect Subsidiary
SkyTel Payroll Services, LLC	Indirect Subsidiary
Southernnet of South Carolina, Inc.	Indirect Subsidiary
Southernnet Systems, Inc.	Indirect Subsidiary
Southernnet, Inc.	Indirect Subsidiary
Telecom*USA, Inc.	Indirect Subsidiary
Teleconnect Company	Indirect Subsidiary
Teleconnect Long Distance Services & Systems Co.	Indirect Subsidiary
Tenant Network Services, Inc.	Indirect Subsidiary
Tru Vision Wireless, Inc.	Indirect Subsidiary
Tru Vision-Flippin, Inc.	Indirect Subsidiary
UUNET Australia Limited	Indirect Subsidiary
UUNET Caribbean, Inc.	Indirect Subsidiary

UUNET Holdings Corp.	Indirect Subsidiary
UUNET International Ltd.	Indirect Subsidiary
UUNET Japan Ltd.	Indirect Subsidiary
UUNET Payroll Services, LLC	Indirect Subsidiary
UUNET Technologies, Inc.	Indirect Subsidiary
Virginia Metrotel, Inc.	Indirect Subsidiary
Wireless Video Services	Indirect Subsidiary
WorldCom Caribbean, Inc.	Indirect Subsidiary
WorldCom East, Inc.	Indirect Subsidiary
WorldCom ETC, Inc.	Indirect Subsidiary
WorldCom Federal Systems, Inc.	Indirect Subsidiary
WorldCom ICC, Inc.	Indirect Subsidiary
WorldCom International, Inc.	Indirect Subsidiary
WorldCom International Data Services, Inc.	Indirect Subsidiary
WorldCom International Mobile Services LLC	Indirect Subsidiary
WorldCom Overseas Holdings, Inc.	Indirect Subsidiary
WorldCom Payroll Services, LLC	Indirect Subsidiary
WorldCom Purchasing, LLC	Indirect Subsidiary
WorldCom Ventures, Inc.	Indirect Subsidiary

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re : Chapter 11 Case No.  
WORLD COM, INC., : 02- \_\_\_\_ ( )  
Debtor. :  
-----X

**EXHIBIT "A" TO VOLUNTARY PETITION**

1. The Debtor has securities registered under Section 12 of the Securities and Exchange Act of 1934. The SEC file number is 0-11258.
2. The following financial data is the latest available information and refers to the debtor's condition on a consolidated basis with its affiliates as of March 31, 2002
  - (a) Total assets (on a consolidated basis with its affiliates as of March 31, 2002)
    - \$107,000,000,00
  - (b) Total debts (on a consolidated basis with its affiliates as of March 31, 2002) (including debts listed in 2.c., below)
    - \$41,000,000,000
  - (c) Debt securities held by more than 500 holders as of June 30, 2002 (held by approximately 1,530 record holders)
    - \$24,017,050,000
  - (d) Number of shares of preferred stock as of June 30, 2002
    - (i) Series D junior convertible preferred stock 53,722
    - (ii) Series E junior convertible preferred stock 64,047
    - (iii) Series F junior convertible preferred stock 79,600
  - (e) Number of shares of common stock as of June 30, 2002
    - (i) WorldCom group stock 2,962,860,513
    - (ii) MCI group stock 118,324,994

3. Together with its affiliates, the Debtor owns and operates a global telecommunications network.
4. AXA Financial, Inc. and related companies directly or indirectly own, control or hold, with the power to vote, approximately 10.9% of the voting securities of the Debtor.



**CERTIFICATE OF RESOLUTION**

I, Michael H. Salsbury, a duly authorized officer of WorldCom, Inc., a Georgia corporation (the "Company"), hereby certify that at a special meeting of the Board of Directors of the Company duly called and held on July 21, 2002, the following resolutions were duly adopted in accordance with the requirements of the applicable Georgia corporation law and that said resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

RESOLVED, that, in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company, its creditors, employees, and other interested parties that petitions be filed by the Company and certain of its subsidiaries, seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

RESOLVED, that the Chairman of the Board, the Chief Executive Officer, the President, the Chief Operating Officer, any Executive Vice President, any Senior Vice President (including, but not limited to, Susan Mayer), the Secretary, the Treasurer or any Assistant Secretary of the Company or any other person designated by the President of the Company (each such officer or designee being an "Authorized Person" and all being the "Authorized Persons") is hereby authorized, empowered and directed, in the name and on behalf of the Company and any of its subsidiaries, to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code (the "Chapter 11 Case") and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York at such time or in such other jurisdiction as said Authorized Person executing the same shall determine.

