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December 21, 2001

VIA OVERNIGHT DELIVERY

Mr. David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Re: Docket No. 00-01099
Transfer of Intermedia Communications, Inc. to WorldCom, Inc.

Dear Mr. Waddell:

By letter dated September 21, 2001, on behalf of WorldCom, Inc. ("WorldCom"), we notified the Authority that WorldCom had determined not to sell the regulated telecommunications operations of Intermedia Communications, Inc. ("Intermedia"), in Tennessee, which WorldCom had acquired as of July 1, 2001 pursuant to the Authority's order approving the transfer dated March 22, 2001 in Docket No. 00-01099. As we indicated to the Authority in our earlier letters advising you of the status of the transaction, the Intermedia operations have 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.

Consistent with our commitment to keep the Authority apprised of the results of WorldCom's evaluation and any plans to consolidate any of the Intermedia services with those of other WorldCom subsidiaries, this letter is to advise the Authority that the Company has completed its analysis as to certain of Intermedia's long distance service offerings and has determined that it will take appropriate steps to transition certain of Intermedia's business long distance subscribers to comparable service plans offered by MCI WorldCom Communications, Inc. ("MCI WorldCom"). Approximately 149 business long distance subscribers in Tennessee will be affected by this transition. These customers receive long distance, calling card and 800 services.

Importantly, we note that WorldCom is not at this time seeking to cancel any certificate issued by the Authority to Intermedia or any business related long distance tariff on file at the Authority, since Intermedia will continue to provide certain government contract and other telecommunications services, pursuant to its existing certificates. Accordingly, WorldCom is not at this time seeking to cancel any Intermedia local and/or long distance certificates or tariffs, but upon completion of the migration of the affected business long distance subscribers will as necessary make tariff filings to reflect the modifications to Intermedia's long distance service offerings that are being made as part of this current transition. WorldCom will also return to the Authority to make such other filings as may be appropriate or required if it decides to reorganize or consolidate any Intermedia operations other than those business long distance services affected by this current transition plan.

Because the affected Intermedia subscribers will be transitioned to another WorldCom operating subsidiary with a new name and with somewhat different rate plans, WorldCom has 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, WorldCom will also assure that any customer who so chooses can transfer to another carrier without any interruption of service.

Specifically, WorldCom has provided customers with notice of the change from Intermedia to another WorldCom operating subsidiary to assure that customers are fully informed of the change. The affected customers have been notified by letter, in the form attached as Attachment 1 hereto, that advises them that:

- WorldCom will provide the customer with the same or better high quality telecommunications services as it received from Intermedia;
- the customer's new rates and terms for the service are enclosed;
- WorldCom will reimburse the transferred customers for any primary carrier change charges if they are imposed by the customers' local exchange carrier in connection with the change from Intermedia to MCI WorldCom;
- in the event that the customer prefers to use another company as its long distance carrier, it has the right to switch to another carrier of its choice; and
- the customer may contact WorldCom at a toll-free number with any questions regarding the transfer of their service.

The migration of customers to MCI WorldCom service is expected to take place beginning February 8, 2002. In connection with this process, WorldCom has 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 to WorldCom without WorldCom 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 Attachment 2 hereto.

Mr. David Waddell, Executive Secretary
December 21, 2001
Page 3

An original and thirteen (13) copies of this letter are enclosed. Please date-stamp the extra copy of this letter and return it in the enclosed self-addressed, stamped envelope. If you have any questions or comments regarding this filing, please do not hesitate to contact us.

Respectfully submitted,



Jean L. Kiddoo
Kathleen L. Greenan

Counsel for WorldCom, Inc.

Attachments

cc: H. LaDon Baltimore
Jon Hastings
Marsh Ward

ATTACHMENT 1

Sample Business Customer Notice Letter



October 30, 2001

Name
Address 1
Address 2
City, State ZIP

Dear Valued Customer,

Welcome to WorldCom! Now that merger activities between your current long distance provider, Intermedia Communications, and WorldCom are complete, we look forward to meeting your business communication needs and welcoming you to the WorldComSM family. As a WorldCom customer, your business will be among hundreds of thousands around the globe who rely on WorldCom to provide world-class communication services to help them succeed and thrive in today's business environment.

