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CARL J. LUMLEY

EMAIL ADDRESS
clumley@cohgs.com

May 13, 2002

Secretary of the Commission
Missouri Public Service Commission
200 Madison Street, Suite 100
Jefferson City, MO 65102

VIA FEDERAL EXPRESS

Re: In the matter of the Application of WorldCom, Inc., MCI WorldCom Communications, Inc. and Intermedia Communications, Inc. for Approval of the Transfer of Residential IXC Customers and Waiver of Commission Rule 4 CSR 240-33.150

Dear Secretary of the Commission:

Enclosed please find for filing with your office the following:

1. An original and nine (9) copies of Application of WorldCom, Inc., MCI WorldCom Communications, Inc. and Intermedia Communications, Inc.
2. Motion for Expedited Treatment of WorldCom, Inc., MCI WorldCom Communications, Inc. and Intermedia Communications, Inc.
3. Entry of Appearance on behalf of WorldCom, Inc., MCI WorldCom Communications, Inc. and Intermedia Communications, Inc.

Upon your receipt, please file stamp the extra copy of each document received and return to the undersigned in the enclosed, self-addressed, stamped envelope. If you have any questions, please contact us.

Very truly yours,


Carl J. Lumley

CJL:dn

Enclosures

cc. Public Counsel (W/Enclosure)
General Counsel (W/Enclosure)

BEFORE THE MISSOURI PUBLIC SERVICE COMMISSION

In the matter of the Application of WorldCom, Inc.,)	
MCI WorldCom Communications, Inc. and)	
Intermedia Communications, Inc. For Approval of)	Case No.
The Transfer of Residential IXC Customers)	
And Waiver of Commission Rule 4 CSR 240-33.150.)	

APPLICATION

COME NOW WorldCom, Inc. ("WorldCom"), MCI WorldCom Communications, Inc. ("MCI WorldCom") and Intermedia Communications, Inc. ("Intermedia") (collectively "Applicants"), by their undersigned counsel, and for their Application for approval from the Missouri Public Service Commission ("Commission") of the transfer of Intermedia's residential long distance customers to its affiliate MCI WorldCom and a waiver of Commission Rule 4 CSR 240-33.150 regarding authorization and verification of changes in telecommunications providers, pursuant to sections 392.300 and 392.540 RSMo, and 4 CSR 240-2.060, 2.015 and 33.150, state to the Commission as follows:

1. MCI WorldCom 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 telephone number 512-495-6727, fax number of 512-495-6799, and email care of Stephen F. Morris at stephen.morris@wcom.com. MCI WorldCom is authorized as a competitive telecommunications company under certificate granted and tariffs approved by the Commission. A certificate of its authorization to conduct business in Missouri from the Missouri Secretary of State is attached hereto as Exhibit 1.

2. Intermedia is a Delaware corporation in good standing duly authorized to conduct business in Missouri with regulatory offices and contact information as stated in paragraph 1. Intermedia is authorized as a competitive telecommunications company under certificate granted and tariffs approved by the Commission. A certificate of its authorization to conduct business in Missouri from the Missouri Secretary of State is attached hereto as Exhibit 2.

3. Both MCI WorldCom and Intermedia are subsidiaries of WorldCom. WorldCom is a publicly traded Georgia corporation. Its principal offices are located at 500 Clinton Center Drive, Clinton, Mississippi, 39056. WorldCom does not conduct business directly in Missouri. For purposes of this proceeding, it can be contacted through the other Applicants. WorldCom is a global telecommunications company. Through various operating subsidiaries, WorldCom is authorized to offer domestic interstate, intrastate, local and international telecommunications services in each of the 50 states and the District of Columbia, including intrastate services within Missouri. WorldCom's telecommunications offerings are comprehensive in scale and scope and include virtually every type of voice and data service. Additional information on WorldCom is available at www.wcom.com.

4. The designated contacts for questions regarding this Application are:

Carl J. Lumley, #32869
Leland B. Curtis, #20550
Curtis, Oetting, Heinz, Garrett & Soule, P.C.
130 S. Bemiston, Suite 200
St. Louis, Missouri 63105
(314) 725-8788 (Tel)
(314) 725-8789 (Fax)
clumley@cohgs.com
lcurtis@cohgs.com

and,

Jean L. Kiddoo
Kathy L. Cooper
Swidler Berlin Shereff Friedman, LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
(202) 424-7834 (Tel)
(202) 424-7645 (Fax)
klcooper@swidlaw.com

and,

Stephen F. Morris
WorldCom Communications
701 Brazos, Suite 600
Austin, Texas 78701
(512) 495-6727
(512) 495-6706 (FAX)
stephen.morris@wcom.com

with a copy to:

Marsha Ward
WorldCom, Inc.
6 Concourse Parkway
Atlanta, Georgia 30328
(770) 284-5490 (Tel)
(770) 284-5488 (Fax)

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.