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP is hereby engaged as attorneys for the Company and its subsidiaries in the Chapter 11 Case, subject to any requisite bankruptcy court approval.

RESOLVED, that each Authorized Person is hereby authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and to take and perform any and all further acts and deeds which he or she deems necessary, proper or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of such case.

RESOLVED, that the Authorized Persons are hereby authorized, empowered and directed to engage and retain all assistance by legal counsel, accountants, financial advisors, and other professionals in connection with the Chapter 11 Case, with a view to the successful prosecution of such case.

RESOLVED, that in connection with the commencement of the Chapter 11 Case, each Authorized Person be, and each hereby is, authorized and empowered on behalf and in the name of the Company and any of its subsidiaries, to negotiate, execute, deliver and perform or cause the performance of (i) a Senior Secured Superpriority Debtor-in-Possession Credit Agreement, among the Company, a debtor and debtor in possession in a case pending under chapter 11 of the Bankruptcy Code, as borrower, certain subsidiaries of the Company listed therein, as guarantors, and the banks, financial institutions and institutional lenders listed therein, in the capacities listed therein, substantially in the form and on the terms and conditions presented to the Board of Directors of the Company (the "Credit Agreement"), all of which are hereby approved, and with such changes and other terms and conditions as any such Authorized Person executing the same may consider necessary, proper or desirable, such determination to be evidenced by such execution or the taking of such action, (ii) any and all agreements or instruments on behalf of the Company and any pertinent affiliates (including, in connection therewith, such notes, security agreements, guarantees and other agreements or instruments on behalf of the Company and any pertinent affiliates (such other agreements and instruments together with the Credit Agreement being referred to collectively as the "Financing Documents")) necessary or advisable in order to consummate the transactions contemplated by the Financing Documents, with such changes to the Financing Documents or additions thereto as the Authorized Person executing the same shall approve as being necessary or desirable, such approval to be evidenced by such execution, and (iii) any and all amendments, supplements and changes to the Financing Documents as any such Authorized Person executing the same may consider necessary, proper or desirable, such determination to be evidenced by such execution.

RESOLVED, that the performance and consummation of the transactions contemplated by the Financing Documents by the Company and any of its subsidiaries be, and they hereby are, authorized and approved in all respects.

RESOLVED, that each of the Authorized Persons is hereby authorized, empowered and directed, in the name and on behalf of the Company and any of its subsidiaries, to cause the Company and any of its subsidiaries to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action, as in the judgment of such Authorized Person shall be

or become necessary, proper and desirable to effectuate a successful reorganization of the business of the Company and its subsidiaries.

RESOLVED, that to the extent the Company or any of its subsidiaries is a shareholder, general partner, limited partner or member of any entity listed as a Loan Party under the Credit Agreement or the other Financing Documents, the Company and its subsidiaries are authorized to take such action as shareholder, general partner, limited partner or member so that such entity is authorized to take any and all of the foregoing actions contemplated by these resolutions.

RESOLVED, that the officers of the Company and/or its subsidiaries be, and each of them hereby is, authorized to take any of the following actions on behalf of the Company and/or its subsidiaries, as the case may be, and any such actions heretofore taken by any of them are hereby ratified, confirmed and approved in all respects: (i) negotiate, execute, deliver and/or file any and all of the agreements, documents and instruments referenced herein, and such other agreements, documents and instruments and assignments thereof as may be required or as such officers deem appropriate or advisable, or to cause the negotiation, execution and delivery thereof, in the name and on behalf of the Company and/or its subsidiaries, as the case may be, in such form and substance as such officers may approve, together with such changes and amendments to any of the terms and conditions thereof as such officers may approve, with the execution and delivery thereof on behalf of the Company and/or its subsidiaries, as the case may be, by or at the direction of such officers to constitute evidence of such approval, (ii) negotiate, execute, deliver and/or file, in the name and on behalf of the Company and/or its subsidiaries, as the case may be, any and all agreements, documents, certificates, consents, filings and applications relating to the resolutions adopted and matters ratified or approved at this meeting and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other actions as may be required or as such officers deem appropriate or advisable in connection therewith including, without limitation, voting any shares or interests held by the Company and/or its subsidiaries, and (iii) doing such other things as may be required, or as may in their judgment be appropriate or advisable, in order to effectuate fully the resolutions adopted and matters ratified or approved at this meeting and the consummation of the transactions contemplated thereby.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of July,

2002.

