

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

---

IN RE WORLDCOM, INC. : MASTER FILE NO.  
SECURITIES LITIGATION : 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 :  
: :  
: :

---

**LEAD PLAINTIFF’S NOTICE OF MOTION TO CONDUCT  
A SECOND DISTRIBUTION OF THE NET SETTLEMENT FUND**

**PLEASE TAKE NOTICE** that, upon the accompanying Joint Declaration of Jeffrey N. Leibell and Jeffrey W. Golan in Support of Lead Plaintiff’s Motion to Conduct a Second Distribution of the Net Settlement Fund (the “Joint Declaration”) and the Affidavit of Shandarese Garr in Support of Lead Plaintiff’s Motion to Conduct a Second Distribution of the Net Settlement Fund (the “Garr Second Distribution Affidavit”), Lead Plaintiff, Thomas P. DiNapoli, Comptroller of State of New York and the sole Trustee of the New York State Common Retirement Fund, will move this Court, before the Honorable Denise L. Cote, United States District Judge, at the United States Courthouse for the Southern District of New York, 500 Pearl Street, for entry of an Order (the “Second Distribution Order”) approving a second distribution of the Net Settlement Fund for the above-referenced Action. If approved, the Second Distribution Order will, *inter alia* :

1. Adopt the administrative recommendations to accept claims-in-process and late claims, and to adjust payout amounts for certain claims, as set forth in the Garr Second Distribution Affidavit and the Joint Declaration.

2. Direct a second distribution of \$1.4 billion of the approximately \$1.6 billion currently in the Net Settlement Fund to Authorized Claimants in proportion to their Recognized Amounts set forth in Exhibit D to the Garr Second Distribution Affidavit, with the remaining balance of the Net Settlement Fund to remain on deposit in the interest bearing escrow account until all outstanding disputed claims and payment objections have been resolved by the Court.

3. Reject wholly ineligible or otherwise deficient claims-in-process and late claims not disputed, as set forth in Exhibit E to the Garr Second Distribution Affidavit;

4. Establish a cut-off date of December 31, 2007, after which no more claims may be accepted; and

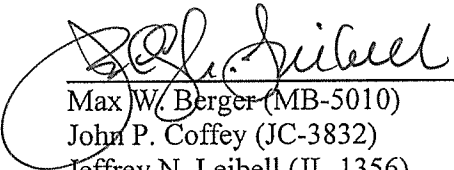
5. Retain jurisdiction to consider any further applications concerning the administration of the Settlements, including, without limitation, the disposition of disputed claims and payment objections, the consideration of any administrative fees and expenses relating to the distribution of the Net Settlement Fund, and such other and further relief as this Court deems appropriate.

Dated: December 21, 2007

Respectfully submitted,

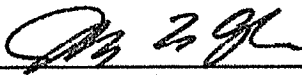
BERNSTEIN LITOWITZ BERGER &  
GROSSMANN LLP

BARRACK RODOS & BACINE



---

Max W. Berger (MB-5010)  
John P. Coffey (JC-3832)  
Jeffrey N. Leibell (JL-1356)  
1285 Avenue of the Americas  
New York, New York 10019  
(212) 554-1400



---

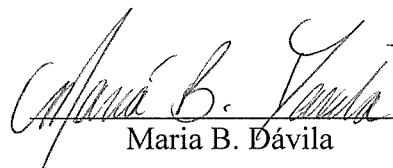
Leonard Barrack  
Gerald J. Rodos  
Jeffrey W. Golan  
3300 Two Commerce Square  
2001 Market Street  
Philadelphia, Pennsylvania 19103  
(215) 963-0600

*Attorneys for Lead Plaintiff Thomas P. DiNapoli, Comptroller of the State of New York, as  
Administrative Head of the New York State and Local Retirement Systems and as Trustee of  
the New York State Common Retirement Fund, and Co-Lead Counsel for the Class*

**CERTIFICATE OF SERVICE**

I, Maria B. Dávila, hereby certify that true and correct copies of the within Notice of Motion to Conduct a Second Distribution of the Net Settlement Fund, together with a copy of the (i) [Proposed] Order Approving Lead Plaintiff's Motion to Conduct a Second Distribution of the Net Settlement Fund, (ii) Joint Declaration of Jeffrey N. Leibell and Jeffrey W. Golan in Support of Lead Plaintiff's Motion to Conduct a Second Distribution of the Net Settlement Fund, and (iii) Affidavit of Shandarese Garr in Support of Lead Plaintiff's Motion to Conduct a Second Distribution of the Net Settlement Fund have been served on this date upon all involved parties by sending a copy of same to all counsel listed on the attached service list via e-mail.

