

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :
: **Chapter 11 Case No.**
WORLDCOM, INC., et al., : **02-13533 (AJG)**
: **(Jointly Administered)**
: **Debtors.**
: **22001 Loudoun County Parkway**
Ashburn, VA 20147
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BALLOT FOR ACCEPTING OR REJECTING DEBTORS' JOINT PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE

BALLOT FOR VOTING CLASS 12 INTERMEDIA GENERAL UNSECURED CLAIMS

The above-captioned debtors and debtors in possession, more specifically identified in the accompanying Addendum to Ballot (collectively, the "Debtors"), have filed the Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated May 18, 2003 (the "Plan"). The Plan is Exhibit A to the Debtors' Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated May 18, 2003 (the "Disclosure Statement"), which accompanies this Ballot. If you are, as of May [___], 2003, the holder of an unpaid general unsecured claim against any of the Debtors identified in the Addendum to Ballot as "Intermedia Debtors" which arose prior to the commencement of such Intermedia Debtor's chapter 11 case (the "Commencement Date"), please use this Ballot to cast your vote to accept or reject the Plan. The Bankruptcy Court has approved the Disclosure Statement, which provides information to assist you in deciding how to vote on the Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you do not have a Disclosure Statement or Addendum to Ballot, you may obtain a copy by contacting the Debtors' Voting Agent, Innisfree M&A Incorporated, at [_____] (toll free).

IMPORTANT

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or claims under the Plan. All of your general unsecured claims against Intermedia Debtors have been placed in class 12 under the Plan. If you hold more than one claim against the Debtors, you will receive a Ballot for each claim you are entitled to vote.

VOTING DEADLINE: 4:00 P. M. EASTERN TIME ON [_____], 2003.

If your vote is not received by the Debtors' Voting Agent, Innisfree MA& Incorporated, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan and any election you have made in Item 3, below, for convenience claim treatment of your class 12 claims will not be counted.

Ballots will not be accepted by facsimile transmission.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan and/or to elect convenience claim treatment of your class 12 claims.

HOW TO VOTE

1. COMPLETE ITEM 1 AND ITEM 2.
2. IF DESIRED, COMPLETE ITEM 3.
3. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
4. **SIGN THE BALLOT.**
5. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (SO THAT IT IS RECEIVED BEFORE THE VOTING DEADLINE).
6. YOU MUST VOTE THE FULL AMOUNT OF YOUR GENERAL UNSECURED CLAIM REPRESENTED BY THIS BALLOT *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.
7. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL NOT BE COUNTED.

Item 1. *Amount of Intermedia General Unsecured Claim Voted.* The undersigned certifies that as of May [___], 2003, the undersigned held a general unsecured claim against an Intermedia Debtor in the following unpaid amount, which arose prior to the Intermedia Debtor's Commencement Date (insert amount in the box below):

\$

Item 2. **Vote.** The holder of the general unsecured claim identified in Item 1 votes as follows (check one box only—if you do not check a box your vote will not be counted; if you check both boxes your vote will not be counted):

to **Accept** the Plan. OR to **Reject** the Plan.

Item 3. **Voluntary Election of Convenience Claim Treatment.** By checking the box below, the holder of the general unsecured claim identified in Item 1 elects to have its Allowed Class 12 Intermedia General Unsecured Claim treated as a Convenience Claim under the Plan and to receive the treatment specified in Section 4.04 of the Plan. If the box below is **not** checked, such holder's Allowed Class 12 Intermedia General Unsecured Claim will receive the treatment specified in Section 4.12 of the Plan:

Convenience Claim Treatment

NEITHER YOUR RECEIPT OF THIS BALLOT NOR YOUR ELECTION OF CONVENIENCE CLAIM TREATMENT SIGNIFIES THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED

Item 4. Certification. By returning this Ballot, the holder of the general unsecured claim identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for such Intermedia General Unsecured Claim, (b) it has full power and authority to vote to accept or reject the Plan and to elect treatment with respect to the Intermedia General Unsecured Claim listed in Item 1, (c) it was the holder of the Intermedia General Unsecured Claim described in Item 1 as of May [____], 2003, and (d) it has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan and the election of convenience claim treatment under the Plan are subject to all the terms and conditions set forth in the Disclosure Statement and Plan.

Name of Creditor : _____
(Print or Type)

Social Security or Federal Tax ID. No.: _____
(Optional)

Signature: _____

Print Name : _____

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: (____) _____

Date Completed: _____

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, INNISFREE M&A INCORPORATED, BY 4:00 P. M., EASTERN TIME, ON [____], 2003, OR YOUR VOTE WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, INNISFREE M&A INCORPORATED, AT [____] (TOLL FREE).