LAW OFFICES

MESSER, CAPARELLO & SELF

215 SOUTH MONROE STREET SUITE FOIL POST OFFICE BOF 1878

TALLAHASSER, FLORIDA (32:102-1876, TELEPHONE (904) 224 4359 (904) 425 1842

October 23, 1997

BY HAND DELIVERY

Ms. Blanca Bayo, Director Division of Records and Reporting Room 110, Easley Building Florida Public Service Commission 2540 Shumard Oak Blvd. Tallahassee, Florida 32399-0850

Re: Docket Nos. 971375-TP

Dear Ms. Bayo:

ACK

OTH -

By letter dated October 16, 1997, WorldCom, Inc. notified the Commission that it will make an exchange offer for all the issued and outstanding stock of MCI Communications Corporation ("MCI") and that, upon consummation of the offer, the MCI shares will be transferred to WorldCom and MCI will become a wholly owned subsidiary of WorldCom. In that letter, WorldCom set forth a detailed description of the proposed transaction. In addition, in the event that the Commission determines that the transfer of control of MCI to WorldCom requires Commission approval, WorldCom requested that the Commission deem the letter to be a request for such approval.

A	
APP	It is WorldCom's understanding from subsequent discussions with Commission Staff
CAF	that the transfer of control discussed in WorldCom's October 16 letter does require
	Commission approve the proposed transfer of control of MCI to worldCom which was
E .	described in the October 16 letter.

10944 OCT 23 5

/S _____ FPSC

Ms. Blanca Bayo October 23, 1997 Page 2

٠,

Thank you for your assistance with this request. Should you have any questions or require any additional information, please do not hesitate to let me know.

Sincerely,

Floy R. Self

FRS:amb

CCI

Mr. Brian Sulmonetti

Mr. Richard J. Heitmann

Jean Kiddoo, Esq. Rick Melson, Esq.

Martha Carter Brown, Esq.

Mr. Alan Taylor