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COMMISSION  
CLERK

November 8, 2004

**VIA HAND DELIVERY**

Ms. Blanco S. Bayó, Director  
Division of Commission Clerk and Administrative Services  
Florida Public Service Commission  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399

Re: Notification of the Merger of Intermedia Communications, Inc. and MCImetro Access Transmission Services LLC Undertaken to Streamline MCI, Inc.'s Corporate Structure

Dear Ms. Bayó:

MCI, Inc. ("MCI"), by its undersigned counsel, and on behalf of its subsidiaries Intermedia Communications, Inc. ("Intermedia") and MCImetro Access Transmission Services LLC ("MCImetro" and, together with Intermedia, "MCI"), hereby respectfully notifies the Florida Public Service Commission (the "Commission") of the corporate merger of Intermedia into MCImetro (the "Merger"), undertaken to streamline MCI's corporate structure, including the transfer of Intermedia's telephone assets and the cancellation of Intermedia's certificate of public convenience and necessity. The Merger is to be completed by December 31, 2004.

**I. DESCRIPTION OF MCI, INC.**

CMP Kennedy

COM \_\_\_\_\_ MCI, Inc. is currently a global telecommunications company organized and existing  
CTR \_\_\_\_\_ under the laws of the State of Delaware with its principal place of business located at 22001  
ECR \_\_\_\_\_ Loudoun County Parkway, Ashburn, Virginia, 20147. Through various operating subsidiaries,  
GCL \_\_\_\_\_ including the Florida operating subsidiaries, MCI, Inc. provides international and domestic  
OPC \_\_\_\_\_ interstate, intrastate and local telecommunications services in each of the 50 states, the District of  
MMS \_\_\_\_\_ Columbia, Puerto Rico and the U.S. Virgin Islands. MCI, Inc.'s telecommunications offerings  
are comprehensive in scale and scope and include virtually every type of voice and data service.  
Additional information about MCI, Inc. is available at [www.mci.com](http://www.mci.com).

RCA \_\_\_\_\_ MCI, Inc. is the parent company of various operating subsidiaries; it offers no services  
SCR \_\_\_\_\_ directly to the public and holds no certificates of public convenience and necessity issued by the

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Commission.<sup>1</sup> On October 31, 2003, MCI, Inc. (f/k/a WorldCom, Inc.) and 221 of its direct and indirect domestic subsidiaries emerged from Chapter 11 bankruptcy proceedings.<sup>2</sup> Throughout the bankruptcy reorganization proceedings, MCI, Inc. continued to operate its businesses, both in Florida and elsewhere, without interruption, maintained its state-of-the-art network; preserved service quality, and continued to expand the availability of innovative and competitive services.

The Merger is part of MCI, Inc.'s continuing effort to streamline its corporate legal structure to achieve certain operating efficiencies, cost savings, and administrative benefits. The more efficient structure will also reduce duplication of effort and confusion in MCI, Inc.'s dealings with regulators, other government agencies, vendors, and customers.

## II. CONTACT INFORMATION

Correspondence concerning this notification may be directed to:

Floyd R. Self, Esq.  
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Tallahassee, Florida 32301  
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Email: [fself@lawfla.com](mailto:fself@lawfla.com)

With a copy to:

David Adelman, Esq.  
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Email: [david.adelman@sablaw.com](mailto:david.adelman@sablaw.com)

And:

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<sup>1</sup> A list of the certificates of public convenience and necessity currently held by MCI, Inc. subsidiaries in the State of Florida is provided in Exhibit 1.

<sup>2</sup> *In re WorldCom, Inc.*, Case No. 02-13533 (AJG) (S.D.N.Y.).

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Marsha Ward, Esq.  
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Atlanta, Georgia 30328  
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Email: [marsha.ward@mci.com](mailto:marsha.ward@mci.com)

### **III. DESCRIPTION OF PROPOSED MERGER**

The Merger is an essential aspect of MCI's plan to streamline its corporate structure in a manner that will simplify administrative requirements for MCI, regulators and consumers. As shown in Exhibits 2A and 2B, MCI, Inc., the ultimate parent of Intermedia, will retain ultimate control of the surviving subsidiary, MCImetro. The Merger is expected to close December 31, 2004, as described below.

MCI, Inc. currently has six subsidiaries certificated in Florida: (i) Intermedia; (ii) MCImetro; (iii) MCI WorldCom Communications, Inc.; (iv) MCI WorldCom Network Services, Inc.; (v) SouthernNet, Inc. d/b/a Telecom USA; and (vi) TTI National, Inc. Each of these subsidiaries holds a separate certificate of public convenience and necessity and files its own tariffs separate from the other subsidiaries. The Intermedia certificate is in the name of Intermedia Communications, Inc., but as a part of MCI's emergence from bankruptcy, the corporate name was changed to Intermedia Communications, LLC, with the Florida Secretary of State's Division of Corporations. The Merger will result in Intermedia's assets being transferred to MCImetro. There are, however, no customers receiving services regulated by this Commission, hence the Merger will have no customer impact. In connection with the Merger, MCI requests that the Commission cancel the certificates of public convenience and necessity held by Intermedia. Thus, as shown in Exhibit 2B, post-Merger Intermedia will no longer be providing telecommunications services in Florida. Once the Merger closes, MCI will make the necessary filing to cancel the Intermedia tariff.

