



<b>Debtor</b>	<b>Case No.</b>	<b>Tax I.D. No.</b>	<b>All Other Names Used by the Debtor in the Last 6 Years</b>
Brooks Fiber Communications of Bakersfield, Inc.	02-42162	43-1714868	Brooks Fiber Communications – Two, Inc.
Brooks Fiber Communications of Connecticut, Inc.	02-42163	43-1669769	Brooks Fiber Communications – Three, Inc.
Brooks Fiber Communications of Fresno, Inc.	02-42164	43-1714866	Brooks Fiber Communications – Four, Inc.
Brooks Fiber Communications of Massachusetts, Inc.	02-42165	43-1660441	Brooks Fiber Communications - Six, Inc.
Brooks Fiber Communications of Michigan, Inc.	02-42166	38-2693557	City Signal, Inc. US Signal Corporation BFC Finance of Michigan Inc.
Brooks Fiber Communications of Minnesota, Inc.	02-42167	43-1770898	BFC Finance of Michigan - Seven, Inc.
Brooks Fiber Communications of Mississippi, Inc.	02-42168	43-1720404	BFC Finance of Michigan - Eight, Inc.
Brooks Fiber Communications of Missouri, Inc.	02-42169	43-1747832	Brooks Fiber Communications of Kansas City, Inc. BFC Finance of Michigan - Nine, Inc.
Brooks Fiber Communications of Nevada, Inc.	02-42170	43-1720403	Phoenix Fiberlink of Nevada, Inc Phoenix Communications of Nevada, Inc. Phoenix Communications of Nevada - Ten, Inc.
Brooks Fiber Communications of New England, Inc.	02-42171	43-1720405	Brooks Fiber Communications of Louisiana, Inc. Phoenix Communications of Nevada Eleven, Inc.
Brooks Fiber Communications of New Mexico, Inc.	02-42172	43-1705860	Phoenix Communications of Nevada – Twelve, Inc.
Brooks Fiber Communications of New York, Inc.	02-42173	43-1756240	Phoenix Communications of Nevada – Thirteen, Inc.
Brooks Fiber Communications of Ohio, Inc.	02-42174	43-1743247	Phoenix Communications of Nevada – Fourteen, Inc.
Brooks Fiber Communications of Oklahoma, Inc.	02-42175	43-1684836	Phoenix Communications of Nevada – Fifteen, Inc.
Brooks Fiber Communications of Rhode Island, Inc.	02-42176	43-1674198	Phoenix Communications of Nevada – Sixteen, Inc.
Brooks Fiber Communications of Sacramento, Inc.	02-42177	68-0313489	BFC Finance of Sacramento, Inc
Brooks Fiber Communications of San Jose, Inc.	02-42178	68-0313487	BFC Finance of San Jose, Inc.
Brooks Fiber Communications of Stockton, Inc.	02-42179	43-1717647	BFC Finance of San Jose -Seventeen, Inc.
Brooks Fiber Communications of Tennessee, Inc.	02-42180	43-1689370	BFC Finance of San Jose -Eighteen. Inc.
Brooks Fiber Communications of Texas, Inc.	02-42181	43-1714867	Brooks Fiber Communications of El Paso, Inc. BFC Finance of San Jose -Nineteen, Inc.
Brooks Fiber Communications of Tucson, Inc.	02-42182	43-1713120	BFC Finance of San Jose –Twenty, Inc.
Brooks Fiber Communications of Tulsa, Inc.	02-42183	43-1696784	BFC Finance of San Jose –Twenty One, Inc.
Brooks Fiber Communications of Utah, Inc.	02-42184	43-1756241	Brooks Fiber Communications of Springfield, Inc. Phoenix Communications of Utah, Inc. Phoenix Fiberlink of Utah Inc. Phoenix Fiberlink of Utah -Twenty Two, Inc.

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Brooks Fiber Communications-LD, Inc.	02-42185	68-0313486	BFC-LD Finance, Inc.
Brooks Fiber Properties, Inc.	02-42186	43-1656187	Brooks Fiber Communications of California, Inc. Brooks Fiber Communications of Midwest, Inc. Brooks Fiber Communications of Northeast, Inc. BV Acquisition, Inc.
BTC Transportation Corporation	02-42187	43-1697928	BTC Transportation Inc. Phoenix Fiberlink of Utah - Twenty-Three, Inc.
Business Internet, Inc.	02-42188	52-1986462	Digex Incorporated Daylight Acquisition Corp.
Chicago Fiber Optic Corporation	02-42189	36-3349833	Metropolitan Fiber Systems of Chicago, Inc.
Com Systems, Inc.	02-42190	77-0309636	TMC Communications, L.P.
COM/NAV Realty Corp.	02-42191	64-0762666	None
Cross Country Wireless, Inc.	02-42192	22-3324281	None
CS Wireless Battle Creek, Inc.	02-42193	75-2724544	Omnivision of West Michigan, Inc. ACS California, Inc. USA AirLink, Inc. USA Spectrum Holdings, Inc. Metrocable, Inc. Metropolitan Satellite Corporation USA Wireless Cable, Inc.
CS Wireless Systems, Inc.	02-42194	23-2751747	CS Network Services The Beam Omnivision Omnivision Cable Omnivision of Cameron, Inc. Omnivision of San Antonio Omnivision of Nortonville Omnivision of Minneapolis Omnivision of Grand Rapids Omnivision of Sweet Springs Popvision Popvision of Bakersfield Popvision of Cleveland
E.L. Acquisition, Inc.	02-42195	74-2892027	P.O. Tele-TV Tele-TV Purple Acquisition Subsidiary, Inc.
Express Communications, Inc.	02-42196	88-0328936	None
FiberNet Rochester, Inc.	02-42197	16-1400819	MFS Telecom of Rochester
Fibernet, Inc.	02-42198	16-1374434	MFS Telecom of Albany MFS Telecom of Buffalo
Healan Communications, Inc.	02-42199	58-1676986	None
Intelligent Investment Partners, Inc.	02-42200	64-0792975	None
Intermedia Capital, Inc.	02-42201	59-3600066	None
Intermedia Communications of Virginia, Inc.	02-42202	58-2420870	Intermedia Communications, Inc.
Intermedia Investment, Inc.	02-42203	59-3677137	Intermedia Financial Company
Intermedia Licensing Company	02-42204	59-3455426	None
Jones Lightwave of Denver, Inc.	02-42205	84-1169762	MFS Telecom of Denver, Inc.
Marconi Telegraph Cable Company, Inc.	02-42206	13-6097025	None
MCI Canada, Inc.	02-42207	52-1777018	None