5. The transaction that is the subject of this Application arises out of WorldCom's acquisition of Intermedia, which was approved by the Commission on January 16, 2001 in Case No. TM-2001-314. As WorldCom has advised the Commission in earlier filings, this transition

of customers is part of WorldCom's ongoing evaluation of whether and how it will consolidate the Intermedia operations into the existing operations of other WorldCom operating subsidiaries.

6. By letter dated September 21, 2001, filed in Case No. TM-2001-314, WorldCom notified the Commission that it had determined not to sell the regulated telecommunications operations of Intermedia, in Missouri, which WorldCom had acquired as of July 1, 2001 pursuant to the Commission order approving the transfer dated January 16, 2001 in Case No. TM-2001-314. As WorldCom indicated to the Commission in its earlier filings on the status of the transaction, Intermedia has continued to operate since the WorldCom acquisition under the existing Intermedia certificates and tariffs. At the same time, WorldCom has evaluated whether and how it will consolidate the Intermedia operations into the existing operations of other WorldCom operating subsidiaries or otherwise make changes to the existing Intermedia business plan.

7. As part of this evaluation WorldCom advised the Commission on January 16, 2002, of its plans to transition Intermedia's business long distance (interexchange) customers to comparable service plans offered by MCI WorldCom. The Commission approved this partial transfer of Intermedia's customer base and granted a waiver of Commission Rule 4 CSR 240-33.150 pursuant to its Order effective February 7, 2002 in Case No. TM-2002-344.

8. As stated in earlier filings with the Commission, WorldCom is committed to keeping the Commission apprised of the results of WorldCom's evaluation and any plans to consolidate certain Intermedia services with other WorldCom subsidiaries. Accordingly, at this time, WorldCom advises the Commission that it has determined that it also is appropriate to transition Intermedia's residential long distance (interexchange) customers to comparable service

plans offered by MCI WorldCom. This Application seeks approval of this customer transfer. Approximately 50 residential long distance subscribers in Missouri will be affected by this transition. These customers receive long distance, calling card and 800 services. In addition, although not the subject of this Application, for the Commission's information, WorldCom plans to transition certain Intermedia local exchange customers to MCI WorldCom in the near future. WorldCom will return to the Commission to make such other filings as may be appropriate or required for this transition plan.

9. Applicants are not at this time seeking to cancel any certificate issued by the Commission to Intermedia or any tariff on file at the Commission.

10. Because Intermedia's residential long distance subscribers will be transitioned to another WorldCom operating subsidiary with a new name and with somewhat different rate plans, Applicants have developed a customer notification and transfer plan that is intended to assure informed customer choice and seamless transition to MCI WorldCom service. However, in the event that a customer elects not to make the change, Applicants will also assure that any customer who so chooses can transfer to another carrier without any interruption of service.

11. To facilitate the transaction and to enable a seamless transition to occur as planned, Applicants seek a waiver of the Commission's rule 4 CSR 240-33.150 regarding authorization and verification of changes in telecommunications providers. Applicants submit that the customer notice process that they have implemented in order to advise the affected customers of the nature of the transition and their rights to choose another carrier provide good cause for the Commission to grant such a waiver. Applicants will have provided customers with

over 60 days notice of the change from Intermedia to its affiliate MCI WorldCom to assure that customers are fully informed of the change. The affected customers were notified by letter, in the form included in the documents attached as Exhibit 3 hereto. The notice advises customers of: (1) the earliest anticipated date on which MCI WorldCom would become their provider; (2) the rates and terms that they will be charged for the new MCI WorldCom service; (3) that no action will be required on their part to continue to obtain such services and also that they have the right to switch to another carrier if they choose; (4) they will become MCI WorldCom subscribers on the transfer date unless they have selected a different provider before that date, regardless of any preferred carrier freeze that may have been placed on their account; (5) existing freezes will be lifted and arrangements will have to be made if new freezes are desired by the customer; (6) they should not be charged any fees for changing to MCI WorldCom service and that MCI WorldCom will issue credits in the event another carrier imposes any such fees; and (7) that customers with questions or complaints can contact MCI WorldCom toll-free.

