

ORIGINAL

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

WORLDCOM, INC., et al.,

Debtors.

Chapter 11 Case No.

02-13533 (AJG)

(Jointly Administered)

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**NOTICE OF HEARING ON MOTION OF DEBTORS FOR ORDER PURSUANT TO
SECTIONS 363 AND 1146 OF THE BANKRUPTCY CODE AND BANKRUPTCY
RULE 6004 (A) APPROVING THE TERMS AND CONDITIONS OF A
STOCK PURCHASE AGREEMENT WITH TELÉFONOS DE MÉXICO,
S.A. DE C.V., AND (B) AUTHORIZING THE SALE OF PROPERTY
FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES**

PLEASE TAKE NOTICE that on March 19, 2004, WorldCom, Inc. and its direct and indirect domestic subsidiaries, as debtors and debtors in possession (collectively, the "Debtors") filed with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), a motion, dated March 19, 2004, seeking entry of an order pursuant to sections 363 and 1146 of title 11, United States Code (the "Bankruptcy Code"), (a) approving the terms and conditions of a Stock Purchase Agreement by and among (i) WorldCom, Inc., as parent, (ii) MCI International, Inc., MCI WorldCom International, Inc., and MCI WorldCom Brazil LLC, as sellers, and (iii) Teléfonos de México, S.A. de C.V., as purchaser, a copy of which annexed to the Motion as Exhibit "B" (the "Purchase Agreement"), and (b) authorizing the sale of property free and clear of liens, claims, and encumbrances (the "Motion"). The Purchase Agreement provides for the sale by Sellers and the purchase by Purchaser of all of the issued and outstanding shares of capital stock, participations and ownership interests in the nondebtor Brazilian entities, WorldCom Holding do Brasil Ltda., MCI International Telecomunicações do Brasil Ltda., MCI Solutions - Telecomunicações Ltda., and Startel Participações Ltda. for a purchase price of \$360 million.

PLEASE TAKE FURTHER NOTICE that the foregoing summary of the proposed sale is not complete and that the full terms and conditions of the sale are set forth in the Motion and Purchase Agreement, which are available for inspection at the Office of the Clerk of the Bankruptcy Court, and may be obtained on the Bankruptcy Court's Internet site at www.nysb.uscourts.gov, at the Internet sites at www.pacer.psc.uscourts.gov and www.elawforworldcom.com, or by contacting the Debtors' noticing agent, BSI LLC, attention Blanche Shelli, at 646-282-2500.

PLEASE TAKE FURTHER NOTICE that a hearing to consider the Motion and the relief requested therein is scheduled for April 13, 2004 at 10:00 a.m. prevailing Eastern Time, or as soon thereafter as counsel may be heard, before the Honorable Arthur J. Gonzalez, United States Bankruptcy Judge, in Room 523 of the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004.

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PLEASE TAKE FURTHER NOTICE that responses or objections, if any, to the relief requested in the Motion, must be in writing, conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (General Order M-242 and the User's Manual for the Electronic Case Filing System can be found at www.nysb.uscourts.gov, the official website for the Bankruptcy Court), by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), Wordperfect or any other Windows-based word processing format (with a

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hard copy delivered directly to Chambers) and shall be served in accordance with General Order M-242 and upon: (i) the Debtors, 1133 19th Street, Washington, D.C. 20036, Attention: Stasia Kelly, General Counsel, (ii) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attention: Jessica L. Fink, attorneys for the Debtors; (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st floor, New York, New York 10004, Attention: Mary Elizabeth Tom, Esq.; (iv) Akin Gump Strauss Hauer & Feld, LLP, 590 Madison Avenue, New York, New York 10022, Attention: Daniel Golden, Esq., attorneys for the statutory committee of creditors; (v) Kirkpatrick & Lockhart LLP, 1800 Massachusetts Avenue, Washington, DC 20036, Attention: Richard Thornburgh, Esq., attorneys for the examiner in these chapter 11 cases; (vi) Shearman & Sterling, 599 Lexington Avenue, New York, New York 10022, Attention: Douglas Bartner, Esq. and Marc B. Hankin, Esq., attorneys for the Debtors' postpetition lenders, and (vii) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019, Attention: John Longmire, Esq. and Michael Handler, Esq., counsel for Teléfonos De México, S.A. De C.V., and shall be filed with the Clerk of the United States Bankruptcy Court for the Southern District of New York, in each case so as to be received no later than April 8, 2004, at 4:00 p.m. (Eastern Time).

Dated: New York, New York
March 19, 2004

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