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JEAN L. KIDDOO
ATTORNEY-AT-LAW

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&
BERLIN**
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October 17, 1996

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Public Utilities Commission of Ohio

VIA OVERNIGHT DELIVERY

Mr. Kerry Sheets
Legal Department
Public Utilities Commission of Ohio
180 E. Broad Street
7th Floor
Columbus, Ohio 43215

Re: **Metropolitan Fiber Systems of Cleveland, Inc.; Case No. 96-962 CT-²⁰⁰ACO;**
Metropolitan Fiber Systems of Columbus, Inc.; Case No. 96-961 CT ACO

Dear Mr. Sheets:

This letter, on behalf of WorldCom, Inc. ("WorldCom"), MFS Communications Company, Inc. ("MFSCC") and MFSCC's subsidiaries, Metropolitan Fiber Systems of Columbus, Inc. and Metropolitan Fiber Systems of Cleveland, Inc. (together the "Parties"), is to follow up on our recent telephone conversation and to confirm our understanding with you that prior Commission approval is not required for the merger and related transactions between the Parties.

As was set forth in Form 563's filed by the Parties on September 9, 1996, the proposed transaction involves the merger of HIJ Corp., a wholly-owned subsidiary of WorldCom, into MFSCC by the exchange of MFSCC common stock for 2.1 shares of WorldCom common stock. MFSCC will thereby become a wholly owned subsidiary of the merged company, WorldCom, Inc. Upon consummation of the merger, no one shareholder will possess more than 20% of the shares of WorldCom, Inc.

Please date stamp the extra enclosed copy of this letter and return the same in the enclosed self-addressed, stamped envelope.

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Mr. Kerry Sheets
October 17, 1996
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If there are any further questions concerning this matter, please do not hesitate to contact the undersigned.

Very truly yours,

A handwritten signature in cursive script that reads "Jean L. Kiddoo" followed by a stylized flourish.

Jean L. Kiddoo

Counsel for
Metropolitan Fiber Systems of Cleveland, Inc.
Metropolitan Fiber Systems of Columbus, Inc.

cc: Terrence J. Ferguson (MFSCC)
Richard J. Heitmann (WorldCom)
Marienna Z. Machida (Kelley, Drye)