

BEFORE THE MISSOURI PUBLIC SERVICE COMMISSION

_____)
Application of)
)
Intermedia Communications, Inc. and)
MCImetro Access Transmission Services, LLC)
) **Case No.** _____
For Grant of the Authority Necessary for)
Merger and Related Intra-Corporate Transactions)
Undertaken to Streamline MCI, Inc.'s Corporate)
Structure)
_____)

APPLICATION FOR APPROVAL OF MERGER
AND MOTION FOR EXPEDITED TREATMENT

Intermedia Communications, Inc. ("Intermedia") and MCImetro Access Transmission Services, LLC ("MCImetro" and, together with Intermedia, "MCI" or "Applicants") by their undersigned counsel, pursuant to § 392.300 R.S.Mo. and 4 CSR 240-3.525, and 4 CSR 240-2.060, hereby request that the Missouri Public Service Commission (the "Commission") grant such authority as may be necessary or required in connection with the corporate merger of Intermedia into MCImetro (the "Merger"), undertaken to streamline MCI, Inc.'s corporate structure, including the transfer of Intermedia's telephone assets and the cancellation of Intermedia's certificates of telecommunications service authority. Applicants seek expedited approval pursuant to 4 CSR 240-2.080(16), including completion of the proceeding by December 15, 2004, in order to complete the merger by December 31, 2004. The benefits of the transaction are described herein. There will be no negative effect on customers, the general public, or others if the Commission acts by the date requested. This application was filed as soon as possible under the circumstances surrounding it.

I. DESCRIPTION OF THE APPLICANTS AND THEIR CORPORATE PARENT

1. MCI, Inc. is currently a global telecommunications company organized and existing under the laws of the State of Delaware with its principal place of business located at 22001 Loudoun County Parkway, Ashburn, Virginia, 20147. Through various operating subsidiaries, including the Missouri operating subsidiaries, MCI, Inc. provides international and domestic interstate, intrastate and local telecommunications services in each of the 50 states, the District of 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.

2. MCI, Inc. is the parent company of various operating subsidiaries; it offers no services directly to the public and holds no certificates of public convenience and necessity issued by the Commission. 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.¹ Throughout the bankruptcy reorganization proceedings, MCI, Inc. continued to operate its businesses, both in Missouri 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.

3. 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.

¹ *In re WorldCom, Inc.*, Case No. 02-13533 (AJG) (S.D.N.Y.).

4 Intermedia is a Delaware corporation in good standing duly authorized to conduct business in Missouri with regulatory offices at 701 Brazos, Suite 600, Austin, Texas 78701, with a telephone number of 512-495-6727, fax number of 512-495-6799, and email in care of Stephen F. Morris at stephen.morris@wcom.com. Intermedia is authorized as a competitive local exchange carrier under certificate granted September 30, 1997 in Case No. TA-97-264 and tariffs approved subsequently by the Commission pursuant to that case. A certificate of its authorization to conduct business in Missouri from the Missouri Secretary of State is attached hereto as Exhibit 1.

5 MCImetro is a Delaware limited liability company in good standing duly authorized to conduct business in Missouri with regulatory offices at 701 Brazos, Suite 600, Austin, Texas 78701, with a telephone number of 512-495-6727, fax number of 512-495-6799, and email in care of Stephen F. Morris at stephen.morris@wcom.com. MCImetro is authorized as a competitive local exchange carrier under certificate granted October 27, 1998 in Case No. TA-98-575 and tariffs approved subsequently by the Commission pursuant to that case. A certificate of its authorization to conduct business in Missouri from the Missouri Secretary of State is attached hereto as Exhibit 2.

6. Applicants have no pending actions or final unsatisfied judgments or decisions against them from any state or federal agency or court which involve customer service or rates, which action, judgment or decision has occurred within the past three years.

7. Applicants have no annual reports or PSC assessment fees that are overdue.

II. CONTACT INFORMATION

8. All inquiries, correspondence, communications, pleadings, notices, orders and decisions relating to this Application should be directed to:

Carl J. Lumley, Esq.
Leland B. Curtis, Esq.
Curtis, Heinz, Garrett & O'Keefe, PC
130 South Bemiston, Ste. 200
St. Louis, Missouri 63105
Phone: (314) 725-8788
Fax: (314) 725-8789
Email: clumley@lawfirmemail.com
lcurtis@lawfirmemail.com

With a copy to:

David Adelman, Esq.
Sutherland Asbill & Brennan LLP
999 Peachtree Street, N.E.
Atlanta, Georgia 30309
Phone: (404) 853-8000
Fax: (404) 853-8806
Email: david.adelman@sablaw.com

And:

Marsha Ward, Esq.
MCI, Inc.
6 Concourse Parkway, Ste. 600
Atlanta, Georgia 30328
Phone: (770) 284-5490
Fax: (770) 284-5488
Email: marsha.ward@mci.com

Notices, correspondence, communications, orders, decisions, and other papers may be served upon Applicants' attorneys and such service shall be deemed to be service upon Applicants in this matter.