/s/ Michael H. Salsbury

By: Michael H. Salsbury

Title: Executive Vice President

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re**

**WORLDCOM, INC., et al.,**

**Debtors.**  
-----X

:  
:  
: **Chapter 11 Case No.**  
: **02-\_\_\_\_\_ ( )**  
:  
:  
: **(Jointly Administered)**  
:

**CONSOLIDATED LIST OF CREDITORS  
HOLDING 50 LARGEST UNSECURED CLAIMS**

Following is the consolidated list of the Debtors' creditors holding the 50 largest unsecured claims, excluding prepayments made by the Debtors on account of merchandise that has not been received as of the Commencement Date. The list has been prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is less than the total amount of such creditor's claim. This list also does not include holders of contingent or unliquidated claims, or claims held by any of the Debtors' employees. The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. This list is consolidated for all of the Debtors, but does not mean that all of the Debtors have joint or several liability. This list reflects amounts as of July 17, 2002.

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address including zip code, of employee, agent or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to set-off</i>	(5) <i>Amount of claim [if secured also state value of security]</i>
J.P. Morgan Trust Company, National Association	Indenture Trustee One Oxford Centre Suite 1110 301 Grant Street Pittsburgh, PA 15219 Attn: Bridget Shessler Fax No.: (412) 291-2070	Bond Debt		17,200,000,000
Mellon Bank, N.A.	Indenture Trustee Two Mellon Bank Center Pittsburgh, Pennsylvania 15259	Bond Debt		6,600,000,000
Citibank, N.A.	Indenture Trustee 120 Wall Street 13th Floor New York, NY 10043 Attn: Corporate Trust Administration.	Bond Debt		3,290,000,000
JP Morgan Chase	4 New York Plaza 4th Floor-Corp. Actions New York NY 10004 Attn: Liz Cooper Fax No.: (212) 509-6137	Bond Debt		3,005,029,292*

Bear Stearns	1 Metrotech Center North 4th Floor Brooklyn, NY 11201-3859 Attn: Greg Schron Fax No.: (347) 643-1747	Bond Debt		2,717,854,996*
Bank of New York	1 Wall Street 6th Floor – Reorg Dept. New York, NY 10286 Attn: Mickey Jimenez Fax No.: (212) 635-6361	Bond Debt		2,581,028,446*
State Street Bank	1776 Heritage Dr A4 N.W. - Corp Actions Unit N. Quincy, MA 02171 Attn: Rocco Giovani Fax No.: (617) 537-6608	Bond Debt		2,022,466,906*
Morgan Stanley & Co.	1 Pierrepont Plaza 7th Floor – Reorg Dept Brooklyn, NY 11201 Attn: Richard Garaventa Fax No.: (718) 754-6373	Bond Debt		1,907,821,926*
Goldman, Sachs & Co.	10 Hanover Square 11th Floor – Reorg. Dept New York, NY 10005 Attn: Ron Jackson / Robert Cregan Fax No.: (212) 902-1431	Bond Debt		1,518,753,945*
Suntrust Bank, Central Florida, National Association	Indenture Trustee 225 East Robinson Street, Suite 250 Orlando, Florida 32801 Tel: 407-237-5179 Fax: 407-237-5299 Attn: Corporate Trust Department	Bond Debt		1,220,000,000
CitiCorp Services Inc.	3800 Citibank Center Bldg B – 3rd Floor – Zone 12 Tampa, FL 33610-9122 Attn: Maureen Chatfield Fax No.: (813) 604-1140	Bond Debt		1,079,848,253*
Deutsche Bank	648 Grassmere Park Road Mail Stop 7236 Nashville, TN 37211 Attn: Ward Cullum – Reorg. Dept Fax No.: (615) 835-2782	Bond Debt		1,006,159,988*
Boston Safe Deposit Trust Co.	c/o Mellon Bank 3 Mellon Bank Center Mail Zone 153-3631 Pittsburgh PA 15259 Attn: Stacey Mozuch / Gina Tighe Fax No.: (412) 236-0029	Bond Debt		867,470,731*
ABN AMRO ING Baring (US) Securities, Inc.	350 Park Avenue Reorg Dept –2nd Floor New York, NY 10055 Attn: Richard Leung Fax No.: (212) 409-0296	Bond Debt		753,059,131*
Wilmington Trust Company	Indenture Trustee Attn: Corporate Administration Rodney Square North 1110 North Market Street Wilmington, DE 19890 Fax No.: (302) 651-8882	Bond Debt		\$750,000,000

