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November 25, 1997

BY HAND DELIVERY

Ms. Blanca Bayo, Director
Division of Records and Reporting
Room 110, Easley Building
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

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Dear Ms. Bayo:

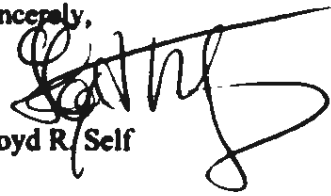
Enclosed for filing are an original and fifteen copies of the Joint Application of WorldCom, Inc. and MCI Communications Corporation Regarding the Merger of MCI Communications Corporation and WorldCom, Inc.

Please acknowledge receipt of these documents by stamping the extra copy of this letter "filed" and returning the same to me.

Thank you for your assistance with this filing.

Sincerely,

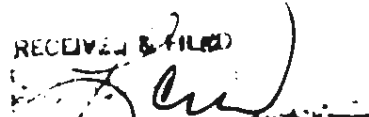
Floyd R. Self



ACK
CC
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WFS
OTH

FRS:amb
Enclosures

- cc: Martha Brown, Esq.
- Mr. Richard Tudor
- Richard D. Melson, Esq.
- Mr. Thomas Bond
- Jean Kiddoo, Esq.
- Mr. Brian Sulmonetti

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November 25, 1997

VIA COURIER

Blanca S. Bayo, Director
Division of Records & Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Re: **Joint Application of WorldCom, Inc. and MCI Communications Corporation
Regarding the Merger of MCI Communications Corporation and WorldCom, Inc.**

WorldCom, Inc. ("WorldCom"), and MCI Communications Corporation ("MCI"), (together the "Applicants"), by their undersigned counsel and pursuant to F.S.A. §364.33, hereby request Commission approval of a transaction (the "Merger") whereby MCI will merge with and into TC Investments, Corp., a wholly-owned subsidiary of WorldCom, which will be renamed MCI Communications Corporation, and holders of MCI Common Stock will receive shares of WorldCom Common Stock pursuant to an agreed upon Exchange Ratio. The Applicants respectfully request expedited treatment of this Application.

DESCRIPTION OF THE COMPANIES

Both WorldCom and MCI are authorized through certain of their respective operating subsidiaries, to provide a variety of telecommunications services within Florida. WorldCom and MCI currently are not affiliated with each other.

WorldCom is a Georgia corporation publicly traded on the Nasdaq Stock Market under the stock symbol WCOM. Its principal offices are located at 515 East Amite St., Jackson, Mississippi 39201-2702. WorldCom is a global telecommunications company. WorldCom's operating subsidiaries offer service throughout the United States and in more than 50 countries worldwide, providing a wide variety of facilities-based and resold local, long distance, and international voice and data communications services. Through its operating subsidiaries, WorldCom is authorized to offer intrastate telecommunications services nationwide, including in the State of Florida^{1/} and is also authorized by the FCC to offer domestic interstate and international services as a non-dominant carrier nationwide.

^{1/} The WorldCom companies holding authorizations to offer service in Florida from the Commission are identified in an organizational chart attached as Exhibit A.

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MCI is a Delaware corporation publicly traded on the Nasdaq Stock Market under the stock symbol MCIC. Its principal offices are located at 1801 Pennsylvania Avenue, N.W., Washington, D.C. 20006-3606. MCI's operating subsidiaries offer a variety of local, long distance, and international voice and data communications services nationwide. Through its operating subsidiaries, MCI is authorized to provide intrastate interexchange services throughout the United States, including the State of Florida.^{2/} MCI also is authorized to provide local telephone and competitive access services through its wholly-owned subsidiary MCImetro Access Transmission Services, Inc., in virtually every state, including the state of Florida.^{3/} MCI's non-dominant operating subsidiaries are also authorized by the FCC to offer domestic interstate and international services nationwide.

REQUEST FOR APPROVAL OF THE TRANSFER OF CONTROL

WorldCom and MCI have determined that they will realize significant economic and marketing efficiencies and enhancements by merging the two entities and establishing MCI as a wholly-owned subsidiary of WorldCom. Accordingly, WorldCom and MCI have negotiated an Agreement and Plan of Merger (the "Merger Agreement"). The Boards of Directors of both companies have unanimously approved the transaction.