III. DESCRIPTION OF PROPOSED MERGER

9. 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 A and B, MCI, Inc., the ultimate parent of Intermedia, will retain ultimate control of the surviving subsidiary, MCImetro. The Applicants submit for the Commission's approval the Merger that is expected to close December 31, 2004, as described below.

10. The Merger will result in Intermedia's assets being transferred to MCImetro. There are, however, no customers receiving services from Intermedia regulated by this Commission, hence the Merger will have no customer impact. Additionally, the Merger will not have an impact on the tax revenues of any political subdivision in Missouri. In connection with the Merger, MCI requests that the Commission cancel Intermedia's competitive local exchange carrier certificate of authority granted in Case No. TA-97-264. Thus, as shown in Exhibit B, post-Merger Intermedia will no longer be providing telecommunications services in Missouri. Once the Commission approves the Merger, MCI will make the necessary filing to cancel the Intermedia tariffs.

IV. EFFECT OF THE MERGER

11. Intermedia has no retail intrastate voice customers. The retail local and long distance voice customers of Intermedia were lawfully migrated to other MCI (then WorldCom, Inc.)-affiliated services after Intermedia was purchased by WorldCom. While the facilities, including local switches of Intermedia, will be merged into MCImetro, there will be no customer impact.

12. 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, thereby serving the public interest.

V. THIS APPLICATION SHOULD BE CONSIDERED ON AN EXPEDITED BASIS

13. The public interest will be best served by the expeditious grant of this Application. Competition will be increased by reinforcing MCI's status as a viable competitor. Importantly, streamlining the operations of MCI will increase its efficiencies and assist the Commission in increasing its administrative efficiencies by merging Intermedia into MCImetro. Given that there are no impacted customers, MCI respectfully requests that the Commission approve this Application as expeditiously as possible in order to allow MCI to consummate the proposed transaction as soon as possible.

VI. CONCLUSION

14. MCI respectfully submits that the public interest, convenience, and necessity will be furthered by a grant of this Application. In light of the need to ensure an orderly streamlining of the corporate organization which will increase efficiencies for the Commission, MCI respectfully requests expedited treatment to permit MCI to consummate the proposed transaction described herein as soon as possible, and in any event, no later than December 31, 2004.

Respectfully submitted

CURTIS, HEINZ,
GARRETT & O'KEEFE, P.C.

/s/ Leland B. Curtis

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Leland B. Curtis, #20550
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(314) 725-8789 (FAX)
clumley@lawfirmemail.com
lcurtis@lawfirmemail.com

Attorneys for Intermedia Communications, Inc.
and MCImetro Access Transmission Services, LLC

CERTIFICATE OF SERVICE

A true and correct copy of the foregoing document was mailed this 8th day of November, 2004, by placing same in the U.S. Mail postage paid to:

General Counsel
Missouri Public Service Commission
P.O. Box 360
Jefferson City, Missouri 65102

Office of Public Counsel
P.O. Box 2230
Jefferson City, Missouri 65102

/s/ Leland B. Curtis

STATE OF GEORGIA)
)
COUNTY OF FULTON) SS.

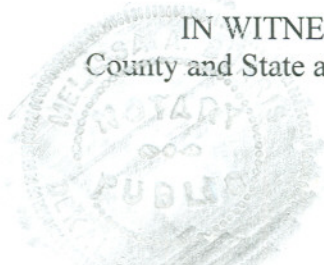

VERIFICATION

I, MARSHA A. WARD, first being duly sworn, state on my oath that I am over the age of twenty-one years, sound of mind, and the National Director, State Regulatory of MCI, Inc. I am authorized to act on behalf of MCI, Inc., regarding the foregoing document. I have read the Application for Expedited Approval of Merger and I am informed and believe that the matters contained therein are true. Further, I hereby confirm that Carl J. Lumley, Leland B. Curtis, and Curtis, Heinz, Garrett & O'Keefe, P.C., 130 S. Bemiston, Suite 200, Clayton, Missouri 63105, are authorized to sign all pleadings and documents necessary to obtain the decision of the Missouri Public Service Commission on the foregoing Confirmation, and to represent MCI, Inc. in this proceeding.


MARSHA A. WARD

On this 5th day of November, 2004, before me, a Notary Public, personally appeared MARSHA A. WARD, and being first duly sworn upon her oath stated that she is over twenty-one years, sound of mind and the National Director, State Regulatory of MCI, Inc., and she signed the foregoing document as National Director, State Regulatory of MCI, Inc., and the facts contained therein are true and correct according to the best of her information, knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year above-written.