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MCI Equipment Acquisition Corporation	02-42208	52-1372504	None
MCI Galaxy III Transponder Leasing, Inc.	02-42209	93-0954928	None
MCI Global Access Corporation	02-42210	13-2505878	WUI Service Corp.
MCI Global Support Corporation	02-42211	93-0954930	None
MCI International Telecommunications Corporation	02-42212	52-1273032	MCI/TAS Corporation
MCI International, Inc.	02-42213	52-1105266	Concert, Avantel Western Union IDB Media Group, Inc.
MCI International Telecommunications Holding Corporation	02-42214	02-0570813	None
MCI Investments Holdings, Inc.	02-42215	51-0362257	None
MCI Network Technologies, Inc.	02-42216	52-1802586	None
MCI Omega Properties, Inc.	02-42217	52-1916804	None
MCI Research, Inc.	02-42218	52-1482577	None
MCI Transcon Corporation	02-42219	52-1661354	None
MCI Wireless, Inc.	02-42220	11-2692099	Nationwide Paging, Inc. Nationwide Cellular Service of California, Inc. Nationwide Switching Services, Inc Nationwide Long Distance Service, Inc. Nationwide Cellular Service of New York, Inc. Nationwide MDC, Inc.
MCI WORLDCOM Capital Management Corporation	02-42221	52-2185342	None
MCI WORLDCOM Communications of Virginia, Inc.	02-42222	47-0797991	WorldCom Technologies of Virginia, Inc., MFS Intelnet of Virginia Inc MFS No. 1, Inc. MFS Intelenet of Virginia, Inc
MCI WORLDCOM Communications, Inc.	02-42223	47-0751768	WorldCom Technologies, Inc Realcom Office Communications, Inc MFS Intelenet, Inc. MFS Intelenet Companies MFS Intelenet East, Inc. MFS Intelenet of Alabama, Inc. MFS Intelenet of Alaska, Inc. MFS Intelenet of Arizona, Inc MFS Intelenet of Arkansas, Inc. MFS Intelenet of California, Inc. MFS Intelenet of Colorado, Inc. MFS Intelenet of Connecticut, Inc. MFS Intelenet of Delaware, Inc. MFS Intelenet of Florida, Inc. MFS Intelenet of Georgia, Inc. MFS Intelenet of Hawaii, Inc. MFS Intelenet of Idaho, Inc. MFS Intelenet of Illinois, Inc. MFS Intelenet of Indiana, Inc. MFS Intelenet of Iowa, Inc. MFS Intelenet of Kansas, Inc. MFS Intelenet of Kentucky, Inc. MFS Intelenet of Louisiana, Inc. MFS Intelenet of Maine, Inc. MFS Intelenet of Maryland, Inc.

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			MFS Intelenet of Massachusetts, Inc. MFS Intelenet of Michigan, Inc. MFS Intelenet of Minnesota, Inc. MFS Intelenet of Mississippi, Inc. MFS Intelenet of Montana, Inc. MFS Intelenet of Nebraska, Inc. MFS Intelenet of Nevada, Inc. MFS Intelenet of New Hampshire, Inc. MFS Intelenet of New Jersey, Inc. MFS Intelenet of New Mexico, Inc. MFS Intelenet of New York, Inc. MFS Intelenet of North Carolina, Inc. MFS Intelenet of North Dakota, Inc. MFS Intelenet of Ohio, Inc. MFS Intelenet of Oklahoma, Inc. MFS Intelenet of Oregon, Inc. MFS Intelenet of Pennsylvania, Inc. MFS Intelenet of Rhode Island, Inc. MFS Intelenet of South Carolina, Inc. MFS Intelenet of South Dakota, Inc. MFS Intelenet of Tennessee, Inc. MFS Intelenet of Texas, Inc. MFS Intelenet of Utah, Inc. MFS Intelenet of Vermont, Inc. MFS Intelenet of Washington, Inc. MFS Intelenet of Washington, D.C., Inc. MFS Intelenet of West Virginia, Inc. MFS Intelenet of Wisconsin, Inc. MFS Intelenet of Wyoming, Inc. SNAP Communications, Inc. MFS Intelenet of Missouri, Inc. WorldCom Pacific, L.L.C. Touch 1 Long Distance, Inc. BLT Technologies, Inc.
MCI WORLDCOM Financial Management Corporation	02-42224	93-0954929	MCI Financial Management Corporation MCI Equities Corporation
MCI WORLDCOM Global Networks U.S., Inc.	02-42225	52-2152616	None
MCI WORLDCOM International, Inc.	02-42226	13-2784803	MCI Global Resources, Inc. MFS International, Inc.
MCI WorldCom Management Company, Inc.	02-42227	68-0887473	WorldCom Management Company, Inc.
MCI WORLDCOM Network Services of Virginia, Inc.	02-42228	52-1462179	MCI Telecommunications Corporation of Virginia Virginia WorldCom, Inc.
MCI WORLDCOM Network Services, Inc.	02-42229	13-2745892	MCI Telecommunications Corporation MCI Infosearch, Inc. MCI - 10 - 17, Inc. MCI America, Inc. MCI Metro, Inc. WorldCom Network Services, Inc. MCI Videocom, Inc. MCI Telecommunications Corporation of New Hampshire, Inc.
MCI WORLDCOM Synergies Management Company, Inc.	02-42230	52-2135894	None
MCI/OTI Corporation	02-42231	52-1359823	None