Salomon Smith Barney	333 West 34th Street 3rd Floor – Reorg. New York, NY 10001 Attn: John Andropoli Fax No.: (212) 615-9053	Bond Debt		747,933,372*
Northern Trust Company	801 South Canal Reorg Dept. C-One N Chicago, IL 60607 Attn: Robert Balentin Fax No.: (312) 630-1679	Bond Debt		649,862,045*
UBS Warburg LLC	677 Washington Blvd. 9th Floor – Reorg Dept Stamford, CT 06912 Attn: Carlos Lede Fax No.:	Bond Debt		369,228,999*
Wells Fargo	733 Marquette Ave. South Mail Sta. N 9306-057 Minneapolis, MN 55479 Attn: Trent Bader Fax No.: (612) 667-4410	Bond Debt		352,084,050*
Banc of America Securities LLC	655 Montgomery Street 16th Floor – Reorg. Dept. San Francisco, CA 94111 Attn: Marilyn Alberto Fax No.:	Bond Debt		333,722,209*
Firststar Trust Co	1555 N. River Center Dr. Suite 210 – Corp. Actions Milwaukee, WI 53201 Attn: Scott Olson/Paul Kuxhaus, N. Morales Fax No.: (414) 905-5515	Bond Debt		298,271,867*
Chase Securities	4 New York Plaza 4th Floor-Corp. Actions New York NY 10004 Attn: Liz Cooper	Bond Debt		273,366,000*
CS First Boston Corp.	11 Madison Avenue 7th Floor – Reorg Dept. New York, 10010 Attn: Larry Hammond / Dawn Morales Fax No.:	Bond Debt		272,557,059*
Lehman Brothers	101 Hudson Street 30th Fl. Jersey City NJ 07302 Attn: Steve Spector	Bond Debt		270,263,851*
Deutsche Bank AG	31 West 52nd Street New York, NY 10019 Attn: Philippe Sandmeier Phone: 212-469-2964 Fax:: 212-409-4604	Bank Loan		240,793,566
ABN Amro Bank NV	55 East 52nd Street New York, NY 10055 Attn: Nan Logan Phone: 212-409-1546 Fax: 212-409-5406	Bank Loan		203,208,722
DB Alex Brown & Sons, Inc.	375 W. Padonia Road Mail Stop TIM030105 Timonium, MD 21093 Attn: Reorg Dept Fax No.: (410) 308-6300	Bond Debt		188,807,861*

