

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE WORLDCOM, INC.
SECURITIES LITIGATION

MASTER FILE NO.
02 Civ. 3288 (DLC)

This Document Relates to:

02 Civ. 3288 02 Civ. 4973 02 Civ. 8230 :
02 Civ. 3416 02 Civ. 4990 02 Civ. 8234 :
02 Civ. 3419 02 Civ. 5057 02 Civ. 9513 :
02 Civ. 3508 02 Civ. 5071 02 Civ. 9514 :
02 Civ. 3537 02 Civ. 5087 02 Civ. 9515 :
02 Civ. 3647 02 Civ. 5108 02 Civ. 9516 :
02 Civ. 3750 02 Civ. 5224 02 Civ. 9519 :
02 Civ. 3771 02 Civ. 5285 02 Civ. 9521 :
02 Civ. 4719 02 Civ. 8226 03 Civ. 2841 :
02 Civ. 4945 02 Civ. 8227 03 Civ. 3592 :
02 Civ. 4946 02 Civ. 8228 03 Civ. 6229 :
02 Civ. 4958 02 Civ. 8229 :

**ORDER GRANTING LEAD COUNSEL'S
MOTION FOR REIMBURSEMENT OF EXPENSES**

DENISE COTE, District Judge

On the 9th day of September, 2005, a hearing having been held before this Court to consider: (1) Lead Counsel's Motion for Awards of Attorneys' Fees and Reimbursement of Expenses (the "Motion"); and (2) the fairness and reasonableness of the request for reimbursement of expenses to the Class Members;

And it appearing that a notice of the hearing, and a description of the request for reimbursement of expenses, substantially in the form approved by the Court was mailed to all persons and entities reasonably identifiable, who purchased or otherwise acquired publicly traded securities of WorldCom, Inc., including WorldCom stock and publicly traded bonds, during the Class Period, except those persons and entities excluded from

the definition of the Class, as shown by the records of WorldCom and as further identified through the mailing of the Notice of Class Action and the Summary Notice of Class Action, pursuant to earlier order of the Court, and the mailing of the Notice of Proposed Settlement of Class Action with the Citigroup Defendants and the Summary Notice of that earlier proposed settlement, at the respective addresses set forth in such records;

And it appearing that a summary notice of the hearing substantially in the form approved by the Court was published in *The Wall Street Journal*, *The New York Times* and over the *PR Newswire* and *Bloomberg News* pursuant to the specifications of the Court;

And the Court, having considered all objections and other matters submitted to it at the hearing, and otherwise having determined the fairness and reasonableness of the request for reimbursement of expenses;

And, it appearing that: (a) the request for reimbursement of expenses is supported by Lead Plaintiff; (b) the request for reimbursement of expenses is fully supported by documents and declarations showing its fairness and reasonableness to the Class Members; and (c) none of the expenses for which reimbursement is being sought are duplicative of expenses for which the Court allowed reimbursement in the Order Granting Reimbursement of Expenses of Lead Counsel, dated November 12, 2004;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is hereby APPROVED.
2. The Court hereby finds and concludes that the request for reimbursement of expenses is fair and reasonable to Members of the Class of persons and entities who

purchased or otherwise acquired publicly traded securities of WorldCom during the Class Period, and who were damaged thereby, and that such expenses were reasonable and necessary for prosecution of the case on behalf of the Class.

3. The Court hereby directs that the sum of \$10,736,948.25 may be distributed to Lead Counsel from the Settlement Fund, as reimbursement of litigation expenses, which amounts shall be allocated by Lead Counsel as follows:

a. Lead Counsel may distribute the sum of \$7,755,295.54 to themselves and the Assisting Firms for the expenses they paid or may be obligated to pay in connection with the prosecution of this Litigation, as identified in the Joint Declaration and Supplemental Declaration filed by Lead Counsel and as approved by Lead Plaintiff; and

b. Lead Counsel shall direct the payment of \$2,970,589.17 to The Garden City Group for the services it rendered as Notice Administrator and Notice and Claims Administrator; and

c. Lead Counsel shall direct the payment of \$11,063.54 for payment to Lead Plaintiff as reimbursement of expenses incurred in serving as Lead Plaintiff.

4. The finality of the Judgment entered with respect to the Settlements between Lead Plaintiff and the Settling Defendants shall not be affected in any manner by this Order, or any appeal from this Order approving the request for reimbursement of expenses.

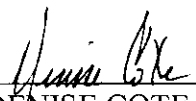
5. The notice described herein provided the best notice practicable under the circumstances. Said notice provided due and adequate notice of these proceedings and the matters set forth therein, including the request for reimbursement of expenses, to all

persons entitled to such notice, and said notice fully satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure and the requirements of due process.

6 There is no just reason for delay in the entry of this Order Granting Lead Counsel's Motion for Reimbursement of Expenses, and immediate entry of this Order by the Clerk of Court is expressly directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

SO ORDERED:

Dated: New York, New York
September 21, 2005



DENISE COTE
United States District Judge