

**BEFORE THE PUBLIC SERVICE COMMISSION OF WYOMING**

IN THE MATTER OF THE JOINT APPLICATION OF  
WORLDCOM, INC., AND INTERMEDIA  
COMMUNICATIONS, INC., TO TRANSFER CONTROL  
OF INTERMEDIA TO WORLDCOM

)  
) DOCKET NO. 72003-TA-00-119  
) DOCKET NO. 74213-TA-00-7  
) (RECORD NO. 6211)  
)

**NOTICE AND ORDER**

**(Issued December 13, 2000)**

This matter is before the Commission upon the joint application of WorldCom, Inc. (WorldCom), and Intermedia Communications, Inc. (Intermedia), for authority to transfer control of Intermedia to WorldCom, as more fully described below.

The Commission, having reviewed the application and attached exhibits, its files regarding the joint applicants, applicable Wyoming law, and being otherwise fully advised in the premises, FINDS and CONCLUDES:

1. The joint applicants are telecommunications companies as defined by W.S. § 37-15-103(a)(xi), and as such, subject to the Commission's jurisdiction pursuant to the provisions of W.S. § 37-15-401.
2. WorldCom is a publicly-traded Georgia corporation. WorldCom has a number of subsidiaries authorized to provide telecommunications services in Wyoming, either by certificate of public convenience and necessity, or by registration with the Commission. Exhibit 1 to the application shows WorldCom's organizational structure prior to and, if approved, following the proposed merger.
3. Intermedia is a publicly-traded Delaware corporation, registered to provide interexchange telecommunications service in Wyoming on September 26, 1996, in Docket No. 74213-TA-96-1.
4. The application states that upon approval of the proposed merger transaction, Intermedia will become a subsidiary of WorldCom, which will also give WorldCom voting control of Digex, Incorporated (Digex), a provider of managed web and applications hosting services. Intermedia currently owns 62% of the outstanding shares of Digex.
5. The application states that after the proposed transaction, Intermedia will continue as a separate enterprise from WorldCom's other telecommunications operations. Intermedia will continue to operate under its current Commission authority, under the same rates, terms and conditions as prior to the proposed merger. The proposed transaction will be virtually transparent to Intermedia's Wyoming customers.
6. The application is on file with the Commission at its offices located in Cheyenne, Wyoming, and may be inspected by any interested person during regular business hours.
7. The Commission finds and concludes that the above described transaction will not adversely affect Intermedia's ability to serve the public.
8. Anyone desiring to file a statement, representation, protest or request a hearing in this matter must so file with the Commission on or before January 16, 2001.
8. The Commission directs that the public notice in this matter be in the following form:

## PUBLIC NOTICE

WorldCom, Inc. (WorldCom), and Intermedia Communications, Inc. (Intermedia), have applied to the Wyoming Public Service Commission (PSC) for authority to transfer control of Intermedia to WorldCom.

WorldCom is a publicly-traded Georgia corporation. WorldCom has a number of subsidiaries authorized to provide telecommunications services in Wyoming, either by certificate of public convenience and necessity, or by registration with the Commission. Exhibit 1 to the application shows WorldCom's organizational structure prior to and following the proposed merger, if approved. Intermedia is a publicly-traded Delaware corporation, registered to provide interexchange telecommunications service in Wyoming on September 26, 1996, in Docket No. 74213-TA-96-1.

The application states that upon approval of the proposed merger transaction, Intermedia will become a subsidiary of WorldCom, which will also give WorldCom voting control of Digex, Incorporated (Digex), a provider of managed web and applications hosting services. Intermedia currently owns 62% of the outstanding shares of Digex.

The application states that after the proposed transaction, Intermedia will continue as a separate enterprise from WorldCom's other telecommunications operations. Intermedia will continue to operate under its current Commission authority, under the same rates, terms and conditions as prior to the proposed merger. The proposed transaction will be virtually transparent to Intermedia's Wyoming customers.

The application is on file with the Commission at its offices located in Cheyenne, Wyoming, and may be inspected by any interested person during regular business hours.

To intervene, request a hearing, file a statement, or protest this application you must file with the Commission mentioning Docket Nos. 72003-TA-00-119 and 74213-TA-00-7, on or before January 16, 2001.

If you wish to participate and require reasonable accommodation for a disability, call the Commission at (307) 777-7427 or write the Commission at 2515 Warren Avenue, Suite 300, Cheyenne, Wyoming 82002. Communications impaired persons may contact the Commission through Wyoming Relay at 1-800-877-9965. Please mention the docket numbers when you contact us.

Dated December 13, 2000.

### IT IS THEREFORE ORDERED THAT:

1. Pursuant to open meeting action taken on December 7, 2000, the joint application of WorldCom, Inc., and Intermedia Communications, Inc., to transfer control of Intermedia to WorldCom, should be, and the same is hereby, approved, subject to notice, protest, opportunity for hearing and further order as the Commission may deem appropriate.
2. This Notice and Order is effective immediately.

MADE and ENTERED at Cheyenne, Wyoming, this 13<sup>th</sup> day of December, 2000.

PUBLIC SERVICE COMMISSION OF WYOMING

STEVE ELLENBECKER, Chairman

STEVE FURTNEY, Deputy Chairman

KRISTIN LEE, Commissioner

(SEAL)

ATTEST:

EDNA YOUNG, Assistant Secretary