12. The migration of customers to MCI WorldCom service is expected to take place on or after July 15, 2002. In connection with this process, Applicants have also fully complied with the rules and regulations of the Federal Communications Commission ("FCC"), 47 C.F.R. § 64.1120(e), requiring notice to customers and permitting the transfer of those customers without Applicants first obtaining each customer's authorization and verification. *See* 47 C.F.R. § 64.1120(e) (2001). A copy of the notification filed with the FCC is attached as Exhibit 3 hereto.

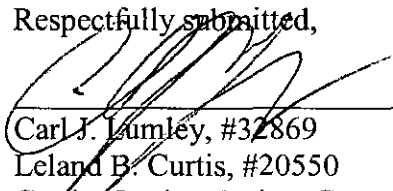
13. The proposed transfer of customers from Intermedia to its affiliate MCI WorldCom will keep the customers within the WorldCom corporate family. The customers will be served by MCI WorldCom pursuant to its certificate of authority and tariffs. Applicants have developed a customer notice and transfer process that is intended to assure informed customer

choice and a seamless transition to MCI WorldCom service. This process also assures that customers who choose to do so can transfer to another carrier without interruption in service. Moreover, the proposed customer transfer will not adversely impact the rates, terms and conditions of service that customers currently receive. Accordingly, this transaction is in the public interest and should be approved.

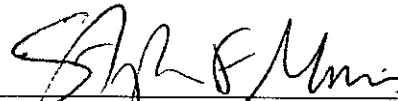
14. Applicants have no annual report or assessment fees that are overdue. In addition, Applicants do not have any pending actions or final unsatisfied judgments or decisions against them from any state or federal agency or court involving customer services or rates, which occurred within three (3) years of the date of this Application. Applicants do not anticipate that the proposed transaction will have any impact on tax revenues of any political subdivision in which structures, facilities or equipment of the Applicants are located.

WHEREFORE, Applicants respectfully request approval from the Commission of the transfer of Intermedia's residential long distance (interexchange) customers to its affiliate, MCI WorldCom and for a waiver of Rule 33.150. Applicants request that the Commission expeditiously grant their request no later than July 14, 2002 so that Applicants can transfer the affected customers by the planned July 15, 2002 transition date.

Respectfully submitted,



Carl J. Lumley, #32869
Leland B. Curtis, #20550
Curtis, Oetting, Heinz, Garrett & Soule, P.C.
130 S. Bemiston, Suite 200
St. Louis, Missouri 63105
(314) 725-8788 (Tel)
(314) 725-8789 (Fax)
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Stephen F. Morris #14501600

WorldCom

701 Brazos, Suite 600

Austin, Texas 78701

(512) 495-6727

(512) 495-6799 (FAX)

stephen.morris@wcom.com

Jean L. Kiddoo

Kathy L. Cooper

Swidler Berlin Shereff Friedman, LLP

3000 K Street, N.W., Suite 300

Washington, D.C. 20007

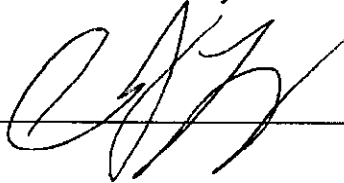
(202) 424-7834 (Tel)

(202) 424-7645 (Fax)

Counsel for Applicants

Certificate of Service

A true and correct copy of the foregoing was served upon the parties identified on the attached service list on this 13 day of May, 2002, by placing same in the U.S. Mail, postage paid.




Office of Public Counsel
P.O. Box 7800
Jefferson City, Missouri 65102

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

STATE OF TX)
COUNTY OF Baughin) SS.

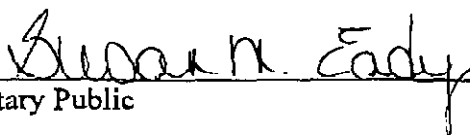
VERIFICATION

I, David F. Myers, first being duly sworn, state on my oath that I am over the age of twenty-one years, sound of mind, and the Sr. Vice President of MCI WorldCom Communications, Inc. I am authorized to act on behalf of MCI WorldCom Communications, Inc. regarding the foregoing Application. I have read the Application 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, Oetting, Heinz, Garrett & Soule, P.C., 130 S. Bemiston, Suite 200, Clayton, MO 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 WorldCom Communications, Inc., in this proceeding.

