

**BEFORE THE MISSOURI PUBLIC SERVICE COMMISSION**

**In Re:** )  
**Application of MCI, Inc.** )  
**for Grant of the Authority Necessary** ) **Case No. \_\_\_\_\_**  
**for the Transfer of Assets of MCI** )  
**Network Services, Inc. to MCI** )  
**Communications Services, Inc.** )  
 )

**APPLICATION FOR APPROVAL OF TRANSFER OF ASSETS**  
**REQUEST FOR WAIVER AND MOTION FOR EXPEDITED TREATMENT**

Pursuant to Mo. Rev. Stat. § 392.300 and 4 CSR 240-3.520, MCI, Inc. (“MCI”), by its undersigned counsel, and on behalf of its subsidiaries MCI Network Services, Inc. (“MCI Network Services”) and MCI Communications Services, Inc. (“MCI Communications Services”), hereby requests that the Commission grant such authority as may be necessary or required for the transfer to MCI Communications Services of certain assets of MCI Network Services related to its provision of telecommunication services. The transaction is another step in MCI’s effort to streamline its corporate structure, achieve cost savings and eliminate any administrative duplication. The transaction is expected to be completed by December 31, 2005.

Accordingly, MCI seeks expedited action in this proceeding, including completion of this proceeding before December 31, 2005, pursuant to 4 CSR 240-2.080(16), in order to achieve the desired benefits of the transaction. There will be no negative effect on customers or the general public if the Commission acts expeditiously. The Application was filed as soon as possible under the circumstances.

Because this is an internal corporate transaction, involving assets that do not service retail customers, pursuant to 4 CSR 240-2.060(4), MCI requests that the Commission waive the requirements under 4 CSR 240-3.520(2)(B)(E), and (G) that a copy of a contract or balance sheets and income statements be filed or that copies of customer notifications be submitted. No public utility would be affected by this waiver.

**A. Description of the Applicant**

1. MCI is a corporation created and existing under the laws of the State of Delaware, with its principal office located at 22001 Loudoun County Parkway, Ashburn, Virginia 20147. Through various operating subsidiaries, including MCI Network Services and MCI Communications Services, MCI provides international and domestic interstate, intrastate and local telecommunications services. MCI is the parent company of various operating subsidiaries and offers no services directly to the public and holds no certificates of public convenience and necessity issued by the Commission. Additional information about MCI, Inc. is available at [www.mci.com](http://www.mci.com).

2. MCI Network Services, Inc. is a Delaware corporation with its principal office located at 22001 Loudoun County Parkway, Ashburn, Virginia 20147. MCI Network Services provides wholesale long distance telephone, data and Internet services to other carriers. MCI Network Services owns facilities used to provide non-local services. MCI, Inc. is the ultimate parent of MCI Network Services. MCI Network Services has been classified as a competitive telecommunications company by the Commission. Its certificate of authority to conduct business in the State of Missouri is attached hereto.

3. MCI Communications Services, Inc. is a Delaware corporation with its principal office located at 22001 Loudoun County Parkway, Ashburn, Virginia 20147. MCI

Communications Services is MCI's primary entity for U.S. based sales contracts. It holds MCI's customer contracts for commercial, wholesale, consumer, and the public sector and leases various facilities. It also provides long distance services to MCI's retail consumer and business customer base in all 50 states and the District of Columbia. MCI, Inc. is the ultimate parent of MCI Communications Services. MCI Communications Services has been classified as a competitive telecommunications company by the Commission. Its certificate of service authority to conduct business in the State of Missouri is attached hereto.

4. Applicants have no pending actions or final unsatisfied judgments or decisions against them from any state or federal agency or court which involved customer services or rates, which action, judgments, or decision has occurred within the past three years. (4 CSR 240-2.060(1)(K)).

5. Applicants have no annual reports or PSC assessment fees that are overdue. (4 CSR 240-2.060(1)(L)).

**B. Contact Information**

6. Correspondence concerning this application may be directed to:

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

With a copy to:

David Adelman, Esq.  
Frank LoMonte, 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](mailto: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](mailto:marsha.ward@mci.com)

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

**C. Description of the Transaction**

7. The transaction is an essential aspect of MCI's continued plans to streamline its corporate structure and allow it to operate in a more efficient manner. The transaction will result in MCI Network Services' assets, facilities and wholesale customer contracts involving long distance telephone, data and Internet services, being transferred to MCI Communications Services. As shown in Exhibits 1 and 2, MCI Network Services' assets will be transferred to MCI Communications Services. MCI Network Services has no retail customers. All customers served by MCI Network Services facilities and pursuant to contract with MCI Network Services will be served by MCI Communications Services after

the transfer of assets. MCI Communications Services has all authority necessary to provide the services currently provided by MCI Network Services. No new authority is being requested. MCI, Inc., the ultimate parent of both companies, will retain control of both subsidiaries. There is no change of ownership of certificates of authority. MCI Network Services is retaining its certificates of authority and is not seeking cancellation of them at this time.

