

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

October 3, 1996

Petition of WorldCom, Inc., and
MFS Communications Company, Inc.,
for Approval of Agreement and Plan
of Merger, and Related Transactions

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Docket No. 96-01363


ORDER


This matter is before the Tennessee Regulatory Authority (the "Authority") on the Petition of WorldCom, Inc., ("WorldCom") and MFS Communications Company, Inc., ("MFSCC"), (together the "Petitioners"), for approval of the transaction whereby HIJ Corp., a wholly-owned subsidiary of WorldCom, will merge into MFSCC, and the shareholders of MFSCC will exchange each share of MFSCC common stock for 2.1 shares of WorldCom common stock. The Petitioners notify the Authority and, to the extent required, seek approval of the proposed merger and the related financial transactions described in detail in the Petition. Upon consummation of the proposed transaction, MFSCC will rely on the existing management and operational staff of both the Petitioners. MFSCC, the surviving entity following the merger, will become a wholly-owned subsidiary of WorldCom. WorldCom is the fourth largest long distance carrier in the United States.

WHEREFORE, having considered the Petition for approval of the transactions and the reasons set forth therein, the Authority finds that approval of such transaction should be **granted**.

IT IS, THEREFORE, ORDERED THAT:

1. The merger of WorldCom, Inc., and MFS Communications Company, Inc., through a transaction whereby HIJ Corp., will merge into MFS Communications Company, Inc., and therefore become a wholly-owned subsidiary of WorldCom, Inc., be, and the same is, hereby approved.


CHAIRMAN


DIRECTOR


DIRECTOR

ATTEST:


EXECUTIVE SECRETARY