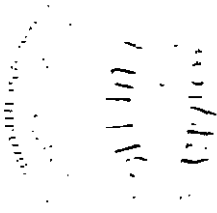


On this 10th day of May, 2002, before me, a Notary Public, personally appeared David Myers, and being first duly sworn upon his/her oath stated that he/she is over twenty-one years, sound of mind and the Sr. V. P. of Applicant MCI WorldCom Communications, Inc. and that he/she signed the foregoing document as Sr. V. P. of MCI WorldCom Communications, Inc. and the facts contained therein are true and correct according to the best of his/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: Oct. 5, 2003



STATE OF MS)
COUNTY OF Rankin) SS.

VERIFICATION

I, David Myers, first being duly sworn, state on my oath that I am over the age of twenty-one years, sound of mind, and the Sr. Vice President of Intermedia Communications, Inc. I am authorized to act on behalf of Intermedia Communications, Inc. regarding the foregoing Application. I have read the Application 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, Oetting, Heinz, Garrett & Soule, P.C., 130 S. Bemiston, Suite 200, Clayton, MO 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 Intermedia Communications, Inc., in this proceeding.



On this 10th day of May, 2002, before me, a Notary Public, personally appeared David Myers, and being first duly sworn upon his/her oath stated that he/she is over twenty-one years, sound of mind and the Sr. V. P. of Applicant Intermedia Communications, Inc. and that he/she signed the foregoing document as Sr. V. P. of Intermedia Communications, Inc. and the facts contained therein are true and correct according to the best of his/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.

Susan M. Eady
Notary Public

My Commission Expires: Oct. 5, 2003

STATE OF MS)
COUNTY OF Rankin) SS.

VERIFICATION

I, David Myers, first being duly sworn, state on my oath that I am over the age of twenty-one years, sound of mind, and the Sr. Vice President of WorldCom, Inc. I am authorized to act on behalf of WorldCom, Inc. regarding the foregoing Application. I have read the Application 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, Oetting, Heinz, Garrett & Soule, P.C., 130 S. Bemiston, Suite 200, Clayton, MO 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 WorldCom, Inc., in this proceeding.



On this 10th day of May, 2002, before me, a Notary Public, personally appeared David Myers, and being first duly sworn upon his/her oath stated that he/she is over twenty-one years, sound of mind and the Sr. V.P. of Applicant WorldCom, Inc. and that he/she signed the foregoing document as Sr. V.P. of WorldCom, Inc. and the facts contained therein are true and correct according to the best of his/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.

Susan M. Eady
Notary Public

My Commission Expires: Oct 5, 2003

No. F00408441

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING - FOREIGN CORPORATION

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


MCI WORLDCOM COMMUNICATIONS, INC.

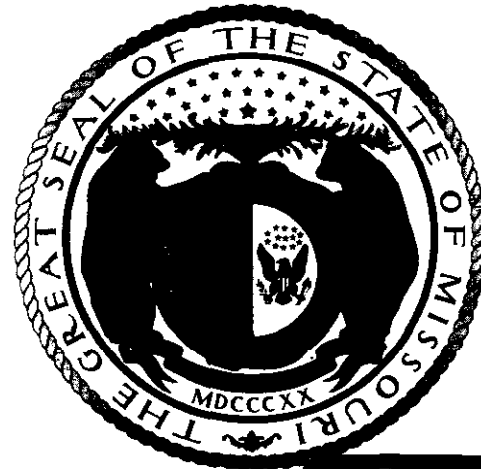
using in Missouri the name

MCI WORLDCOM COMMUNICATIONS, INC.

a DELAWARE corporation filed its Evidence of Incorporation with this State on the 9th 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 9th day of MAY, 2002.


Secretary of State



EXHIBIT

tabbies

No. F00409393

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING - FOREIGN CORPORATION

I, MATT BLUNT, Secretary of State 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.

a DELAWARE corporation filed its Evidence of Incorporation with 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 9th day of MAY, 2002.


Secretary of State



EXHIBIT

tabbies
2

**WORLD COM**

Karen T. Reidy
Associate Counsel
Federal Law and Public Policy

1133 19th Street, NW
Washington, DC 20036
202 736 6489
Fax 202 736 6492

May 8, 2002

VIA HAND DELIVERY

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
Office of the Secretary
445 Twelfth Street, SW
Washington, DC 20554

Re: CC Docket No. 00-257, Notification Regarding Transfer of Customers

Dear Ms. Dortch:

WorldCom, Inc. ("WorldCom") hereby notifies the Commission, pursuant to 47 C.F.R. § 64.1120(e), that WorldCom is transferring the residential customer base of Intermedia Communications ("Intermedia") to MCI. The transfer of affected subscribers will occur no sooner than July 15, 2002. This transfer will involve switched long distance services, including international, interstate, interLATA and intraLATA services, as well as calling card services and personal 800 service.