Dated: New York, New York  
December 21, 2007

  
\_\_\_\_\_  
Maria B. Dávila

## WORLDCOM SERVICE LIST

<p>Peter K. Vigeland WILMER, CUTLER &amp; PICKERING 399 Park Avenue New York, NY 10022 Tel: (212) 230-8807 Fax: (212) 230-8888 <a href="mailto:Peter.Vigeland@wilmer.com">Peter.Vigeland@wilmer.com</a></p>	<p>Eric S. Goldstein Martin London PAUL, WEISS, RIFKIND, WHARTON &amp; GARRISON LLP 1285 Avenue of the Americas New York, NY 10019 Tel: (212) 373-3316 Fax: (212) 373-2384  <a href="mailto:egoldstein@paulweiss.com">egoldstein@paulweiss.com</a> <a href="mailto:mlondon@paulweiss.com">mlondon@paulweiss.com</a></p>
<p>Eliot Lauer Gary Cutler Jonathan J. Walsh CURTIS, MALLET-PREVOST, COLT &amp; MOSLE LLP 101 Park Avenue New York, NY 10178 Tel: (212) 696-6000 Fax: (212) 697-1559  <a href="mailto:elauer@cm-p.com">elauer@cm-p.com</a> <a href="mailto:gcutler@cm-p.com">gcutler@cm-p.com</a> <a href="mailto:jwalsh@cm-p.com">jwalsh@cm-p.com</a></p>	<p>Paul C. Curnin SIMPSON, THACHER &amp; BARTLETT LLP 425 Lexington Avenue New York, NY 10017-3954 Tel: (212) 455-2000 Fax: (212) 455-2502  <a href="mailto:pcurnin@stblaw.com">pcurnin@stblaw.com</a></p>
<p>Thomas J. Kavalier David G. Januszewski CAHILL GORDON &amp; REINDEL LLP 80 Pine Street New York, New York 10005 Tel: (212) 701-3000 Fax: (212) 269-5420  <a href="mailto:TKavalier@cahill.com">TKavalier@cahill.com</a> <a href="mailto:DJanuszewski@cahill.com">DJanuszewski@cahill.com</a></p>	<p>Pamela Rogers Chepiga Andrew Rhys Davies ALLEN &amp; OVERY 1221 Avenue of the Americas New York, NY 10020 Tel: (212) 610-6300 Fax: (212) 610-6399  <a href="mailto:Pamela.chepiga@newyork.allenoverly.com">Pamela.chepiga@newyork.allenoverly.com</a> <a href="mailto:Andrew.rhys.davies@allenoverly.com">Andrew.rhys.davies@allenoverly.com</a></p>

