

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
	:	
WORLDCOM, INC., <u>et al.</u> ,	:	Case No. 02-13533 (AJG)
	:	
Debtors.	:	(Jointly Administered)

**NOTICE OF FINAL HEARING FOR APPROVAL OF MOTION
OF WORLDCOM (I) FOR AUTHORIZATION TO OBTAIN
POSTPETITION SECURED SUPER-PRIORITY FINANCING
PURSUANT TO SECTIONS 105, 362, 364(C)(1), 364(C)(2), 364(C)(3),
AND 507 OF THE BANKRUPTCY CODE, (II) FOR AUTHORIZATION TO
GRANT INTERCOMPANY SUPER-PRIORITY CLAIMS AND
JUNIOR LIENS PURSUANT TO SECTIONS 361, 363(E), 364(C)(1),
364(C)(3), AND 507 OF THE BANKRUPTCY CODE, AND (III) SCHEDULING A
FINAL HEARING PURSUANT TO BANKRUPTCY RULE 4001**

PLEASE TAKE NOTICE THAT a final hearing (the "Hearing") to consider the motion, dated July 21, 2002 (the "Motion"), of WorldCom, Inc. and substantially all of its direct and indirect domestic subsidiaries, as debtors in possession (the "Debtors"), for an order (i) authorizing the Debtors to obtain postpetition secured super-priority financing pursuant to sections 105, 362, 364(c)(1), 364(c)(2), 364(c)(3), and 507 of title 11 of the United States Code (the "Bankruptcy Code"), (ii) authorizing the Debtors to grant intercompany super-priority claims and junior liens pursuant to sections 361, 363(e), 364(c)(1), 364(c)(3), and 507 of the Bankruptcy Code, and (iii) scheduling a final hearing pursuant to Rule 4001 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") shall be held before the Honorable Arthur J. Gonzalez, United States Bankruptcy Judge, in Room 523 of the United States Bankruptcy Court, Alexander

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Hamilton Custom House, One Bowling Green, New York, New York 10004, on September 4, 2002, at 10:00 a.m. (New York Time), or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that responses or objections, if any, to the relief requested in the Motion, must be in writing, conform to the Bankruptcy Rules and the Local Rules of the Bankruptcy Court, and be filed with the Bankruptcy Court electronically in accordance with General order M-242 (General Order M-242 and the User's Manual for the Electronic Case Filing System can be found at www.nvsub.uscourts.gov, the official website for the Bankruptcy Court), by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), Wordperfect or any other Windows-based word processing format (with a hard copy delivered directly to Chambers) and shall be served in accordance with General Order M-242 upon: (1) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attention: Marcia L. Goldstein, Esq. and Lori R. Fife, Esq.; (2) Weil, Gotshal & Manges LLP, 700 Louisiana, Suite 1600, Houston, TX 77002, Attention: Alfredo R. Perez, Esq.; (3) the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York, 10004, Attention Mary Tom, Esq.; (4) Shearman & Sterling, 559 Lexington Avenue, New York, New York 10022, Attention: Douglas P. Bartner, Esq. and Marc B. Hankin, Esq.; and (5) Akin Gump Strauss Hauer & Feld LLP, 590 Madison Avenue, New York, New York 10022-2524, Attention: Daniel H. Golden,

Esq., so as to be received by no later than 5:00 p.m. (New York Time), on August 23, 2002.

/s/Marcia L. Goldstein
Marcia L. Goldstein, Esq. (MG 2606)
Lori R. Fife, Esq. (LF 2839)

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153-0119
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

and

Alfredo R. Perez, Esq.

WEIL, GOTSHAL & MANGES LLP
700 Louisiana, Suite 1600
Houston, TX 77002
Telephone: (713) 546-5000
Facsimile: (713) 224-9511

Attorneys for Debtors and
Debtors In Possession