### **IV. EFFECT OF THE MERGER**

Intermedia has no retail intrastate voice customers. The retail local and long distance voice customers of Intermedia were migrated to other MCI (then WorldCom, Inc.)-affiliated services after Intermedia was purchased by WorldCom. Appropriate Commission approvals were obtained or notice provided for those transactions and prior notice was given the customers at that time. While the facilities, including local switches of Intermedia, will be merged into MCImetro, there is no customer impact.

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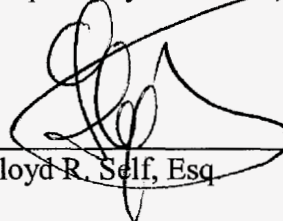
The Merger will result in a streamlined and more efficient corporate structure that achieves cost savings and eliminates administrative duplication, including overlapping reports and regulatory filings.

## V. CONCLUSION

MCI respectfully submits that the public interest, convenience, and necessity would be furthered by this Merger. In addition to ensuring an orderly streamlining of the corporate organization of MCI, the efficiencies of the Commission will be increased by having fewer MCI related entities to track and monitor.

An original and six copies of this notification are enclosed. MCI respectfully requests that the Commission date-stamp the enclosed extra copy of this filing and return it in the attached self-addressed, stamped envelope. Further information regarding the Merger is available at the request of the Commission.

Respectfully submitted,



Floyd R. Self, Esq.

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cc: Marsha A. Ward, Esq.  
David I. Adelman, Esq.  
Donna McNulty, Esq.

