

EXHIBIT F

To Application for *Pro Forma* Assignment of Earth Station Authorizations From Overseas Telecommunications, Inc. to MCI WorldCom Network Services, Inc.

Public Interest Statement

I. INTRODUCTION

MCI, Inc. (f/k/a WorldCom, Inc.) (“MCI”), on behalf of its wholly-owned subsidiaries Overseas Telecommunications, Inc. (“Overseas” or “Assignor”) and MCI WorldCom Network Services, Inc. (“Network Services” or “Assignee”), hereby requests approval for the *pro forma* assignment of the satellite earth station authorizations held by Overseas to Network Services. Overseas is concurrently filing an application with the Commission for authority for *pro forma* assignment of its cable landing license to Network Services.

II. DESCRIPTION OF THE TRANSACTION

As the Commission is aware, MCI and its subsidiaries recently emerged from proceedings under Chapter 11 of the United States Bankruptcy Code to reorganize their business and financial structure.¹ The Commission granted consent for the transfer of control contemplated by the reorganization on December 19, 2003,² and the transfer was consummated by emergence from bankruptcy on April 20, 2004.³

¹ *In re WorldCom, Inc., et al.*, Chap. 11 Case No. 02-13533 (Bankr. S.D.N.Y. 2002).

² *WorldCom, Inc. and its Subsidiaries (debtors-in-possession), Transferor, and MCI, Inc., Transferee, Applications for Consent to Transfer and/or Assign Section 214 Authorizations, Section 310 Licenses, and Submarine Cable Landing Licenses*, Memorandum Opinion and Order, 18 FCC Rcd 26484 (2003).

³ *See* Letter from Dennis Guard, MCI, to Marlene H. Dortch, FCC, WC Docket No. 02-215 (May 20, 2004) (providing notice of consummation).

Pursuant to the Modified Second Amended Joint Plan of Reorganization under Chapter 11 of Title 11 of the United States Code of WorldCom, Inc., *et al.* (Case No. 02-13533 (AJG)) (the “Plan of Reorganization”), as confirmed on October 31, 2003, by the Order of the United States Bankruptcy Court for the Southern District of New York (the “Court”), MCI created a plan of consolidation that would reduce the number of wholly-owned domestic subsidiaries. On April 14, 2004, MCI filed the Bankruptcy Plan Supplement with the Court which provided the plan of mergers of the domestic subsidiaries. The relevant companies will either enter or have already entered into agreements of merger and filed certificates of merger evidencing the transactions with the relevant jurisdictions. Overseas is scheduled to merge into Network Services in the second phase of mergers. As a result of the merger, any assets or liabilities of Overseas will be assumed by Network Services.

III. GRANTING THIS APPLICATION FOR ASSIGNMENT IS CONSISTENT WITH THE PUBLIC INTEREST

Generally, the Commission grants applications for transfer or assignment of licenses and authorizations unless it would not be in the public interest to do so. The assignment contemplated by this application does not represent a transfer of control, as both Assignor and Assignee are wholly-owned subsidiaries of MCI.

This assignment is part of the overall reorganization and consolidation contemplated by the Plan of Reorganization. By merging a large number of its domestic subsidiaries, MCI seeks to streamline overhead back-office expenses. A smaller number of subsidiaries will require fewer state filings and thereby trim such expenses. Moreover, as part of its emergence from bankruptcy, MCI used the “fresh-start” accounting method. The use of “fresh-start” accounting will result in a new set of internal accounts and

ledgers for MCI's wholly-owned subsidiaries, which will be more easily accomplished with a smaller number of subsidiaries.

Like the public interest benefits acknowledged by the Commission's grant of the transfer of control associated with MCI's emergence from bankruptcy, the public interest benefits achieved by granting the *pro forma* assignment requested here include the ability of MCI to remain well positioned to continue to provide innovative services to the public, and inject competition into telecommunications markets, as part of its overall business plan. The swift grant of this application furthers the public interest in several respects: (1) by implementing the Plan of Reorganization, it provides the economic and social benefits that Chapter 11 of the Bankruptcy Code was designed to achieve; (2) it furthers the development of competition in telecommunications markets, by ensuring that MCI – one of the largest and most viable competitors to incumbent carriers – can continue to offer its services in a more cost-effective manner; and (3) it protects the interests of those customers who rely on MCI to provide essential telecommunications services, and avoids unnecessary interruptions in those customers' service.

Moreover, MCI anticipates no adverse impact on service to its customers as a result of this assignment. In fact, the transaction will be seamless and transparent to customers of MCI and its subsidiaries.

IV. CONCLUSION

For the reasons presented herein, Applicants submit that the public interest, convenience and necessity would be served by a grant of this application for *pro forma* assignment of its satellite earth station authorizations. MCI therefore respectfully requests that the International Bureau grant its application.