

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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IN RE WORLDCOM, INC. SECURITIES :
LITIGATION :
: MASTER FILE
: 02 Civ. 3288 (DLC)
: :
: ORDER
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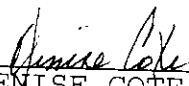
This Document Relates to:

ALL ACTIONS

DENISE COTE, District Judge:

The attached pages constitute proposed revisions of the Class Notice that is to be issued pursuant to the class action settlements with Bernard Ebbers, Scott Sullivan, Buford Yates, and David Myers. A transcript of the July 27, 2005 conference call in which the Court announced the proposed revisions to counsel for the Lead Plaintiff is available.

Dated: New York, New York
July 27, 2005



DENISE COTE
United States District Judge

[Insert to Page 1, following title of Notice:]

This Notice describes the settlements reached in the WorldCom securities class action litigation (the "Litigation") with four former WorldCom executives (the "Executive Defendants"). It also describes how you can obtain further information about these settlements and, if you wish, object to the settlements. As described below, any objection must be made in writing and received by **August 26, 2005**.

I. Background

On November 12, 2004, United States District Judge Denise Cote granted final approval to a settlement in the amount of \$2... between Lead Plaintiff Alan G. Hevesi, Comptroller of the State of New York and the sole Trustee of the New York State Common Retirement Fund on behalf of the Class, and four defendants associated with Citigroup, Inc. (the "Citigroup Settlement"). That settlement was described in a Notice..., dated August 2, 2004, that was mailed to Class Members.

Between March 3 and April 25, 2005, Lead Plaintiff achieved settlements in a combined amount of \$3... with all remaining defendants against whom the Litigation was not stayed. Those settlements were described in a Notice..., dated July 1, 2005, that was mailed to class members. [same last sentence]

[next paragraph: strike phrase "Pursuant to the Court's....dated July 1, 2005,"]

[page 2, beginning at top line:] Class Member who by August [], 2005, requested a hard copy of the Notice from the Claims Administrator identified in Part VII below. There will be no other mailing of this Notice to Class Members. [strike rest of paragraph and the following paragraph which begins "The deadline..."]

III. The Settlements with the Executive Defendants

After negotiations with the Executive Defendants that included their disclosure of their financial condition, between June 30 and July 26, 2005, Lead Plaintiff entered into Stipulations of Settlements on behalf of the Class with each of the Executive Defendants. The settlements reached with the WorldCom Executive Defendants are as follows:

[Ebbers paragraph: "Conservatively estimated, the additional consideration to be paid...."]

[Sullivan paragraph: "July 26, 2005, for 90% of Sullivan's MCI 401(k) account, or approximately \$...."] [Question: isn't it 90% of \$300,000, not \$200,000?] [last sentence: "The consideration to be paid..... is estimated to be between \$3...."]

[Insert at very end of this section:] If the settlements are approved, bar orders will be entered preventing Class Members from asserting any claims against the Executive Defendants.

[insert new section before Attorney's Fees:]

V. Lead Plaintiff's Recommendation to the Class

The Lead Plaintiff recommends these settlements with the Executive Defendants to the Class because of the inability of the Class to recover the damages it seeks from these defendants given their limited financial resources. Each of the Executive Defendants has provided a statement of financial condition to the Lead Plaintiff. In the event that they have failed to disclose assets, each of the Executive Defendants has agreed that the undisclosed assets will be transferred to the Class. Based on their evaluation of these settlements with Ebbers and Sullivan, the Government agreed to forego seeking restitution at the sentencing of Ebbers and Sullivan.

[page 4, Obtaining Notices section:]

If you believe that you...Plan of Allocation, the settlement agreements with the Executive Defendants, or a Proof of Claim form, by downloading them from [website], or by writing to

[page 4: delete final paragraph: "The Court-appointed...."]

[page 5: delete second paragraph: "Copies of the Notices..."]