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MCImetro Access Transmission Services of Virginia, Inc.	02-42232	52-1844965	None
Metrex Corporation	02-42233	58-1867926	Metropolitan Fiber Systems of Atlanta, Inc.
Metropolitan Fiber Systems of Arizona, Inc.	02-42234	47-0729752	None
Metropolitan Fiber Systems of Baltimore, Inc.	02-42235	36-3610419	None
Metropolitan Fiber Systems of California, Inc.	02-42236	36-3610938	Metropolitan Fiber Systems of Los Angeles, Inc. Metropolitan Fiber Systems of Oakland, Inc. Metropolitan Fiber Systems of San Diego, Inc. Metropolitan Fiber Systems of San Francisco, Inc. Metropolitan Fiber Systems of San Jose, Inc.
Metropolitan Fiber Systems of Connecticut, Inc.	02-42237	36-3779884	None
Metropolitan Fiber Systems of Dallas, Inc.	02-42238	36-3647658	None
Metropolitan Fiber Systems of Delaware, Inc.	02-42239	36-3885844	None
Metropolitan Fiber Systems of Denver, Inc.	02-42240	36-3697247	None
Metropolitan Fiber Systems of Detroit, Inc.	02-42241	36-3779882	None
Metropolitan Fiber Systems of Florida, Inc.	02-42242	36-3635783	Metropolitan Fiber Systems of Central Florida, Inc. Metropolitan Fiber Systems of South Florida, Inc. Metropolitan Fiber Systems of Tampa, Inc.
Metropolitan Fiber Systems of Houston, Inc.	02-42243	36-3647656	None
Metropolitan Fiber Systems of Indianapolis, Inc.	02-42244	47-0729748	None
Metropolitan Fiber Systems of Minneapolis/St. Paul, Inc.	02-42245	41-1613367	None
Metropolitan Fiber Systems of New Hampshire, Inc.	02-42246	47-0773914	None
Metropolitan Fiber Systems of New Jersey, Inc.	02-42247	36-3762806	None
Metropolitan Fiber Systems of New Orleans, Inc.	02-42248	36-3630861	None
Metropolitan Fiber Systems of New York, Inc.	02-42249	36-3660926	MFS Telecom of New York
Metropolitan Fiber Systems of Ohio, Inc.	02-42250	36-3779880	Metropolitan Fiber Systems of Cleveland, Inc. Metropolitan Fiber Systems of Cincinnati, Inc.
Metropolitan Fiber Systems of Oregon, Inc.	02-42251	36-3913826	None
Metropolitan Fiber Systems of Philadelphia, Inc.	02-42252	36-3552384	None
Metropolitan Fiber Systems of Pittsburgh, Inc.	02-42253	36-3635789	None

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Metropolitan Fiber Systems of Seattle, Inc.	02-42254	36-3913825	None
Metropolitan Fiber Systems of St. Louis, Inc.	02-42255	36-3790809	None
Metropolitan Fiber Systems/McCourt, Inc.	02-42256	36-3602079	None
MFS CableCo U.S., Inc.	02-42257	47-0802532	None
MFS Datanet, Inc.	02-42258	47-0751829	Cylix Communications Corporation
MFS Telecom, Inc.	02-42259	33-3547776	MFS Telecom Inc. Communications Metropolitan Fiber Systems MFS Telecom Companies
MFS Telephone of Missouri, Inc.	02-42260	47-0776890	None
MFS Telephone of New Hampshire, Inc.	02-42261	47-0776889	MFS Network Technologies, Inc.
MFS Telephone of Virginia, Inc.	02-42262	47-0776888	None
MFS Telephone, Inc.	02-42263	36-3795234	None
MFSA Holding, Inc.	02-42264	36-3815833	None
Military Communications Center, Inc.	02-42265	41-1456069	None
MobileComm Europe Inc.	02-42266	64-0751813	None
Mtel Asia, Inc.	02-42267	72-1345506	None
Mtel Cellular, Inc.	02-42268	64-0770349	None
Mtel International, Inc.	02-42269	64-0769967	None
Mtel Latin America, Inc.	02-42270	64-0856089	None
Mtel Microwave, Inc.	02-42271	64-0770351	None
Mtel Service Corporation	02-42272	64-0684796	None
National Telecommunications of Florida, Inc.	02-42273	59-3501919	Sumter One Acquisition, Inc.
N.C.S. Equipment Corporation	02-42274	11-2795515	None
Netwave Systems, Inc.	02-42275	72-1102505	None
networkMCI, Inc.	02-42276	52-1907477	None
Northeast Networks, Inc.	02-42277	13-3587925	MFS Telecom of Westchester
Nova Cellular Co.	02-42278	36-3357455	None
NTC, Inc	02-42279	59-3501918	Sumter Two Acquisition, Inc.
Overseas Telecommunications, Inc.	02-42280	54-1405953	None
Shared Technologies Fairchild Communications Corporation (n/k/a WorldCom Intermedia Communications Corporation)	02-42281	06-1448107	None
Shared Technologies Fairchild Telecom, Inc. (n/k/a WorldCom Intermedia Telecom, Inc.)	02-42282	52-1192851	VSI Corporation Fairchild Industries, Inc. Shared Technologies Inc. Moonlight Acquisition Corp.
Shared Technologies Fairchild, Inc. (n/k/a WorldCom Intermedia, Inc.)	02-42283	87-0424558	Shared Technologies, Inc. Fairchild Communications Services International, Inc. Fairchild Communications Services, Inc. Fairchild Communications Networks Management Company Office Telephone Management Boston Telecommunications Group, Inc. Multi-Tenant Services, Inc.
SkyTel Communications, Inc.	02-42284	52-2193889	Empire Merger Inc. SkyTel/Mtel Mtel Empire Merger Inc.