Upon consummation of the transaction, MCI will merge with and into TC Investments Corp., a wholly-owned subsidiary of WorldCom, which will be renamed MCI Communications Corporation. That surviving company will be a wholly-owned subsidiary of WorldCom, which will be renamed MCI WorldCom. The Merger Agreement proposes that MCI's Chairman, Bert C. Roberts, Jr., will become chairman of MCI WorldCom and WorldCom's President and Chief Executive Officer, Bernard J. Ebbers, will become Chief Executive Officer of MCI WorldCom. Under the terms of the Merger Agreement, holders of MCI Common Stock will receive shares of

^{2/} MCI Telecommunications Corporation is authorized to provide interexchange telecommunications services in Florida (Order No. 12292, dated July 25, 1983), public pay telephone service (Order No. PSC-92-0600-FOF-TC), and alternative local exchange telecommunications services (Order No. PSC-96-0106-FOF-TX, acknowledgment dated January 1, 1996). In addition, on June 11, 1990, the Commission approved MCI's acquisition of SouthernNet, Inc. d/b/a Telecom*USA and d/b/a Teleconnect (See Order No. 23052 issued June 11, 1990 and Order No. PSC-96-0067-FOF-T1, issued January 16, 1996).

^{3/} MCI is authorized to offer competitive access services through MCImetro Access Transmission Services, Inc. by Order No. PSC-95-1256-FOF-TX, which was acknowledged on January 1, 1996.

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WorldCom Common Stock pursuant to an agreed upon Exchange Ratio.⁴ Upon completion of the merger, current holders of MCI's Common Stock will own approximately 45% of the combined company as determined by the Exchange Ratio as of the closing date.

WorldCom is financially well-qualified to consummate the proposed transaction. WorldCom is the nation's fourth largest interexchange carrier. In 1996, WorldCom had revenues of approximately \$4.5 billion. WorldCom is operated by a highly-qualified management team, all of whom have extensive backgrounds in telecommunications. Information concerning the legal, technical, managerial and financial qualifications of WorldCom was submitted with the various applications filed with the Commission with respect to its subsidiaries currently operating in Florida, and is, therefore, already a matter of record with the Commission. WorldCom respectfully requests that the Commission take official notice of these existing authorizations and incorporate them by reference herein.

PUBLIC INTEREST CONSIDERATIONS

The Applicants respectfully submit that telecommunications customers, shareholders, and the general public will realize significant benefits from a merger between MCI and WorldCom. WorldCom and MCI share similar histories as pioneers in the introduction of competition to the telecommunications marketplace through innovation, agility, and rapid growth. Indeed, these two companies are the paradigm for the American entrepreneurial spirit -- they have both forged significant inroads into industry sectors long dominated by monopoly incumbent providers and have been among the first to offer consumers a choice of providers for local, long distance, data, and other services.

The proposed Merger is in the public interest because, combined, the two companies will accelerate competition -- especially in local markets -- by creating a company with the capital, marketing abilities, and state-of-the-art network to compete against incumbent carriers. The competitive benefits of the proposed Merger, particularly for local, interexchange, and international services, are substantial. The contribution of WorldCom's domestic local networks with an established, facilities-based presence in over 50 U.S. metropolitan areas, will greatly accelerate the

⁴ The actual number of shares of WorldCom common stock to be exchanged for each MCI share owned by investors in MCI other than British Telecommunications plc ("BT") will be determined by dividing \$51 by the 20-day average of the high and low sales prices for WorldCom common stock prior to closing, but will not be less than 1.2439 shares (if WorldCom's average stock price exceeds \$41) or more than 1.7586 shares (if WorldCom's average stock price is less than \$29). In addition, under the Merger Agreement, BT will receive \$51 per share in cash for each of its shares of MCI Class A Common Stock upon consummation of the merger.

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combined company's local services entry strategy and result in significant savings, efficiencies, and economies of scale and scope. By creating a more effective and multi-faceted carrier in the local exchange sector, the proposed merger will significantly enhance competitive choice for U.S. telecommunications customers, including in the State of Florida.

In addition, significantly, neither WorldCom nor MCI controls any bottleneck facilities or incumbent carrier network, nor has market power in any telecommunications service. The industry segment in which their combined market shares will be largest -- long distance services -- is the sector that is the most competitive and has virtually no barriers to entry. Rather than being a case in which there is a significant likelihood that a combination would eliminate or retard competition, this is clearly a case in which the results will be only pro-competitive.

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CONCLUSION


For the reasons stated herein, Applicants respectfully request that the Commission approve the merger described herein on an expedited basis.



Respectfully submitted,

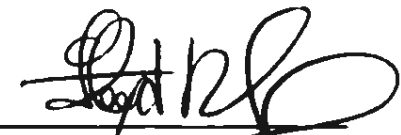
MCI COMMUNICATIONS
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Counsel for MCI Communications
Corporation

Counsel for Worldcom, Inc.

cc: Richard J. Heitman (WorldCom, Inc.)
C. K. Casteel (MCI)
Kathy Pounds (MCI)

EXHIBIT A

Post-Merger Corporate Organizational Chart

Florida Corporate Structure

