

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
 In re :
 :
 WORLDCOM, INC., et al., : Chapter 11 Case No.
 : 02-13533 (AJG)
 :
 : (Jointly Administered)
 Debtors. :
 :
 22001 Loudoun County Parkway :
 Ashburn, VA 20147 :
 :
 -----X

MASTER BALLOT FOR ACCEPTING OR REJECTING DEBTORS' JOINT PLAN OF
REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE

MASTER BALLOT FOR VOTING CLASS 5
WORLDCOM SENIOR DEBT CLAIMS

(Claims of Holders of [__]% WorldCom Notes, due [____], Cusip _____)

THE VOTING DEADLINE BY WHICH YOUR MASTER BALLOT MUST BE **RECEIVED** BY THE VOTING AGENT, INNISFREE M&A INCORPORATED, IS 4:00 P. M. EASTERN TIME ON [____], 2003 OR THE VOTES REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED.

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"). The Bankruptcy Court has approved the Disclosure Statement, which provides information to assist creditors 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.

This Master Ballot is to be used by you, as a broker, bank, or other nominee (or as their proxy holder or agent) (each of the foregoing, a "Nominee"), for beneficial owners, as of May [__], 2003, of [__]% notes issued by WorldCom, Inc. ("WorldCom") prior to July 22, 2002 under the indenture, dated [____], between WorldCom and Chase Manhattan Trust Company, N.A., as amended (collectively, the "WorldCom Notes"), to transmit the votes of such holders in respect of their [__]% WorldCom Notes to accept or reject the Plan. Before you transmit such votes, please carefully review the Disclosure Statement and the voting procedures set forth below. **THIS MASTER BALLOT RELATES ONLY TO VOTES CAST FOR [__]% WORLDCOM NOTES. Beneficial owners of [__]% WorldCom Notes who also hold claims under the 364-Day Facility and/or the Revolving Credit Facility (collectively, the "Bank Claims") or other securities should receive separate Ballots for voting their Bank Claims or other securities.**

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to transmit votes to accept or reject the Plan.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE VOTING AGENT (INNISFREE M&A INCORPORATED) BEFORE THE VOTING DEADLINE OF 4:00 P.M., EASTERN TIME, ON [____], 2003. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND RECEIVED ON OR BEFORE THE VOTING DEADLINE AND THE VOTING DEADLINE IS NOT EXTENDED, THE VOTES TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.

You should review the Disclosure Statement and the Plan before you transmit votes. You or the beneficial owners of WorldCom Notes for who you are the Nominee may wish to seek legal advice concerning the Plan and the classification and treatment of the WorldCom Note claims under the Plan. Such claims have been placed in class 5 under the Plan. Holders of more than one claim against the Debtors will receive a Ballot for each claim such holders are entitled to vote, and the Nominees of such holders will receive a Master Ballot for each claim such holders are entitled to vote.

If the Plan is confirmed by the Bankruptcy Court, it will be binding upon you and the beneficial owners of WorldCom Notes for who you are the Nominee, whether or not such holders vote and whether or not any votes are transmitted by this Master Ballot.

Item 1. Certification of Authority to Vote. The undersigned certifies that as of the May [___], 2003 record date, the undersigned (please check the applicable box):

- Is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of [___]% WorldComNotes listed in Item 2 below, and is the registered holder of such securities, or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate principal amount of [___]% WorldComNotes listed in Item 2 below, or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee or a beneficial owner that is the registered holder of the aggregate principal amount of [___]% WorldComNotes listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the beneficial owners of the [___]% WorldComNotes described in Item 2 below.

Item 2. Class 5 (Senior Debt Claims) Vote. The undersigned transmits the following votes of beneficial owners in respect of their [__]% WorldCom Notes, and certifies that the following beneficial owners of WorldCom Notes, as identified by their respective customer account numbers set forth below, are beneficial owners of such securities as of the May [___], 2003 record date and have delivered to the undersigned, as Nominee, properly executed Ballots casting such votes. (Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. For purposes of this Master Ballot, accrued or unmatured interest should not be included. Please note: Each beneficial owner must vote all his, her, or its [__]% WorldCom Notes *either* to accept *or* reject the Plan, and may *not* split such vote.):

ANY EXECUTED 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.

Your Customer Account Number for Each Beneficial Owner of [__]% WorldCom Notes	Principal Amount of [__]% WorldCom Notes Voted to ACCEPT the Plan		Principal Amount of [__]% WorldCom Notes Voted to REJECT the Plan
1.	\$	OR	\$
2.	\$	OR	\$
3.	\$	OR	\$
4.	\$	OR	\$
5.	\$	OR	\$
6.	\$	OR	\$
7.	\$	OR	\$
8.	\$	OR	\$
9.	\$	OR	\$
10.	\$	OR	\$
TOTALS:	\$		\$

Item 3. Certification As to Transcription of Information From Item 3 As to Other []% WorldCom Notes Claims Voted by Beneficial Owners.