8. The transfer of MCI Network Services' assets and customers will not adversely affect the provision of services in Missouri. Wholesale customers will receive the same services at the same high quality from MCI Communications Services that they currently receive from MCI Network Services. No changes will be made to the rates, terms and conditions or service offerings; only the name will change, and all branding will still remain MCI, making the transfer of assets transparent to all customers. There will be no impact on the tax revenues of the political subdivisions of the State of Missouri. (4 CSR 240-3.520(2)(F)).

**D. Conclusion**

9. MCI respectfully submits that the public interest, convenience, and necessity would be furthered by grant of this Application. MCI respectfully requests the Commission approve the transfer of assets from MCI Network Services, Inc. to MCI Communications Services, Inc. on an expedited basis and prior to December 31, 2005. Further information regarding the transaction is available at the request of the Commission.

Respectfully submitted,

MCI, Inc., on behalf of its subsidiaries

MCI Network Services, Inc. and

MCI Communications Services, Inc.

/s/ Carl J. Lumley

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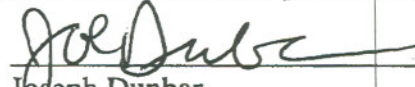
Leland B. Curtis, #20550  
Carl Lumley, #32869  
Curtis, Heinz, Garrett & O'Keefe, PC  
130 South Bemiston  
Suite 200  
St. Louis, MO 63105  
Phone: 314-725-8788  
Fax: 314-725-8789  
Email: [lcurtis@lawfirmemail.com](mailto:lcurtis@lawfirmemail.com)  
[clumley@lawfirmemail.com](mailto:clumley@lawfirmemail.com)

*Attorneys for MCI, Inc., MCI Network  
Services, Inc. and MCI Communications  
Services, Inc.*

**VERIFICATION**


STATE OF NEW YORK )  
 ) SS.  
COUNTY OF WESTCHESTER )

I, JOSEPH DUNBAR, being first duly sworn, depose and state that I am over the age of 21 years, sound of mind, and Senior Manager, Regulatory Compliance and Reporting of MCI NETWORK SERVICES, INC., and that I am authorized to make this Verification on behalf of MCI NETWORK SERVICES, INC.; that I have read the foregoing Application and know the contents thereof; and that the same is true and correct to the best of my knowledge, information, and belief. I also verify that Carl J. Lumley, Leland B. Curtis, and Curtis, Heinz, Garrett & O'Keefe, PC, 130 S. Bemiston, Suite 200, Clayton, Missouri, 63105 are authorized to sign all pleadings and documents necessary to receive the approval of the Missouri Public Service Commission of the foregoing Application, and to represent MCI NETWORK SERVICES, INC. in this proceeding.

  
\_\_\_\_\_  
Joseph Dunbar

On this 27th day of September, 2005, before me, a Notary Public, personally appeared Joseph Dunbar, and being first duly sworn upon his oath stated that he is over twenty-one years, sound of mind and the Senior Manager, Regulatory Compliance and Reporting, of MCI Network Services, Inc., he signed the foregoing document as Senior Manager, Regulatory Compliance and Reporting of MCI Network Services, Inc., and the facts contained therein are true and correct according to the best of his 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.

  
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Notary Public

My Commission Expires:

JEROME S. SILBY  
Notary Public  
No. 2007013  
d in Westchester County  
Commission Expires Feb. 12, 2007  
2007

**CERTIFICATE OF SERVICE**

A true and correct copy of the foregoing document was either emailed, faxed or mailed by U.S. Mail, postage paid this 28th day of September, 2005, to:

General Counsel  
Missouri Public Service Commission  
P.O. Box 360  
Jefferson City, Missouri 65102  
gencounsel@psc.mo.gov

Office of Public Counsel  
P.O. Box 2230  
Jefferson City, Missouri 65102  
opcservice@ded.mo.gov

/s/ Carl J. Lumley

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