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SkyTel Corp.	02-42285	64-0848625	Destineer Corporation Mtel Paging, Inc. Mtel Puerto Rico, Inc. Skytel Corp. United States Paging Corporation Mtel Maine, Inc.
Southernnet of South Carolina, Inc.	02-42286	57-0711261	Telecom*USA TUSA
Southernnet Systems, Inc.	02-42287	54-1283813	Telecom*USA TUSA
Southernnet, Inc.	02-42288	58-1416873	Telecom*USA TUSA
Telecom*USA, Inc.	02-42289	58-1581828	TUSA
Teleconnect Company	02-42290	42-1133873	MCI / RSA Michigan, Inc. MCI / RSA, Inc. MCI Information Resources Company Telecom*USA TUSA
Teleconnect Long Distance Services & Systems Co.	02-42291	42-1295989	American Communications, Inc. Telecom*USA TUSA
Tenant Network Services, Inc.	02-42292	94-3232477	Tenant Network Finance, Inc.
TransCall America, Inc.	02-42293	58-1472775	None
Tru Vision Wireless, Inc.	02-42294	64-0849646	TruVision Cable, Inc. Wireless One Mergersub, Inc. Wireless One Operating Company, LLC Gulf Coast Wireless, Inc. Pan Wireless Communications, Inc
Tru Vision-Flippin, Inc.	02-42295	72-1334979	Truvision – Chattanooga, Inc. Truvision – Huntsville, Inc. Truvision – Gadsden, Inc. Truvision – Jacksonville, Inc. Truvision – Lawrenceburg, Inc. Wireless One of Texas, Inc. Wireless One of Georgia, Inc. Wireless One of Tallahassee, Inc. Applied Video Technologies, Inc. Wireless One of Natchez, Inc. Bartel, Inc. Wireless One of Alabama, Inc. Wireless One of Louisiana, Inc. Wireless One PCS, Inc.
TTI National, Inc.	02-42296	64-0874463	Biz – Tel Corporation 101-6868
UUNET Australia Limited	02-42297	54-1866646	None
UUNET Caribbean, Inc.	02-42298	62-1815795	None
UUNET Holdings Corp.	02-42299	54-1866644	None
UUNET International Ltd.	02-42300	51-0373500	None
UUNET Japan Ltd.	02-42301	54-1866647	None



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UUNET Technologies, Inc.	02-42302	54-1543611	MFS Global Internet Services, Inc. ANS Communications Inc. Gridnet International Inc. WorldCom Advanced Networks Corporation MCI WorldCom Advanced Networks LLC CompuServe Corporation CompuServe Network Services Corporation CompuServe Incorporated CompuServe Network Services Incorporated
Virginia Metrotel, Inc.	02-42303	54-1649507	Metropolitan Fiber Systems of Richmond, Inc.
Wireless One, Inc.	02-42304	72-1300837	WarpOne TruVision
Wireless Video Services	02-42305	94-3196784	Pacific Bell Video Services Pacific Telesis Video Services Tele-TV PacBell
WorldCom Broadband Solutions, Inc.	02-42306	52-2247849	WorldCom Wireless Solutions, Inc. CAI Wireless Systems, Inc. Eastern New England TV, Inc. Baltimore License, Inc. Cardinal Acquisition Subsidiary Inc. Capital TV Philadelphia Choice/Popvision
WorldCom East, Inc.	02-42307	47-0797131	MFS/MexCo, Inc.
WorldCom ETC, Inc.	02-42308	52-1462178	MCI Transponder Leasing Inc.
WorldCom Federal Systems, Inc.	02-42309	52-1395317	None
WorldCom ICC, Inc.	02-42310	72-1342134	MFS-ICC Metropolitan Fiber Systems of Washington, D.C., Inc. Institutional Communications Company
WorldCom International, Inc.	02-42311	13-2738763	None
WorldCom International Data Services, Inc.	02-42312	13-1989550	Western Union International. Inc.
WorldCom International Mobile Services, Inc.	02-42313	52-2210933	None
WorldCom Overseas Holdings, Inc.	02-42314	27-0025971	None
WorldCom Ventures, Inc.	02-42315	52-2156056	MCI WorldCom Venture Fund, Inc. MCI WorldCom Investment Company
WorldCom Wireless, Inc.	02-42316	86-0732022	Choice Communications, Inc., Choice Communications of Arizona WorldCom Broadband Solutions WC Acquisition, Inc.
ICI Capital LLC	02-42317	59-3664080	None
Intermedia Services LLC	02-42318		None
MCI International Services, L.L.C.	02-42319		None
MCI Payroll Services, LLC	02-42320	52-2298157	None
MCI WORLDCOM Brands, L.L.C.	02-42321	52-2237625	None
MCI WORLDCOM Brooks Telecom, LLC	02-42322	27-0025968	None
MCI WORLDCOM MFS Telecom, LLC	02-42323	27-0025963	None

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MCIMetro Access Transmission Services LLC	02-42324	52-2102063	MCI2 MCI Metro, LLC MCI The Neighborhood Built by MCI MCIMetro Access Transmission Services Inc.
SkyTel Payroll Services, LLC	02-42325	52-2299615	None
UUNET Payroll Services, LLC	02-42326	52-2299617	None
WorldCom International Mobile Services LLC	02-42327	76-0711435	None
WorldCom Payroll Services, LLC	02-42328	52-2298150	None
WorldCom Purchasing, LLC	02-42329	72-1380746	None
MFS/C-TEC	02-42330	47-0797049	None

PLEASE TAKE NOTICE THAT on October 29, 2002, the United States Bankruptcy Court for the Southern District of New York (the "Court"), having jurisdiction over the chapter 11 cases of the debtor entities listed above (collectively, the "Debtors"), entered an order (the "Bar Date Order") establishing **January 23, 2003, at 5:00 p.m. (Eastern Time)** (the "Bar Date"), as the deadline for each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust, and governmental unit) to file a proof of claim against any of the Debtors. The Bar Date Order and the Bar Date, as well as the procedures set forth below for the filing of proofs of claim, apply to all claims against the Debtors (other than those set forth below as being specifically excluded) that arose prior to July 22, 2002 (that is, prior to the commencement by each of the Debtors of a case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code")).

The WorldCom Claims Docketing Center may be contacted at (212) 376-8494 if there are questions with respect to this Notice.

