

**United States District Court
Southern District of New York**

**IN RE WORLDCOM, INC.
SECURITIES LITIGATION**

SUBPOENA IN A CIVIL CASE

Master File Number: 02 Civ. 3288 (DLC)

**To: WorldCom, Inc.
c/o Weil, Gotshal & Manges
767 Fifth Avenue
New York, N.Y. 10153**

YOU ARE COMMANDED to appear in the United States District Court at the place, date, and time specified below to testify in the above case.

PLACE	COURTROOM
	DATE AND TIME

YOU ARE COMMANDED to appear at the place, date, and time specified below to testify at the taking of a deposition in the above case.

PLACE OF DEPOSITION	DATE AND TIME
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YOU ARE COMMANDED to produce and permit inspection and copying of the following documents or objects at the place, date and time specified below (list documents or objects):

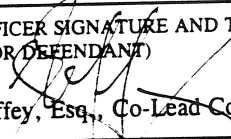
See Schedule A attached hereto

PLACE Bernstein Litowitz Berger & Grossmann LLP 1285 Avenue of the Americas, 33 rd Floor New York, New York 10019 (212) 554-1400	DATE AND TIME December 5, 2002
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YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below.

PREMISES	DATE AND TIME
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Any organization not a party to this suit that is subpoenaed for the taking of a deposition shall designate one or more officers, directors, or managing agents, or other persons who consent to testify on its behalf, and may set forth, for each person designated, the matters on which the person will testify, Fed.R.Civ.P. 30(b)(6).

ISSUING OFFICER SIGNATURE AND TITLE (INDICATE IF ATTORNEY FOR PLAINTIFF OR DEFENDANT)  John P. Coffey, Esq., Co-Lead Counsel for Lead Plaintiff and the Class	DATE November 21, 2002
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ISSUING OFFICER'S NAME, ADDRESS AND PHONE NUMBER John P. Coffey, Esq. Bernstein Litowitz Berger & Grossmann LLP 1285 Avenue of the Americas, 33 rd Floor New York, NY 10019 (212) 554-1400

(See Rule 45, Federal Rules of Civil Procedure, Parts C & D on REVERSE) AO 88 (11/91) Subpoena in a Civil Case

PROOF OF SERVICE

SERVED	DATE 11-21-02	PLACE 767 Fifth Avenue New York, N.Y. 10153
SERVED ON (PRINT NAME) Sara Gerstein	MANNER OF SERVICE By Hand	
SERVED BY (PRINT NAME) Alex Bodis	TITLE Legal Server	

DECLARATION OF SERVER

I declare under penalty of perjury under the laws of the United States of America that the foregoing information contained in the Proof of Service is true and correct.

Executed on 11-21-02
DATE

Alex Bodis
SIGNATURE OF SERVER

Bernstein Litowitz Berger & Grossmann LLP
ADDRESS OF SERVER 85 Avenue Of The Americas
New York NY 10019

Rule 45, Fed.R.Civ.P., Parts C & D:

(c) **PROTECTION OF PERSONS SUBJECT TO SUBPOENAS.**

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction, which may include, but is not limited to, lost earnings and a reasonable attorney's fee.

(2)(A) A person commanded to produce and permit inspection and copying of designated books, papers, documents, or tangible things, or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d)(2) of this rule, a person commanded to produce and permit inspection and copying may, within 14 days after service of the subpoena or before the time specified for compliance if such time is less than 14 days after service, serve upon the party or attorney designated in the subpoena written objection to inspection or copying of any or all of the designated materials or of the premises. If objection has been made, the party serving the subpoena shall not be entitled to inspect and copy the materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3)(A) On timely motion, the court by which a subpoena was issued shall quash or modify the subpoena if it

- (i) fails to allow reasonable time for compliance;
- (ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place where that person resides, is employed or regularly transacts business in person, except that, subject to the provisions of clause (c)(3)(B)(iii) of this rule, such a person may in order to attend trial be commanded to travel from any place within the state in which the trial is held, or

- (iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or
- (iv) subjects a person to undue burden.

(B) If a subpoena

- (i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or
- (ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party, or
- (iii) requires a person who is not a party or an officer of a party to incur substantial expense to travel more than 100 miles to attend trial, the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) **DUTIES IN RESPONDING TO SUBPOENA**

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

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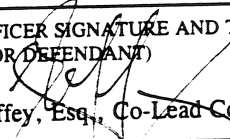
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SCHEDULE A

A. DEFINITIONS

1. All definitions and rules of instructions set forth in Federal Rules of Civil Procedure 26, 34 and 45, and Southern District of New York Local Rule 26.4 shall apply to all requests for documents herein.

2. "Document" is defined to be synonymous in meaning and equal in scope to the usage of this term in Federal Rule of Civil Procedure 34(a), including, without limitation, electronic or computerized data compilations. A draft or non-identical copy is a separate document within the meaning of this term.

3. "WorldCom" or the "Company" means WorldCom, Inc. and any of its subsidiaries, divisions, affiliates, predecessors, successors, joint ventures, present and former officers, directors, employees, representatives and agents.

B. INSTRUCTIONS

1. All documents must be produced in accordance with (1) the Order of the United States Bankruptcy Judge Arthur J. Gonzalez granting the New York State Common Retirement Fund's motion for a limited modification of the automatic stay, dated November 8, 2002, and (2) the Order of the United States District Judge Denise L. Cote granting the New York State Common Retirement Fund's motion for an order partially lifting the discovery stay imposed by the Private Securities Litigation Reform Act, dated November 21, 2002.

2. All documents must be produced in their entirety, including all attachments and enclosures.

3. All documents requested herein that are stored in electronic or computer format shall be produced on computer diskette where possible as well as in hard copy.

4. If any document requested herein is withheld on the basis of a claim that it is protected from disclosure on grounds of privilege or immunity, please so state, separately specifying for each such document:

- a. the name and title of each author and/or sender of the document;
- b. the name and title of each addressee and/or any other actual or intended recipient of the document;
- c. the date of the document;
- d. the name and title of each person (other than stenographic or clerical assistants) who participated in the preparation of the document;
- e. the name and title of each person to whom the contents of the document have been disclosed;
- f. a description of the nature and subject matter of the document;
- g. a statement of the basis on which it is claimed that the document is protected from disclosure.
- h. Prior to any production, any markings, such as bates number prefixes or other control numbers, which would otherwise indicate that particular documents had been produced in response to any grand jury subpoena, shall be removed.

C. DOCUMENTS TO BE PRODUCED

1. All documents and materials WorldCom has produced or provided in connection with any inquiries or investigations relating to WorldCom's accounting practices or

business affairs, to any of the following: (i) any committee of the Legislative branch of the United States Government, (ii) the Executive branch of the United States Government (including, but not limited to the United States Department of Justice) and (iii) the Securities and Exchange Commission.