Attached is the certification required by 47 C.F.R. § 64.1120(e)(1) and a copy of the notification letter that is being sent to affected subscribers. Please include this notice and the attachments in the record of the above-referenced proceeding.

Sincerely,


Karen Reidy

Attachments



May-13-02 17:15

From-SWIDLER BERLIN


T-623 P.04/08 F-073

Attachment 1
Certification of Compliance



CERTIFICATION OF COMPLIANCE

WorldCom, Inc. ("WorldCom") certifies compliance with the requirements of 47 C.F.R. §64.1120(e), with regard to the transfer of Intermedia Communication's residential customers to MCI. This includes the requirement to provide advanced subscriber notice, in accordance with 47 C.F.R. § 64.1120(e)(3), and the obligations specified in that notice



Margaret G. Pearce
Director, MCI Consumer Markets

May-13-02 17:15

From-SWIDLER BERLIN

T-623 P.06/08 F-073

Attachment 2
Subscriber Notification Letter

Karen White
701 South 12th Street
Arlington, Va. 22202
BAR CODE

Call MCI at 1-800-249-6484 to select the
calling plan that best meets your needs.

Customer Telephone Number:

Dear Intermedia Customer,

As you may know, merger activities between Intermedia Communications Inc. and WorldCom, Inc. were finalized last year. As a result, Intermedia will no longer serve as your residential long distance carrier. To ensure that you receive the highest level of service at the greatest value without interruption, we will convert your service to another WorldCom Company, MCI, on July 15, 2002, or soon thereafter, unless you choose another provider as discussed below.

MCI invites you to call a Customer Service Representative to make the switch prior to July 15, 2002, and to select a domestic and international calling plan of your choice. Your local phone company may impose a switching fee, however, MCI will reimburse you for this fee on your first MCI bill. You can call MCI at 1-800-249-6484, representatives are available Monday through Saturday, 7:00 a.m. - 10:00 p.m. (EST). If you subscribe to a service from your local phone company that limits changes to your long distance carrier selection, (this service is often referred to as a "freeze"), please contact your local phone company to remove this service before you contact MCI.

You're under no obligation to select MCI as your long distance carrier. You may select another company to handle your long distance calls. Should you decide not to use MCI, you'll need to contact a replacement carrier or your local phone company, prior to July 15, 2002.

If you choose not to call MCI or another long distance carrier prior to July 15, 2002, you will automatically be placed on MCI's calling plan, MCI Anytime Access(sm). This domestic calling plan offers the following:

- 12¢ per minute on ALL state-to-state calls from home, 24 hours a day, 7 days a week
- Competitive local toll and in-state long distance rates*
- No monthly plan fee
- International calling plans available
- \$5.00 monthly minimum
- Personal 800 number
- Credit card billing available
- Competitive calling card rates

Those customers that are apart of the automatic transfer from Intermedia to MCI, your long distance calls will be completed by MCI whenever you dial 1+ from your telephone line. In addition, MCI will pay any change fee imposed by your local service carrier. And, MCI will become your long distance carrier regardless of any "freeze" on your account. However, you may need to contact your local service carrier to institute a new "freeze". Upon completion of the automatic transfer, you will receive a welcome packet outlining all of your new MCI services.

If you have any questions regarding the transfer from Intermedia to MCI, please call 1-800-249-6484. If you have any questions regarding the service received from Intermedia, please contact an Intermedia representative at 1-800-250-9999.

In the event MCI's Direct Dial or Dial 1 rates change in the future, you will be notified as outlined in the enclosed General Services Agreement. You may receive advance notice of other changes and our terms and conditions by visiting our website at www.mci.com/service. If you've already switched your long distance service from Intermedia, please disregard this letter.

Sincerely,

Jim Myers
MCI, Vice President, Customer Service

State-to-state and international charges exclude Federal Universal Service Fee. Additional state-specific fees may apply

*In-state long distance rates range from \$.07 to \$.14 per minute, please call customers service at 1-800-249-6484 for the rates in your state.

Enclosure