**A CLAIMANT SHOULD CONSULT AN ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.**

**1. WHO MUST FILE A PROOF OF CLAIM**

You **MUST** file a proof of claim to share in the estate if you have a claim that arose prior to July 22, 2002, and it is not one of the other types of claims described in section 2 below. Acts or omissions of the Debtors that arose before July 22, 2002, may give rise to claims against the Debtors that must be filed by the Bar Date notwithstanding that such claims may not have matured or become fixed or liquidated prior to July 22, 2002. Under section 101(5) of the Bankruptcy Code and as used herein, the word "claim" means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

**2. WHO NEED NOT FILE A PROOF OF CLAIM**

You need not file a proof of claim if:

- A. You have **already** properly filed, with the Clerk of the United States Bankruptcy Court for the Southern District of New York, a proof of claim against the applicable Debtor or Debtors utilizing a claim form which substantially conforms to the proof of claim form tailored for these cases or Official Form No. 10;
- B. Your claim is listed on the Debtors' Schedules (as defined below) and is **not** described as "disputed," "contingent," or "unliquidated," **and** your claim is listed on the Schedules of a specific Debtor, **and** you do **not** dispute that your claim is asserted against such Debtor, and you do **not** dispute the amount or nature of your claim as set forth in the Schedules. Creditors holding claims which are listed in the Schedules without reference to a particular Debtor are required to file a proof of claim. Set forth above are the names under which each Debtor conducts or previously conducted business, the names of affected Debtors, and their respective case numbers;

- C. You have a claim under sections 503(b) or 507(a) of the Bankruptcy Code as an administrative expense of any of the Debtors' chapter 11 cases;
- D. Your claim has already been paid in full by any of the Debtors;
- E. You hold an interest in any Debtor, which interest is based exclusively upon the ownership of common or - preferred stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security or interest; *provided, however*, that interest holders who wish to assert claims (as opposed to ownership interests) against any of the Debtors that arise out of or relate to the ownership or purchase of an interest, including claims arising out of or relating to the sale, issuance, or distribution of the interest, must file proofs of claim on or before the Bar Date, unless another exception identified herein applies;
- F. You are a Debtor and you have a claim against another Debtor;
- G. You hold a claim that has been allowed by an order of the Court entered on or before the Bar Date;
- H. You hold a claim solely against any of the Debtors' non-debtor affiliates, which affiliates are not listed above or in the accompanying notice; or
- I. Your claim is limited exclusively to the repayment of principal, interest, and/or other applicable fees and charges (a "Debt Claim") on or under any debt security issued by the Debtors pursuant to an indenture (the "Debt Instruments"); *provided, however*, that (i) the foregoing exclusion in this subparagraph shall not apply to the indenture trustee under the applicable indenture (the "Indenture Trustee"), (ii) each Indenture Trustee shall be required to file one proof of claim, on or before the Bar Date, on account of all of the Debt Claims on or under the applicable Debt Instruments, and (iii) any holder of a Debt Claim wishing to assert a claim other than a Debt Claim shall be required to file a proof of claim with respect to such claim on or before the Bar Date, unless another exception in this paragraph applies.

**YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST ANY OF THE DEBTORS, OR IF THE CLAIM YOU HELD AGAINST ANY OF THE DEBTORS HAS BEEN PAID IN FULL.**

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A CLAIM.**

### **3. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Any person or entity that holds a claim arising from the rejection of an executory contract or unexpired lease must file a proof of claim based on such rejection by the later of (i) the Bar Date and (ii) the date which is 30 days following the effective date of such rejection (unless the order authorizing such rejection provides otherwise), to share in the estate.

### **4. WHEN AND WHERE TO FILE**

All proofs of claim must be filed so as to be received on or before **January 23, 2003 at 5:00 p.m.** (Eastern Time), at the following address:

If by overnight delivery or hand delivery to:

United States Bankruptcy Court  
WorldCom Claims Docketing Center  
One Bowling Green, Room 534  
New York, NY 10004-1408

If by standard mailing to:

United States Bankruptcy Court  
WorldCom Claims Docketing Center  
P.O. Box 5089  
Bowling Green Station  
New York, NY 10274-5089

(together, the "WorldCom Claims Docketing Center").

Proofs of claim will be deemed timely filed only if **actually received** by the WorldCom Claims Docketing Center on or before the Bar Date. Proofs of claim may **not** be delivered by facsimile, telecopy, or electronic mail transmission.

**5. WHAT TO FILE**

If you file a proof of claim, your filed proof of claim must (i) be written in English, (ii) be denominated in lawful currency of the United States, (iii) conform substantially with the enclosed proof of claim form or Official Form No. 10, (iv) indicate the Debtor against which you are asserting a claim, and (v) be signed by the claimant or if the claimant is not an individual, by an authorized agent of the claimant.

**Any holder of claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor and all holders of claims must identify on their proof of claim the particular Debtor against which their claim is asserted and the case number of that Debtor's chapter 11 case.**

**YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY WRITINGS UPON WHICH YOUR CLAIM IS BASED.**

**6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATE**

**EXCEPT WITH RESPECT TO CLAIMS OF THE TYPE SET FORTH IN SECTION 2 ABOVE, ANY CREDITOR WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE THE BAR DATE OF JANUARY 23, 2003 FOR ANY CLAIM SUCH CREDITOR HOLDS OR WISHES TO ASSERT AGAINST ANY OF THE DEBTORS, WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM (AND FROM FILING A PROOF OF CLAIM WITH RESPECT TO SUCH CLAIM) AGAINST THE DEBTORS AND THEIR ESTATES, AND EACH DEBTOR, ITS ESTATE, AND ITS PROPERTY WILL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH CLAIM, AND THE HOLDER OF SUCH CLAIM SHALL NOT BE PERMITTED TO VOTE ON ANY CHAPTER 11 PLAN OR PARTICIPATE IN ANY DISTRIBUTION IN THE DEBTORS' CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM OR TO RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM OR WITH RESPECT TO THE DEBTORS' CHAPTER 11 CASES.**

**7. THE DEBTORS' SCHEDULES AND ACCESS THERETO**

You may be listed as the holder of a claim against one or more of the Debtors in the Debtors' schedules of liabilities and/or schedules of executory contracts and unexpired leases (collectively, the "Schedules"). To determine if and how you are listed in the Schedules, please refer to the descriptions set forth on the attachment to the enclosed proof of claim form(s) regarding the nature, amount, and status of your claim(s). If you received postpetition payments from the Debtors (which payments were authorized by the Court) on account of your claim(s), the enclosed proof of claim form(s) will reflect the net amount of your claim(s) (i.e., reduced by the postpetition payments), as such amount is listed in the Schedules. If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple proofs of claim forms, each of which will reflect the nature and amount of your claim against each such Debtor, as listed in the Schedules.

