

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

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| In re | : |
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| WORLDCOM, INC., <i>et al.</i> , | : |
| | : |
| | : |
| Debtors. | : |
| -----X | |

**Chapter 11 Case No.
02-13533 (AJG)

(Jointly Administered)**

**ORDER (I) AUTHORIZING MODIFICATION OF THE
DEBTORS' MODIFIED SECOND AMENDED JOINT PLAN OF
REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY
CODE PURSUANT TO SECTION 1127(B) OF THE BANKRUPTCY
CODE AND (II) DETERMINING THAT FURTHER DISCLOSURE AND
RESOLICITATION OF VOTES ARE NOT REQUIRED PURSUANT
TO SECTION 1127(C) OF THE BANKRUPTCY CODE**

A hearing having been held on February 25, 2004 (the "Hearing") to consider the motion, dated February 11, 2004 (the "Motion"), of WorldCom, Inc. and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, "WorldCom" or the "Debtors"), for entry of an order pursuant to sections 1127(b) and (c) of title 11 of the United States Code (the "Bankruptcy Code"), authorizing the modification of the Debtors' Modified Second Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code (the "Plan") and determining that further disclosure and resolicitation of votes are not required, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 19, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and

1409; and due and proper notice of the Motion having been provided in accordance with the case management order dated December 23, 2002, and it appearing that no other or further notice need be provided; and upon the Motion, the papers in support thereof, the response and objections thereto (if any), the record of the Hearing, and all proceedings had before the Court; and the Court having found and determined that the relief requested in the Motion is in the best interests of the Debtors and their estates and creditors; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that all responses and objections, if any, not heretofore withdrawn or resolved by this Order are overruled in all respects; and it is further

ORDERED that Section 11.02 of the Plan is hereby modified as follows:

11.02 Failure of Conditions. In the event that one or more of the conditions specified in Section 11.01 of the Plan have not occurred on or before one hundred ~~twenty eight~~ (180) days after the Confirmation Date, (i) the Confirmation Order shall be vacated, (ii) no distributions under the Plan shall be made, (iii) the Debtors and all holders of Claims and Equity Interests shall be restored to the *status quo ante* as of the day immediately preceding the Confirmation Date as though the Confirmation Date never occurred, and (iv) the Debtors' obligations with respect to Claims and Equity Interests shall remain unchanged and nothing contained herein shall constitute or be deemed a waiver or release of any Claims or Equity Interests by or against the Debtors or any other person or to prejudice in any manner the rights of the Debtors or any person in any further proceedings involving the Debtors, provided, however, in the event the Effective Date does not occur on or before one hundred eighty (180) days after the Confirmation Date and in the event of any further amendment to the time period specified in this Section 11.02, on May 1, 2004 interest will begin to accrue (i) on the New Notes at the non-default, contract rate provided under the New Notes Indenture and (ii) on Cash distributions provided hereunder to the holders of any Claim (A) allowed under the Plan, (B) allowed pursuant to Final Order of the Bankruptcy Court on or before April 30, 2004, or (C) not subject to being a Disputed Claim, at the Federal Funds Rate as of May 1, 2004.

and it is further

ORDERED that the Debtors are not required to provide further disclosure in respect of the modification or to resolicit the votes of any creditors as a result thereof; and it is further

ORDERED, that the proposed modification complies with section 1127 of the Bankruptcy Code; and it is further

ORDERED that the Plan, as modified by the proposed modification herein and as modified by this Court's order, dated January 12, 2004, authorizing the modification of the Plan pursuant to section 1127(b) of the Bankruptcy Code, complies with sections 1122, 1123, and 1129 of the Bankruptcy Code; and it is further

ORDERED that this Court's Order Confirming Debtors' Modified Second Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code, dated October 21, 2003, entered on October 31, 2003 shall apply to the Plan, as modified; and it is further

ORDERED that the requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York for the filing of a separate memorandum of law is waived.

Dated: New York, New York
February 25, 2004

s/ Arthur J. Gonzalez
United States Bankruptcy Judge