**Exhibit 1**

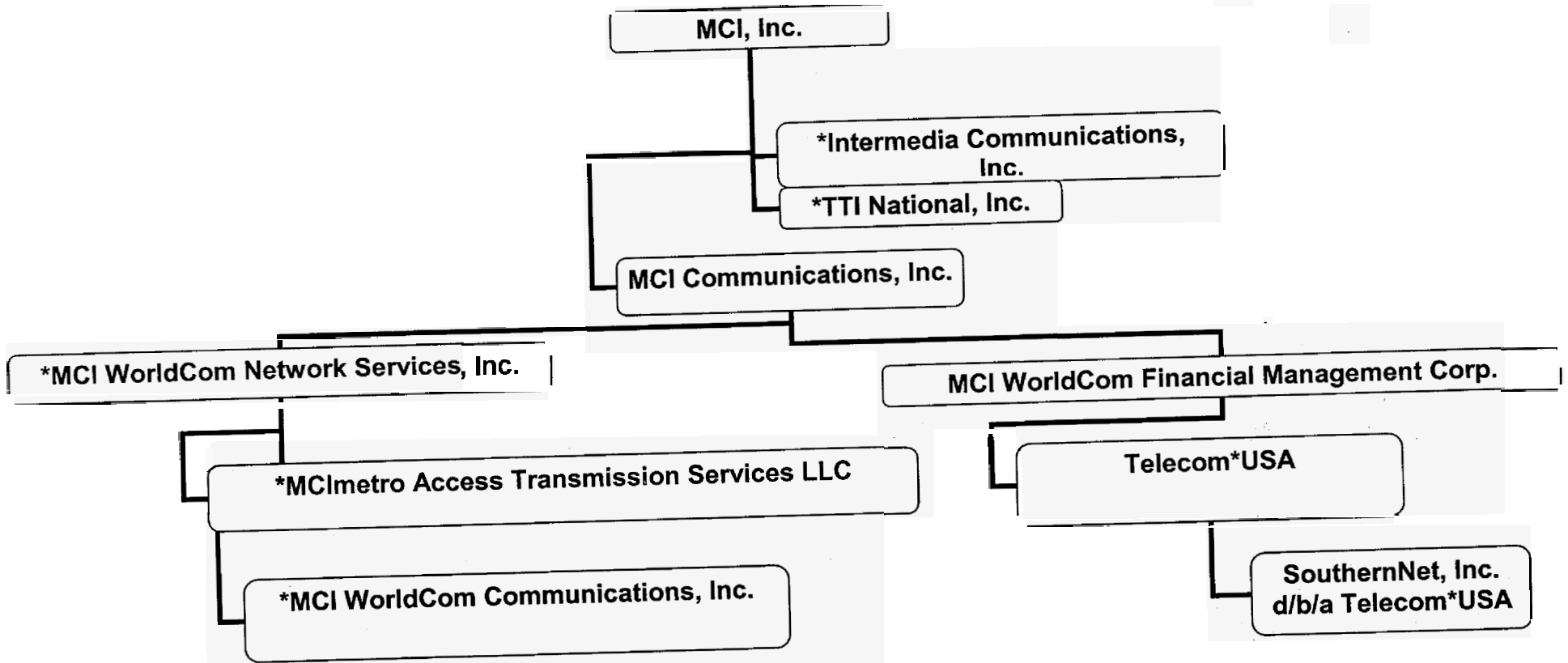
**CERTIFICATES OF PUBLIC CONVENIENCE AND NECESSITY**

<b>Entity</b>	<b>Authority</b>
Intermedia Communications, Inc.	IXC, STS, ALEC
MCI metro Access Transmission Services LLC	ALEC
MCI WorldCom Communications, Inc.	IXC, STS
MCI WorldCom Network Service, Inc.	IXC
SouthernNet, Inc. d/b/a Telecom USA	IXC
TTI National, Inc.	IXC

Exhibit 2A

ORGANIZATIONAL CHARTS

**Florida Pre-Reorganization Structure**

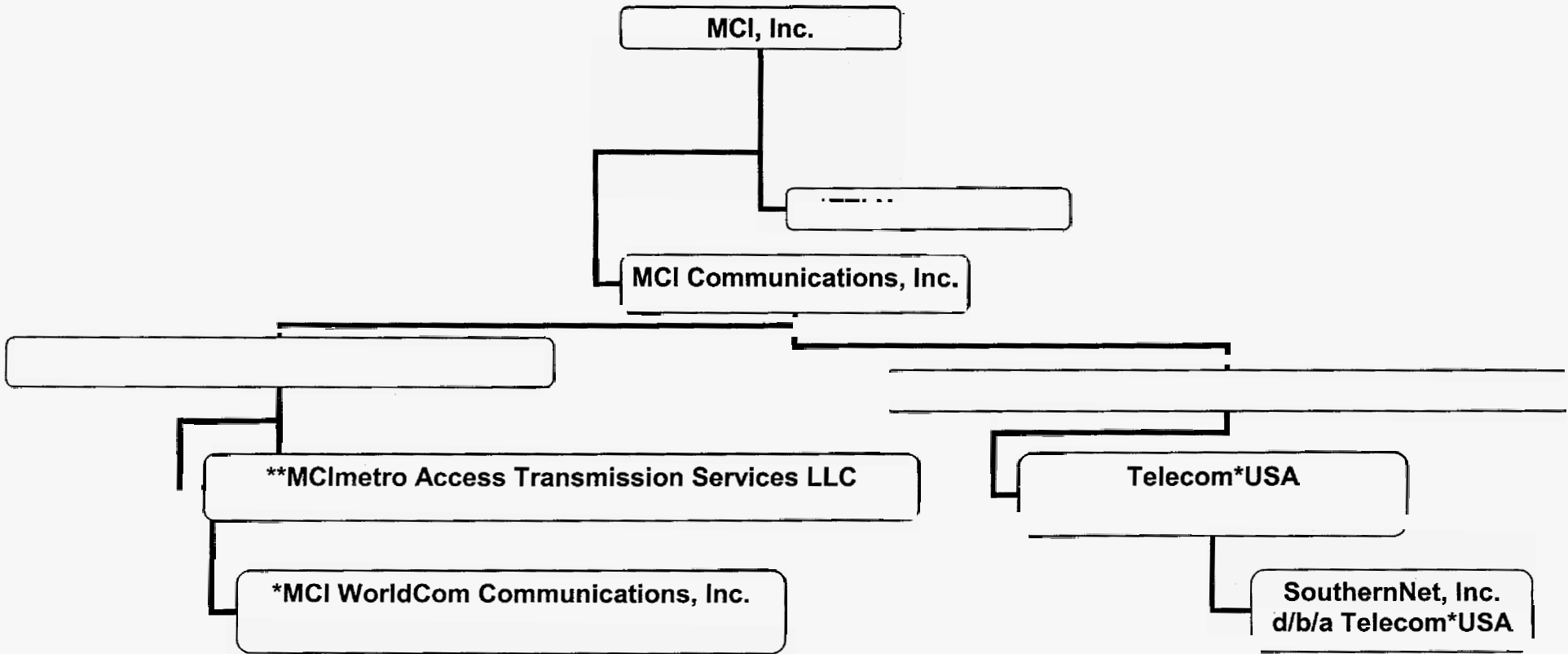


\*Denotes entities regulated by Commission

Exhibit 2B

ORGANIZATIONAL CHARTS

**Florida Post-Reorganization Structure**



\*Denotes entities regulated by Commission

\*\*Intermedia Communications, Inc. merges into MCImetro Access Transmission Services LLC