Copies of the Schedules may be examined by interested parties on the Court's electronic docket for the Debtors' chapter 11 cases, which is posted on the Internet at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov) (a PACER login and password are required and can be obtained through the PACER Service Center at [www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov).) or the independent website [www.elawforworldcom.com](http://www.elawforworldcom.com). Copies of the Schedules may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

DATED: New York, New York  
November 12, 2002

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
(212) 310-8000

ATTORNEYS FOR DEBTORS AND  
DEBTORS IN POSSESSION

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

**PROOF OF CLAIM**

In Re <b>WorldCom, Inc., et al.</b>	Chapter 11 Case No. <b>02-13533 (AJG) Jointly Administered</b>
Name of Debtor Against Which Claim is Held	Case No. of Debtor

**NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.**

**Name and address of Creditor :**

WCI SCHEDULE #: 293733\*\*\*\* VA-335771  
 FLORIDA PUBLIC SERVICE COMM  
 2540 SHUMARD OAK BLVD  
 ATTN: FISCAL SERVICES  
 TALLAHASSEE FL 32399-0850

**Telephone number:**

- Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
- Check box if you have never received any notices from the bankruptcy court in this case.
- Check box if the address differs from the address on the envelope sent to you by the court.



**THE ORIGINAL OF THIS COMPLETED PROOF OF CLAIM MUST BE DELIVERED SO THAT IT IS ACTUALLY RECEIVED ON OR BEFORE 5.00 P.M. (EASTERN TIME) ON JANUARY 23, 2003:**

<b>If by overnight delivery or hand delivery to:</b> United States Bankruptcy Court WorldCom Claims Docketing Center One Bowling Green, Room 534 New York, NY 10004-1408	<b>If by standard mailing to:</b> United States Bankruptcy Court WorldCom Claims Docketing Center P.O. Box 5089 Bowling Green Station New York, NY 10274-5089
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**Account or other number by which creditor identifies debtor:**

**Check here if this claim:**

replaces  amends a previously filed claim, dated: \_\_\_\_\_

**1. Basis for Claim**

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Debt Securities

- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries, and compensation (fill out below)
- Other \_\_\_\_\_ (explain)

Your SS#: \_\_\_\_\_

Unpaid compensation for services performed  
 from \_\_\_\_\_ (date) to \_\_\_\_\_ (date)

**2. Date debt was incurred:**

**3. If court judgment, date obtained:**

**4. Total Amount of Claim at Time Case Filed:** \$ \_\_\_\_\_

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

**5. Secured Claim.**

Check this box if your claim is secured by collateral (including a right of setoff).

**Brief Description of Collateral:**

Real Estate  Motor Vehicle

Other \_\_\_\_\_

Value of Collateral: \$ \_\_\_\_\_

Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ \_\_\_\_\_

**6. Unsecured Priority Claim.**

Check this box if you have an unsecured priority claim

Amount entitled to priority \$ \_\_\_\_\_

**Specify the priority of the claim:**

- Wages, salaries or commissions (up to \$4,650), earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3).
- Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4).
- Up to \$2,100 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6)
- Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7).
- Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8)
- Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(\_\_\_\_\_).

**7. Credits:** The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

**8. Supporting Documents:** Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.

**9. Date-Stamped Copy:** To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

THIS SPACE IS FOR COURT USE ONLY

Date \_\_\_\_\_ Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): \_\_\_\_\_

*Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.*

# INSTRUCTIONS FOR PROOF OF CLAIM FORM

*The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.*

## DEFINITIONS

### **Debtor**

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

### **Creditor**

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

### **Proof of Claim**

A form filed with the clerk of the bankruptcy court where the bankruptcy case was filed, to tell the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed

### **Secured Claim**

A claim is a secured claim if the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began. In some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also *Unsecured Claim*)

### **Unsecured Claim**

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full

### **Unsecured Priority Claim**

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

## Items to be completed in Proof of Claim form (if not already filled in)

### **Court, Name of Debtor and Case Number:**

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.

### **Information about Creditor:**

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

### **1. Basis for Claim:**

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

### **2. Date Debt Incurred:**

Fill in the date when the debt first was owed by the debtor.

### **3. Court Judgments:**

If you have a court judgment for this debt, state the date the court entered the judgment.

### **4. Total Amount of Claim at Time Case Filed:**

Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

### **5. Secured Claim:**

Check the appropriate place if the claim is a secured claim. You must state the type and value of the property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).