FUNB-Phil Main	123 South Broad Street 10th Floor – Capital Changes Philadelphia, PA 19109 Attn: Eileen Blake Fax No.: (215) 973-1348	Bond Debt		186,491,000*
West LB	1211 Avenue of the Americas New York, NY 10036 Attn: Lucie Guernsey Phone: 212-852-6134 Fax: 212-852-6300	Bank Loan		171,637,453
Custodial Trust	101 Carnegie Center 3rd Floor Princeton, NJ 08540 Attn: Jay Silverstein Fax No.: (609) 951-2327	Bond Debt		163,714,000*
Merrill Lynch	101 Hudson Street 10th Floor – Reorg Dept Jersey City, NY 07302 Attn: Michael Bookstaber Fax No.: (201) 557-1766	Bond Debt		155,505,513*
Citibank NA	390 Greenwich Street New York, NY 10013 Attn: Richard Banziger Phone: 212-723-6911 Fax: 212-723-8590	Bank Loan		155,230,416
Brown Brothers Harriman & Co.	525 Washington Blvd. 11th Floor – Reorg Dept Jersey City, NJ 07310 –1607 Attn: Tony Valenti Fax No.: (201) 418-6581	Bond Debt		152,833,260*
Mizuho Holdings- DKB/Fuj/IBJ	95 Christopher Columbus Drive Jersey City, NJ 07302 Attn: Bill Kennedy Phone: 212-282-4570 Fax: 212-282-4487	Bank Loan		150,339,375
BNP Paribas	787 7th Avenue, 3rd Fl New York, NY 10019 Attn: Aida Kalla Phone: 212-841-3169 Fax: 212-841-2146	Bank Loan		150,339,375
Fleet National Bank	100 Federal Street Boston, MA 02110 Attn: Patrick Mcauliffe Phone: 617-434-0749 Fax: 617-434-8702	Bank Loan		150,339,375
Intesabci S P A	One William Street New York, NY 10004 Attn: Anthony Globbi Phone: 212-607-3851 Fax: 212-809-2124	Bank Loan		150,339,375
BNY Clearing Services, LLC	111 East Kilbourn Avenue 4th Floor – Reorg Dept. Milwaukee, WI 53202 Attn: Jean Luther Fax No.: (414) 272-1253	Bond Debt		142,946,059*
Bank of Tokyo-Mitsubishi	1251 Avenue of the Americas New York, NY 10020 Attn: Pamela Donnelly Phone: 212-782-4314 Fax: 212-782-6445	Bank Loan		140,186,456



Icahn & Co., Inc.	One Wall Street Court Suite 980 New York, NY 10005 Attn: Angel Montalvo Fax No.: (212) 695-5571	Bond Debt		140,000,000*
Verizon Communications, Inc. (includes GTB)	1095 Avenue of the Americas New York, NY 10036 Attn: Doreen A. Toben, CFO Phone: 212-395-2121 Fax: 212-821-2917	Trade Debt	Subject to set-off	121,200,000
Morgan Stanley Dean Witter	75 Varick Street – 3rd Floor Attn: Reorg. Dept. New York, NY 10013 Attn: Elizabeth Ross Fax No.: (212) 392-2395	Bond Debt		118,423,447*
UMB Bank	928 Grand Avenue 11th Floor Kansas City MO 64106 Attn: Jeanette St. John - Corp Action Fax No.: (816) 860-4968	Bond Debt		112,345,003*
Bank of Nova Scotia	1 Liberty Plaza, 26th Floor New York, NY 10006 Attn: Steve Levi Phone: 212-225-5039 Fax: 212-225-5355	Bank Loan		100,226,250
Credit Lyonnais	1301 Avenue of the Americas New York, NY 10019 Attn: Bruce Yeager Phone: 212-261-7840 Fax: 212-261-3288	Bank Loan		100,226,250
Bank One NA	1 Bank On Plz Mail Code IL1-0629 Chicago, IL 60670 Attn: Jennifer Jones Phone: 312-732-1005 Fax: 312-732-8587	Bank Loan		100,226,250
Mellon Bank NA	1 Mellon Bank Center Pittsburgh, PA 15258 Attn: Tom Tarasovich Phone: 412-236-2790 Fax: 412-236-6112	Bank Loan		100,226,250
Bayerische Landesbank	560 Lexington Avenue New York, NY 10002 Attn: Matthew DeCarlo Phone: 212-230-9036 Fax: 212-230-9166	Bank Loan		100,226,250
Royal Bank of Scotland	101 Park Avenue, 12th Floor New York, NY 10178 Attn: Johnathan Barrow Phone: 212-401-3744 Fax: 212-401-3456	Bank Loan		100,226,250
Lloyds TBS Bank PLC	1251 Avenue of the Americas New York, NY 10020 Attn: Nick Bruce Phone: 212-930-8976 Fax: 212-930-5098	Bank Loan		100,226,250

\*Amount is also included in claim of indenture trustee.

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION**

I, the undersigned authorized officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have reviewed the List of Creditors Holding 50 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Date: July 21, 2002

/s/ Susan Mayer  
Susan Mayer  
Senior Vice President