Our goal is to ensure that you receive the highest level of service at the greatest value. We will initiate the process of migrating your long distance service to the WorldCom network no sooner than December 1, 2001. If you remain with WorldCom for one full year, you will receive one free month of long distance usage. No immediate action is required on your part.

You are under no obligation to use WorldCom services. Should you prefer an alternate carrier, we request that you contact that carrier before December 1, 2001. For your convenience, we've enclosed WorldCom's rate information and service options. If you have any questions regarding this transition or WorldCom services, please don't hesitate to contact our Customer Service team at 1-800-792-7260.

Again, it is our pleasure to welcome you to WorldCom. With network facilities in more than 65 countries and local service available in more than 100 cities, WorldCom has the scale and resources to deliver all the services your business needs – from long distance and local to conferencing, data, Internet services and more. We look forward to serving you!

Sincerely,

Kenneth Tebbetts
Director of Customer Service

Additional Transition Enclosure Information:

The transition to WorldCom will occur no sooner than December 1, 2001. This transition will occur regardless of any freeze you may have placed on your account. Account freezes will be lifted to permit the WorldCom transition. Please contact your local phone company if you wish to establish new freezes.

Your WorldCom state-to-state long distance rate will begin at \$0.059 (less than six cents) per minute. Should rates or terms and conditions change at any time, we will inform you by bill notification or other means, including updates to WorldCom's Service Publication and Price Guide published on our website at www.worldcom.com. Local phone companies may apply a small charge to administer the transition of your long distance service. We will credit such charges for customers transitioning to WorldCom, although credits may not appear on your initial local phone bill.

Enclosure

ATTACHMENT 2

FCC Notice Letter

WORLDCOM

ORIGINAL

Karen T. Reidy
Associate Counsel
Federal Law and Public Policy

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

October 31, 2001

RECEIVED

OCT 31 2001

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

DOCKET FILE COPY ORIGINAL

VIA HAND DELIVERY

Ms. Magalie Roman Salas, Secretary
Federal Communications Commission
Office of the Secretary
445 Twelfth Street, SW
Washington, DC 20554

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

Dear Ms. Salas:

WorldCom, Inc. ("WorldCom") hereby notifies the Commission, pursuant to 47 C.F.R. § 64.1120(e), of the impending transfer of a portion of the long distance customer base of Intermedia Communications ("Intermedia") to WorldCom. The transfer of affected business subscribers will occur no sooner than December 1, 2001. This transfer will involve switched long distance services, including international, interstate, interLATA and intraLATA, as well as calling card services. For residential customers, however, the conversion will not take place until after December 31, 2001. WorldCom will file a subsequent notification with regard to these subscribers.

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

Sincerely,

Karen Reidy

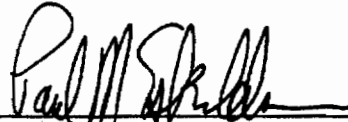
Attachments

No. of Copies rec'd 011
List A B C D E

Attachment 1
Certification of Compliance

CERTIFICATION OF COMPLIANCE

On behalf of WorldCom, Inc. ("WorldCom"), with regard to the transfer to WorldCom of Intermedia Communication's business customers for long distance service, I hereby certify compliance with the requirements of 47 C.F.R. §64.1120(e). This includes the provision of advanced subscriber notice, in accordance with 47 C.F.R. § 64.1120(e)(3), and the obligations specified in that notice.

A handwritten signature in black ink, appearing to read "Paul Eskildsen", written over a horizontal line.

Paul Eskildsen
Vice President
Business Transactions - Legal
WorldCom, Inc.

Attachment 2
Subscriber Notification Letter



October 30, 2001

Name
Address 1
Address 2
City, State ZIP

Dear Valued Customer,

Welcome to WorldCom! Now that merger activities between your current long distance provider, Intermedia Communications, and WorldCom are complete, we look forward to meeting your business communication needs and welcoming you to the WorldComSM family. As a WorldCom customer, your business will be among hundreds of thousands around the globe who rely on WorldCom to provide world-class communication services to help them succeed and thrive in today's business environment.

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Enclosure