### **6. Unsecured Priority Claim:**

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim

### **7. Credits:**

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

### **8. Supporting Documents:**

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
In re :  
: Chapter 11 Case Nos.  
WORLD.COM, INC., et al., : 02-13533 (AJG)  
: (Jointly Administered)  
: Debtors. :  
-----x

**NOTICE OF DEADLINE FOR FILING OF PROOFS OF CLAIM  
ON OR BEFORE JANUARY 23, 2003 AT 5:00 P.M. (EASTERN TIME)**

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE DEBTOR ENTITIES LISTED BELOW:

Debtor	Case No.	Tax I.D. No.	All Other Names Used by the Debtor in the Last 6 Years
Western Business Network, Inc.	02-43305	77-0276311	None
1-800-Collect. Inc.	02-43306	52-1994541	None
B.T.C. Real Estate Investments, Inc.	02-43307	43-1723633	BFP Real Estate, Inc.
Brooks Fiber Communications of Idaho, Inc.	02-43308	43-1770899	Brooks Fiber Communications Of New Hampshire; Phoenix Fiberlink of Idaho, Inc.; Brooks Fiber Communications – Five, Inc.
Brooks Fiber Communications of Virginia, Inc.	02-43309	43-1795922	None
BTC Finance Corp.	02-43310	43-1583085	None
CC Wireless. Inc.	02-43311	22-3378348	Tele-TV
Compuplex Incorporated	02-43312	31-1316663	None
Cross Country Telecommunications, Inc.	02-43313	22-2868888	Wireless Video Enterprises, Inc.; Tele-TV
CS Network Services, Inc.	02-43314	95-3861335	None
Fibercom of Missouri, Inc.	02-43315	43-1579860	None
Institutional Communications Company	02-43316		None
J.B. Telecom. Inc.	02-43317	43-1579859	None
Metropolitan Fiber Systems of Alabama, Inc.	02-43318	47-0775186	None
Metropolitan Fiber Systems of Columbus, Inc.	02-43319	36-3788230	None
Metropolitan Fiber Systems of Hawaii, Inc.	02-43320	47-0775195	None
Metropolitan Fiber Systems of Iowa, Inc.	02-43321	47-0729751	None
Metropolitan Fiber Systems of Kansas City, Missouri, Inc.	02-43322	36-3792344	None
Metropolitan Fiber Systems of Kansas, Inc.	02-43323	47-0775189	None
Metropolitan Fiber Systems of Kentucky, Inc.	02-43324	47-0788122	None
Metropolitan Fiber Systems of Massachusetts, Inc.	02-43325	36-3986551	None
Metropolitan Fiber Systems of Nebraska, Inc.	02-43326	36-3986552	None
Metropolitan Fiber Systems of Nevada, Inc.	02-43327	47-0775190	None
Metropolitan Fiber Systems of North Carolina, Inc.	02-43328	36-3779888	None
Metropolitan Fiber Systems of Oklahoma, Inc.	02-43329	47-0775193	None
Metropolitan Fiber Systems of Rhode Island, Inc.	02-43330	47-0788123	None
Metropolitan Fiber Systems of Tennessee, Inc.	02-43331	47-0773913	None
Metropolitan Fiber Systems of Virginia, Inc.	02-43332	47-0788124	None
Metropolitan Fiber Systems of Wisconsin, Inc.	02-43333	36-3659531	None
MFS Foreign Personnel, Inc.	02-43334	47-0776892	None
Mtel American Radiodetermination Corporation	02-43335	64-0704593	None
Mtel Digital Services, Inc.	02-43336	64-0732640	None
Mtel Space Technologies Corporation	02-43337	64-0711531	None

<b>Debtor</b>	<b>Case No.</b>	<b>Tax I.D. No.</b>	<b>All Other Names Used by the Debtor in the Last 6 Years</b>
Mtel Technologies, Inc.	02-43338	64-0802571	None
Southern Wireless Video, Inc.	02-43339		None
TMC Communications, Inc.	02-43340	77-0075556	None
Wireless Video Enhanced Services	02-43341	94-3196653	Pacific Telesis Enhanced Services, Tele-TV
Wireless Video Enterprises, Inc.	02-43342	94-3208912	Pacific Telesis Enterprises; E.L. Acquisition, Inc.; Tele-TV
MCI Systemhouse L.L.C.	02-43343	52-2152010	None
MCI WORLDCOM Brazil, LLC	02-43344		None
MFS International Holdings, L.L.C.	02-43345		None
New England Fiber Communications L.L.C.	02-43346	43-1783101	None
WorldCom Switzerland LLC	02-43347		None

PLEASE TAKE NOTICE THAT on October 29, 2002, the United States Bankruptcy Court for the Southern District of New York (the "Court"), having jurisdiction over the chapter 11 cases of the debtor entities listed above (collectively, the "Debtors"), entered an order (the "Bar Date Order") establishing **January 23, 2003, at 5:00 p.m. (Eastern Time)** (the "Bar Date"), as the deadline for each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, and trust) to file a proof of claim against any of the Debtors.<sup>1</sup> The Bar Date Order and the Bar Date, as well as the procedures set forth below for the filing of proofs of claim, apply to all claims against the Debtors (other than those set forth below as being specifically excluded) that arose prior to November 8, 2002, the date on which each of the Debtors commenced a case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

**The WorldCom Claims Docketing Center may be contacted at (212) 376-8494 if there are questions with respect to this Notice.**

**A CLAIMANT SHOULD CONSULT AN ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.**

**1. WHO MUST FILE A PROOF OF CLAIM**

You **MUST** file a proof of claim to share in the estate if you have a claim that arose prior to November 8, 2002, and it is not one of the other types of claims described in section 2 below. Acts or omissions of the Debtors that arose before November 8, 2002, may give rise to claims against the Debtors that must be filed by the Bar Date notwithstanding that such claims may not have matured or become fixed or liquidated prior to November 8, 2002. Under section 101(5) of the Bankruptcy Code and as used herein, the word "claim" means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

**2. WHO NEED NOT FILE A PROOF OF CLAIM**

You need not file a proof of claim if:

- A. You have **already** properly filed, with the Clerk of the United States Bankruptcy Court for the Southern District of New York, a proof of claim against the applicable Debtor or Debtors utilizing a claim form which substantially conforms to the proof of claim form tailored for these cases or Official Form No. 10;
- B. Your claim is listed on the Debtors' Schedules (as defined below) and is **not** described as "disputed," "contingent," or "unliquidated," **and** your claim is listed on the Schedules of a specific Debtor, **and** you do **not** dispute that your claim is asserted against such Debtor, and you do **not** dispute the amount or nature of your claim as set forth in the Schedules. Creditors holding claims which are listed in the Schedules without reference

<sup>1</sup> By order of the Bankruptcy Court, entered on November 12, 2002, the Bar Date Order was made applicable in the Debtors' cases.