The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by beneficial owners in Item 3 of the WorldCom Senior Debt Claims Ballots, identifying any other []% WorldCom Notes for which such beneficial owners have submitted other Ballots:

YOUR customer account number for each beneficial owner who completed Item 3 of the Senior Debt Claims Ballot.	Other []% WorldCom Notes Voted		
	Account Number <i>(Transcribe from Item 3 of Senior Debt Claim Ballot)</i>	Name of Registered Holder or Nominee <i>(Transcribe from Item 3 of Senior Debt Claim Ballot)</i>	Principal Amount of Other []% WorldCom Notes Voted <i>(Transcribe from Item 3 of Senior Debt Claim Ballot)</i>
1.			\$
2.			\$
3.			\$
4.			\$
5.			\$
6.			\$
7.			\$
8.			\$
9.			\$
10.			\$

Item 4. Certification. By signing this Master Ballot, the undersigned certifies that each beneficial owner of []% WorldCom Notes listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

Name of Broker, Bank, or Other Nominee:

(Print or Type)

Name of Proxy Holder or Agent for Broker,
Bank, or Other Nominee (if applicable):

(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(If Applicable)

Signature: _____

Print Name: _____

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: (____) _____

Date Completed: _____

THIS MASTER BALLOT MUST BE RECEIVED BY THE VOTING AGENT, INNISFREE M&A INCORPORATED, BEFORE 4:00 P.M., EASTERN TIME, ON [____], 2003, OR THE VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED.

PLEASE NOTE: THE VOTING AGENT WILL *NOT* ACCEPT BALLOTS OR MASTER BALLOTS BY FACSIMILE TRANSMISSION.

ANY EXECUTED 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.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS, DISCLOSURE STATEMENT, OR OTHER RELATED MATERIALS, PLEASE CALL THE VOTING AGENT, INNISFREE M&A INCORPORATED, AT 212 750-5833.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

VOTING DEADLINE/VOTING AGENT:

The Voting Deadline is 4:00 P. M., Eastern time, on [____], 2003, unless extended by the Debtors. To have the vote of your customers count, you must complete, sign, and return this Master Ballot so that it is received by the Voting Agent (Innisfree M&A Incorporated), Attn: WorldCom Ballot Tabulation, 501 Madison Avenue, 20th Floor, New York, New York 10022, before the Voting Deadline.

HOW TO COMPLETE THE MASTER BALLOT:

If you are both the registered owner and beneficial owner of any principal amount of WorldCom Notes and you wish to vote such WorldCom Notes: You may complete, execute, and return to the Voting Agent *either* a WorldCom Senior Debt Claims Ballot *or* a WorldCom Senior Debt Claims Master Ballot.

If you are transmitting the votes of any beneficial owners of WorldCom Notes other than yourself, you may *either*:

1. Complete and execute the WorldCom Senior Debt Claims Ballot (other than Items 2 and 3) and deliver to the beneficial owner such “prevalidated” WorldCom Senior Debt Claims Ballot, along with the Disclosure Statement and other materials requested to be forwarded. The beneficial owner should complete Items 2 and 3 of that Ballot and return the completed Ballot to the Voting Agent so as to be received before the Voting Deadline:

OR

2. For any WorldCom Senior Debt Claims Ballots you do not “prevalidate”:

Deliver the WorldCom Senior Debt Claims Ballot to the beneficial owner, along with the Disclosure Statement and other materials requested to be forwarded, and take the necessary actions to enable such beneficial owner to (i) complete and execute such Ballot voting to accept or reject the Plan, and (ii) return the completed, executed Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to the Voting Agent before the Voting Deadline of 4:00 P.M., Eastern Time, on [____], 2003; and

With respect to all WorldCom Senior Debt Claims Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. In Item 2 of this Master Ballot, indicate the votes to accept or reject the Plan, as transmitted to you by the beneficial owners of [__]% WorldCom Notes. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: BENEFICIAL OWNERS MAY NOT SPLIT THEIR VOTES. EACH BENEFICIAL OWNER MUST VOTE ALL HIS, HER, OR ITS [__]% WORLDCOM NOTES EITHER TO ACCEPT OR REJECT THE PLAN. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE VOTING AGENT IMMEDIATELY.** Any Ballot or Master Ballot which is validly executed but (i) which does not indicate acceptance or rejection of the Plan by the indicated beneficial owner, or (ii) indicates both an acceptance and rejection of the Plan by the indicated beneficial owner, will not be counted as to such beneficial owner;

- c. Please note that Item 3 of this Master Ballot requests that you transcribe the information provided by each beneficial owner from Item 3 of each completed WorldCom Senior Debt Claims Ballot relating to other [___]% WorldComNotes voted;
- d. Review the certification in Item 4 of the Master Ballot;
- e. In Item 4, sign and date the Master Ballot, and provide the remaining information requested;
- f. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- g. Contact the Voting Agent to arrange for delivery of the completed Master Ballot to its offices; and
- h. Deliver the completed, executed Master Ballot so as to be *received* by the Voting Agent, Innisfree M&A Incorporated, before the Voting Deadline. For each completed, executed WorldCom Senior Debt Claims Ballot returned to you by a beneficial owner, either forward such Ballot (along with your Master Ballot) to the Voting Agent or retain such WorldCom Senior Debt Claims Ballot in your files for one year from the Voting Deadline.

PLEASE NOTE:

This Master 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. Holders should not surrender, at this time, certificates representing their securities. Neither the Debtors nor the Voting Agent will accept delivery of any such certificates surrendered together with this Master Ballot. Surrender of securities for exchange may only be made by you, and will only be accepted pursuant to a letter of transmittal which will be furnished to you by the Debtors following confirmation of the Plan by the United States Bankruptcy Court.

No Ballot or Master Ballot shall constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

We will, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to the beneficial owners of WorldComNotes held by you as a nominee or in a fiduciary capacity. We will also pay all transfer taxes, if any, applicable to the transfer and exchange of your securities pursuant to and following confirmation of the Plan.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF ANY OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS, DISCLOSURE STATEMENT, OR OTHER RELATED MATERIALS, PLEASE CALL INNISFREE M&A INCORPORATED, AT 212-750-5833.