



October 16, 1997

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VIA OVERNIGHT DELIVERY

Ms. Blanca S. Bayó  
Director, Division of Records & Reporting  
Florida Public Service Commission  
2540 Shumard Oak Blvd.  
Tallahassee, FL 32399-0850

97-1759 - TI

Re: Notification of Proposed Transfer of Control of Brooks Fiber Properties, Inc. to WorldCom, Inc.

Dear Ms. Bayó:

On behalf of WorldCom, Inc. ("WorldCom") and Brooks Fiber Properties, Inc. ("BFP") (together the "Parties"), this letter is to notify the Commission of a transaction whereby WorldCom will acquire control of BFP. Through certain operating subsidiaries, WorldCom and BFP are authorized to provide a variety of telecommunications services within the State of Florida. As described more fully below, the proposed transfer of control will be accomplished through a transaction whereby a wholly-owned subsidiary of WorldCom, BV Acquisition, Inc. ("BV Acquisition"), will merge with and into BFP, at which time BFP will become a wholly-owned subsidiary of WorldCom. At the effective time of the merger, ALD Communications, Inc. ("ALD"), the BFP operating subsidiary authorized to provide intrastate telecommunications services in Florida, will remain a subsidiary of BFP, and will therefore be an indirect subsidiary of WorldCom. Neither WorldCom nor BFP is currently affiliated with each other.

It is the understanding of the Parties that prior Commission approval is not required for the transfer of control transaction described herein. Accordingly, absent receipt of written notification to the contrary within thirty (30) days, the Parties will proceed on the understanding that no approval or other formal action with respect to the proposed transaction is required by the Commission. In the event, however, that the Commission determines that approval is required, the Parties respectfully request that the Commission consider this letter as a request for expedited approval.

Please date-stamp the enclosed extra copy of this filing and return it in the attached self-addressed, stamped envelope.

## THE TRANSACTION

WorldCom is a publicly traded Georgia corporation with principal offices located in Jackson, Mississippi. WorldCom's operating subsidiaries are authorized to offer service to business and residential customers nationwide, including Florida, and in more than 50 countries worldwide, providing a wide variety of facilities-based and resold local, interstate and intrastate long distance, and international voice and data telecommunications services. With 1996 revenues of approximately \$ 4.5 billion, WorldCom is financially well-qualified to consummate the proposed transaction.

BFP is a publicly traded Delaware corporation with principal offices located in St. Louis, Missouri. BFP's operating subsidiaries are authorized to offer a variety of local, interstate and intrastate long distance, and international voice and data communications services in 25 states, including interexchange services in the State of Florida.<sup>1</sup> BFP operating subsidiaries are also authorized by the FCC to offer domestic interstate and international voice and data telecommunications services nationwide, including in the State of Florida.

Pursuant to the Parties' Agreement and Plan of Merger, BV Acquisition will merge with and into BFP, with BFP being the surviving entity. At the time of the merger, shareholders of BFP will receive, in exchange for each of the issued and outstanding shares of BFP common stock, approximately 1.65 shares of WorldCom common stock. Following the merger, BFP will be a wholly-owned subsidiary of WorldCom, and ALD will be an indirect subsidiary of WorldCom. BFP's Florida operations will continue to be led by a team of well-qualified telecommunications managers comprised, in part, of existing BFP personnel. Following the merger, these personnel will be able to draw upon the worldwide resources and experience of the WorldCom management and operational personnel. The Parties therefore expect that the substantial managerial, technical, and financial expertise of the combined management team will assure that this transaction will not in any way disrupt service nor cause inconvenience or confusion to BFP customers.

Consummation of the proposed transaction will serve the public interest by bringing together WorldCom, one of the fastest growing local and interexchange carriers, and BFP, a leading provider of local and long distance telecommunications services. The addition of BFP to the WorldCom family of telecommunications companies will enhance both WorldCom's and BFP's respective ability to compete in the Florida telecommunications market. WorldCom and BFP expect that the ability to access the resources and experienced management of the other

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<sup>1</sup>/ ALD Communications, Inc. was granted authority to provide intrastate interexchange telecommunications service in Florida effective on January 11, 1995 under Docket No. 941018-TI.

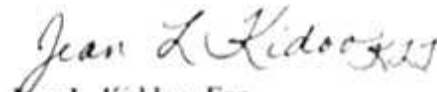
October 16, 1997

Page 3

will permit each company to operate more efficiently and, as a consequence, to offer consumers a cost effective, high quality competitive alternative to the most powerful players in the telecommunications market

Please do not hesitate to contact the undersigned with any questions or comments regarding this transaction.

Respectfully submitted,



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