to a particular Debtor are required to file a proof of claim. Set forth above are the names under which each Debtor conducts or previously conducted business, the names of affected Debtors, and their respective case numbers;

- C. You have a claim under sections 503(b) or 507(a) of the Bankruptcy Code as an administrative expense of any of the Debtors' chapter 11 cases;
- D. Your claim has already been paid in full by any of the Debtors;
- E. You hold an interest in any Debtor, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security or interest; *provided, however*, that interest holders who wish to assert claims (as opposed to ownership interests) against any of the Debtors that arise out of or relate to the ownership or purchase of an interest, including claims arising out of or relating to the sale, issuance, or distribution of the interest, must file proofs of claim on or before the Bar Date, unless another exception identified herein applies;
- F. You are a Debtor and you have a claim against another Debtor;
- G. You hold a claim that has been allowed by an order of the Court entered on or before the Bar Date;
- H. You hold a claim solely against any of the Debtors' non-debtor affiliates, which affiliates are not listed above or in the accompanying notice; or
- I. Your claim is limited exclusively to the repayment of principal, interest, and/or other applicable fees and charges (a "Debt Claim") on or under any debt security issued by the Debtors pursuant to an indenture (the "Debt Instruments"); *provided, however*, that (i) the foregoing exclusion in this subparagraph shall not apply to the indenture trustee under the applicable indenture (the "Indenture Trustee"), (ii) each Indenture Trustee shall be required to file one proof of claim, on or before the Bar Date, on account of all of the Debt Claims on or under the applicable Debt Instruments, and (iii) any holder of a Debt Claim wishing to assert a claim other than a Debt Claim shall be required to file a proof of claim with respect to such claim on or before the Bar Date, unless another exception in this paragraph applies.

**YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST ANY OF THE DEBTORS, OR IF THE CLAIM YOU HELD AGAINST ANY OF THE DEBTORS HAS BEEN PAID IN FULL.**

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A CLAIM.**

### **3. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Any person or entity that holds a claim arising from the rejection of an executory contract or unexpired lease must file a proof of claim based on such rejection by the later of (i) the Bar Date and (ii) the date which is 30 days following the effective date of such rejection (unless the order authorizing such rejection provides otherwise), to share in the estate.

### **4. WHEN AND WHERE TO FILE**

All proofs of claim must be filed so as to be received on or before **January 23, 2003 at 5:00 p.m.** (Eastern Time), at the following address:

If by overnight delivery or hand delivery to:

United States Bankruptcy Court  
WorldCom Claims Docketing Center  
One Bowling Green, Room 534  
New York, NY 10004-1408

If by standard mailing to:

United States Bankruptcy Court  
WorldCom Claims Docketing Center  
P.O. Box 5089  
Bowling Green Station  
New York, NY 10274-5089

(together, the "WorldCom Claims Docketing Center").

Proofs of claim will be deemed timely filed only if **actually received** by the WorldCom Claims Docketing Center on or before the Bar Date. Proofs of claim may **not** be delivered by facsimile, telecopy, or electronic mail transmission.

**5. WHAT TO FILE**

If you file a proof of claim, your filed proof of claim must (i) be written in English, (ii) be denominated in lawful currency of the United States, (iii) conform substantially with the enclosed proof of claim form or Official Form No. 10, (iv) indicate the Debtor against which you are asserting a claim, and (v) be signed by the claimant or if the claimant is not an individual, by an authorized agent of the claimant.

**Any holder of claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor and all holders of claims must identify on their proof of claim the particular Debtor against which their claim is asserted and the case number of that Debtor's chapter 11 case.**

**YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY WRITINGS UPON WHICH YOUR CLAIM IS BASED.**

**6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATE**

**EXCEPT WITH RESPECT TO CLAIMS OF THE TYPE SET FORTH IN SECTION 2 ABOVE, ANY CREDITOR WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE THE BAR DATE OF JANUARY 23, 2003 FOR ANY CLAIM SUCH CREDITOR HOLDS OR WISHES TO ASSERT AGAINST ANY OF THE DEBTORS, WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM (AND FROM FILING A PROOF OF CLAIM WITH RESPECT TO SUCH CLAIM) AGAINST THE DEBTORS AND THEIR ESTATES, AND EACH DEBTOR, ITS ESTATE, AND ITS PROPERTY WILL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH CLAIM, AND THE HOLDER OF SUCH CLAIM SHALL NOT BE PERMITTED TO VOTE ON ANY CHAPTER 11 PLAN OR PARTICIPATE IN ANY DISTRIBUTION IN THE DEBTORS' CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM OR TO RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM OR WITH RESPECT TO THE DEBTORS' CHAPTER 11 CASES.**

**7. THE DEBTORS' SCHEDULES AND ACCESS THERETO**

You may be listed as the holder of a claim against one or more of the Debtors in the Debtors' schedules of liabilities and/or schedules of executory contracts and unexpired leases (collectively, the "Schedules"). To determine if and how you are listed in the Schedules, please refer to the descriptions set forth on the attachment to the enclosed proof of claim form(s) regarding the nature, amount, and status of your claim(s). If you received postpetition payments from the Debtors (which payments were authorized by the Court) on account of your claim(s), the enclosed proof of claim form(s) will reflect the net amount of your claim(s) (i.e., reduced by the postpetition payments), as such amount is listed in the Schedules. If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple proofs of claim forms, each of which will reflect the nature and amount of your claim against each such Debtor, as listed in the Schedules.

Copies of the Schedules may be examined by interested parties on the Court's electronic docket for the Debtors' chapter 11 cases, which is posted on the Internet at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov) (a PACER login and password are required and can be obtained through the PACER Service Center at [www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov)) or the independent website [www.elawforworld.com](http://www.elawforworld.com). Copies of the Schedules may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

DATED.       New York, New York  
              November 12, 2002

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
(212) 310-8000

ATTORNEYS FOR DEBTORS AND  
DEBTORS IN POSSESSION