

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 13 INTERMEDIA SUBORDINATED DEBT CLAIMS
(Claims of holders of Intermedia Subordinated Notes, Cusip _____)**

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, a beneficial owner of notes issued by Intermedia Communications Inc. ("Intermedia") prior to July 22, 2002 under the senior subordinated notes indenture, dated February 24, 1999, between Intermedia and Suntrust Bank, Central Florida, N.A., as amended (the "Intermedia Subordinated Notes"), to transmit the votes of such holders in respect of their claims with respect to their Intermedia Subordinated Notes (the "Intermedia Subordinated Debt Claims"), 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. Your claims in respect of your Intermedia Subordinated Notes ("Intermedia Subordinated Debt Claims") have been placed in class 13 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 M&A 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.

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.

HOW TO VOTE

1. COMPLETE ITEM 1 (if not already filled out by your nominee) AND ITEM 2, AND COMPLETE ITEM 3 (if applicable).
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. **SIGN THE BALLOT** (unless your Ballot has already been signed or “prevalidated” by your nominee).
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your nominee, make sure your nominee receives your Ballot in time to submit it before the voting deadline).
5. YOU MUST VOTE ALL YOUR INTERMEDIA SUBORDINATED DEBT CLAIMS *EITHER TO ACCEPT OR TO REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.*
6. ANY BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.

Item 1. Principal Amount of Intermedia Subordinated Debt Claims Voted. The undersigned certifies that as of May [], 2003, the undersigned was either the beneficial owner, or the nominee of a beneficial owner, of Intermedia Subordinated Notes in the following aggregate unpaid principal amount (insert amount in the box below). If your Intermedia Subordinated Notes are held by a nominee on your behalf and you do not know the amount, please contact your nominee immediately. (For purposes of this Ballot, it is not necessary and you should not adjust the principal amount for any accrued or unmatured interest.)

\$

Item 2. Vote. The beneficial owner of the Intermedia Subordinated Notes identified in Item 1 votes as follows (check one box only—if you do not check a box your vote will not be counted):

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

Item 3. Identify All Other Intermedia Subordinated Debt Claims Voted. By returning this Ballot, the beneficial owner of the Intermedia Subordinated Notes identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Intermedia Subordinated Notes owned by such beneficial owner, except for the Intermedia Subordinated Notes identified in the following table, (b) *all* of the Intermedia Subordinated Notes for which the beneficial owner has submitted Ballots are identified in the following table, and (c) *all* Ballots for Intermedia Subordinated Debt Claims submitted by the beneficial owner indicate the same vote to accept or reject the Plan that the beneficial owner has indicated in Item 2 of this Ballot (please use additional sheets of paper if necessary):

**ALL INTERMEDIA SUBORDINATED DEBT CLAIMS
VOTED ON OTHER BALLOTS**

Account Number	Name of Registered Holder or Nominee	Principal Amount of Other Intermedia Subordinated Notes Votes
		\$
		\$
		\$

Item 4. Certification. By returning this Ballot, the beneficial owner of the Intermedia Subordinated Notes identified in Item 1 certifies that (a) it has full power and authority to vote to accept or reject the Plan with respect to the Intermedia Subordinated Notes listed in Item 1, (b) it was the beneficial owner of the Intermedia Subordinated Notes described in Item 1 on May [____], 2003, (c) *all* Ballots to vote Intermedia Subordinated Debt Claims submitted by the beneficial owner indicate the same vote to accept or reject the Plan that the beneficial owner has indicated on this Ballot, 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 is subject to all the terms and conditions set forth in the Disclosure Statement.

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 or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, INNIFREE M&A INCORPORATED BY 4:00 P.M., EASTERN TIME, ON [____], 2003, OR YOUR VOTE WILL NOT BE COUNTED. IF THE ENCLOSED ENVELOPE IS ADDRESSED TO YOUR NOMINEE, MAKE SURE YOUR NOMINEE RECEIVES YOUR BALLOT IN TIME TO SUBMIT IT BEFORE THE VOTING DEADLINE.

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, INNIFREE M&A INCORPORATED, AT [____] (TOLL FREE).