Notary Public

My Commission Expires:

MELISSA A. BURRIS
Notary Public, DeKalb County, Georgia
My Commission Expires May 15, 2008

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

I, MATT BLUNT, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

INTERMEDIA COMMUNICATIONS INC.

using in Missouri the name

**INTERMEDIA COMMUNICATIONS INC.
F00409393**

a DELAWARE entity was created under the laws of this State on the 30th day of March, 1995, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 8th day of November, 2004

Matt Blunt

Secretary of State



Certification Number: 7156043-1 Reference:
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>

STATE OF MISSOURI



Matt Blunt
Secretary of State

**CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING**

I, MATT BLUNT, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

MCIMETRO ACCESS TRANSMISSION SERVICES LLC

using in Missouri the name

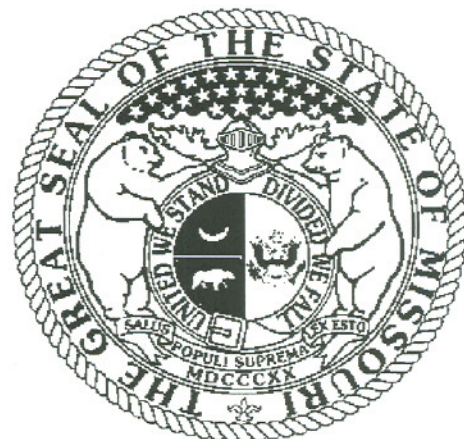
**MCIMETRO LLC
FL0020258**

a DELAWARE entity was created under the laws of this State on the 9th day of June, 1998, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 8th day of November, 2004

Matt Blunt

Secretary of State

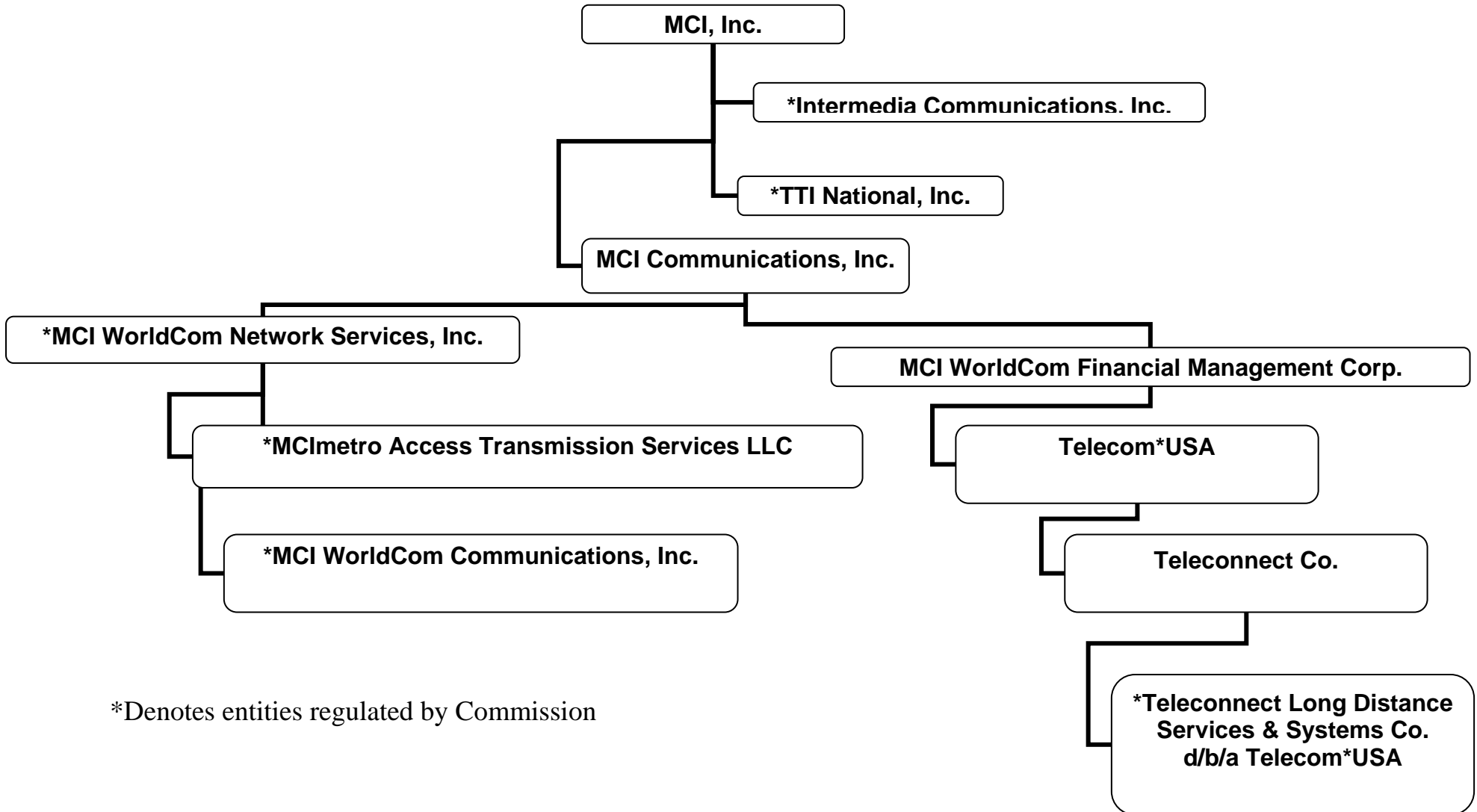


Certification Number: 7156068-1 Reference:
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>