<p>Stuart F. Pierson  TROUTMAN SANDERS LLP  401 9th Street, N.W. , Suite 1000  Washington, D.C. 20004-2134  Tel: (202) 274-2897  Fax: (202) 654-5622</p> <p><a href="mailto:Stuart.pierson@troutmansanders.com">Stuart.pierson@troutmansanders.com</a></p>	<p>George E. Ridge  COOPER, RIDGE &amp; LANTINBERG, P.A.  1200 SunTrust Bank Building  200 West Forsyth Street  Jacksonville, Florida 32202  Tel: (904)353-6555  Fax: (904)353-7550</p> <p><a href="mailto:gridge@attorneyjax.com">gridge@attorneyjax.com</a></p>
<p>Jay B. Kasner  SKADDEN, ARPS, SLATE, MEAGHER &amp;  FLOM LLP  4 Times Square  New York, NY 10036  Tel: (212) 735-3000  Fax: (212) 735-2000</p> <p><a href="mailto:jkasner@skadden.com">jkasner@skadden.com</a></p>	<p>Irvin B. Nathan  Julie B. Rothenberg  ARNOLD &amp; PORTER LLP  555 Twelfth Street, NW  Washington, DC 20004-1206  Tel: (202) 942-5000  Fax: (202) 942-5999</p> <p><a href="mailto:irvin_nathan@aporter.com">irvin_nathan@aporter.com</a>  <a href="mailto:Julie_Rottenberg@aporter.com">Julie_Rottenberg@aporter.com</a></p>
<p>David Wertheimer  Lyndon M. Tretter  HOGAN &amp; HARTSON LLP  875 Third Avenue  New York, NY 10022  Tel: (212) 918-3000  Fax: (212) 918-3100</p> <p><a href="mailto:dfwertheimer@hhlaw.com">dfwertheimer@hhlaw.com</a>  <a href="mailto:lmtretter@hhlaw.com">lmtretter@hhlaw.com</a></p>	<p>S. Robert Sutton, Esq.  JANIS SCHUELKE &amp; WECHSLER  1728 Massachusetts Ave., NW  Washington D.C. 20036  Tel: (202) 861-0600  Fax: (202) 223-7230</p> <p><a href="mailto:rsutton@janisschuelke.com">rsutton@janisschuelke.com</a></p>
<p>Buford Yates, Jr. (Pro Se)<sup>†</sup>  108 Redbud Drive  Brandon, MS 39047</p> <p>Byron B. Mathews, Jr., (Pro Se)<sup>†</sup>  410 West 24<sup>th</sup> Street, #2H  New York, NY 10011</p>	<p>Neil L. Selinger  LOWEY DANNENBERG BEMPORAD &amp;  SELINGER, P.C.  One North Lexington Avenue  11th Fl.  White Plains, NY 10601  Tel: (914) 997-0500  Fax: (914) 997-0035</p> <p><a href="mailto:nselinger@ldbs.com">nselinger@ldbs.com</a></p>

<sup>†</sup> Service by First Class Mail Only

<p>Lynn L. Sarko  KELLER ROHRBACK LLP  1201 Third Avenue, Suite 3200  Seattle, WA 98101  Tel: (206) 224-7552  Fax: (206) 623-3384</p> <p><a href="mailto:lsarko@kellerrohrback.com">lsarko@kellerrohrback.com</a></p>	<p>Jill Abrams  ABBEY GARDY, LLP  212 East 39th Street  New York, NY 10016  Tel: (212) 889-3700  Fax: (212) 684-5191</p> <p><a href="mailto:jabrams@abbeygardy.com">jabrams@abbeygardy.com</a></p>
<p>Gregory A. Markel  Ronit Setton  CADWALADER, WICKERSHAM  &amp; TAFT LLP  One World Financial Center  New York, NY 10281  Tel: (212) 504-6000  Fax: (212) 504-6666</p> <p><a href="mailto:Greg.markel@cwt.com">Greg.markel@cwt.com</a>  <a href="mailto:Ronit.setton@cwt.com">Ronit.setton@cwt.com</a></p>	<p>Alan R. Friedman  Michael J. Sternhell  KRAMER LEVIN NAFTALIS  &amp; FRANKEL LLP  1177 Avenue of the Americas  New York, NY 10036  Tel: (212) 715-9100  Fax: (212) 715-8000</p> <p><a href="mailto:afriedman@kramerlevin.com">afriedman@kramerlevin.com</a>  <a href="mailto:msternhell@kramerlevin.com">msternhell@kramerlevin.com</a></p>
<p>Michael J. Pucillo  BERMAN DeVALERIO PEASE  TABACCO BURT &amp; PUCILLO  222 Lakeview Avenue  Suite 900  West Palm Beach, FL 33401  Tel: 561-835-9400  Fax: 561-835-0322</p> <p><a href="mailto:mpucillo@bermanesq.com">mpucillo@bermanesq.com</a></p>	<p>Samuel P. Sporn  SCHOENGOLD, SPORN, LAITMAN  &amp; LOMETTI, P.C.  19 Fulton Street, Suite 406  New York, New York 10038  Tel: (212) 964-0046  Fax: (212) 267-8137</p> <p><a href="mailto:sporn@spornlaw.com">sporn@spornlaw.com</a></p>
<p>Joel H. Bernstein  Beth J. Hoffman  GOODKIND LABATON RUDOFF  &amp; SUCHAROW LLP  100 Park Avenue  New York, NY 10017  Tel: (212) 907-0700  Fax: (212) 818-0477</p> <p><a href="mailto:jbernstein@glrslaw.com">jbernstein@glrslaw.com</a>  <a href="mailto:bhoffman@glrslaw.com">bhoffman@glrslaw.com</a></p>	<p>Andrew E. Miller  ALLEN MATKINS LECK GAMBLE  &amp; MALLORY LLP  515 S. Figueroa Street  Los Angeles, CA 90071  Tel: (213) 955-5597  Fax (213) 620-8816</p> <p><a href="mailto:amiller@allenmatkins.com">amiller@allenmatkins.com</a></p>