Exhibit A

ORGANIZATIONAL CHARTS

Missouri Pre-Reorganization Structure

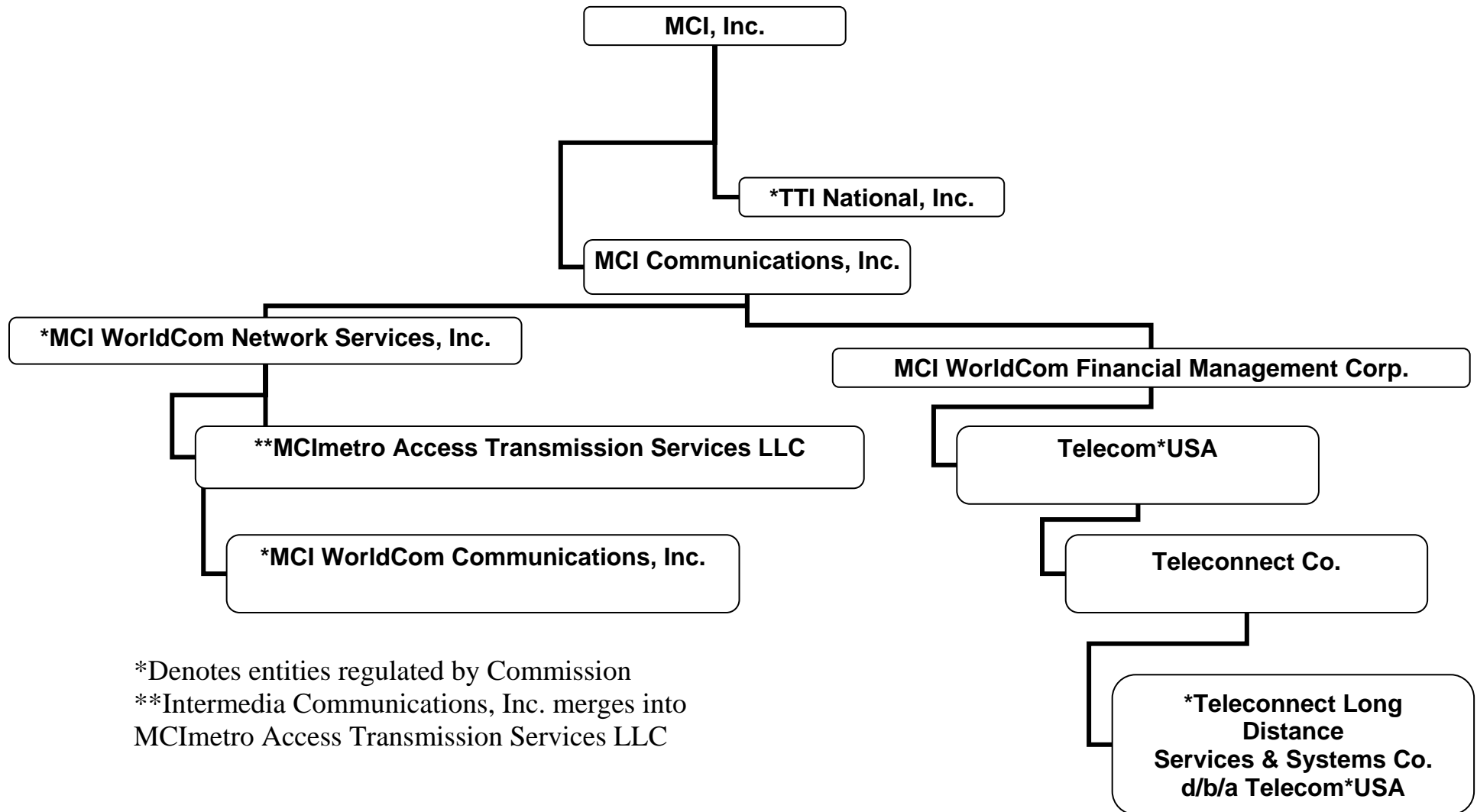


*Denotes entities regulated by Commission

Exhibit B

ORGANIZATIONAL CHARTS

Missouri Post-Reorganization Structure



*Denotes entities regulated by Commission

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