<p>Joseph Bartlett  FISH &amp; RICHARDSON P.C.  153 East 53<sup>rd</sup> Street, 52<sup>nd</sup> Floor  New York, NY 10022  Tel: (212) 765-5070  Fax: (212) 258-2291</p> <p><a href="mailto:bartlett@fr.com">bartlett@fr.com</a></p>	<p>Geoffrey S. Harper  Beth G. Jaynes  Kelly R. Vickers  FISH &amp; RICHARDSON P.C.  1717 Main Street, Suite 5000  Dallax, TX 75201  Tel: (214) 747-5070  Fax: (214) 747-2091</p> <p><a href="mailto:harper@fr.com">harper@fr.com</a>  <a href="mailto:jaynes@fr.com">jaynes@fr.com</a>  <a href="mailto:Vickers@fr.com">Vickers@fr.com</a></p>
<p>Stephen L. Ascher  KRONISH LIEB WEINER  &amp; HELLMAN LLP  1114 Avenue of the Americas  New York, NY 100036  Tel: (212) 479-6000  Fax: (212) 479-6275</p> <p><a href="mailto:sascher@kronishlieb.com">sascher@kronishlieb.com</a></p>	<p>Richard C. Schoenstein  PAUL, HASTINGS, JANOFSKY  &amp; WALKER, LLP  75 East 55<sup>th</sup> Street  New York, NY 10022  Tel: (212) 318-6000  Fax: (212)319-4090</p> <p><a href="mailto:richardschoenstein@paulhastings.com">richardschoenstein@paulhastings.com</a></p>
<p>Michael S. Sundermeyer  WILLIAMS &amp; CONNOLLY LLP  725 Twelfth Street, N.W.  Washington, DC 20005  Tel: (202) 434-5015  Fax: (202)-434-5029</p> <p><a href="mailto:msundermeyer@wc.com">msundermeyer@wc.com</a></p>	<p>John M. Callagy  KELLEY DRYE &amp; WARREN LLP  101 Park Avenue  New York, NY 10178  Tel: (212) 808-7800  Fax: (212) 808-7898</p> <p><a href="mailto:jcallagy@kelleydrye.com">jcallagy@kelleydrye.com</a></p>
<p>Sharon L. Schneier  DAVIS WRIGHT TREMAINE LLP  1633 Broadway  New York, NY 10019  Tel: (212) 489-8230  Fax: (212) 489-8340</p> <p><a href="mailto:sharonschneier@dwt.com">sharonschneier@dwt.com</a></p>	<p>William F. Boyer  SHARP &amp; ASSOCIATES  1215 19th Street, N.W.  Washington, DC 20036  Tel: (202) 467-4114  Fax: (202) 467-1625</p> <p><a href="mailto:wboyer@sharp-assoc.com">wboyer@sharp-assoc.com</a></p>

James F. Hibey  
Joseph Walker  
Richard W. Beckler  
HOWREY SIMON ARNOLD & WHITE  
1299 Pennsylvania Avenue, N.W.  
Washington, DC 20004  
Tel: (202) 783-0800  
Fax: (202) 383-6610

[jmr@hsy.com](mailto:jmr@hsy.com)  
[walkerj@howrey.com](mailto:walkerj@howrey.com)