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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

November 7, 2000

Magalie Roman Salas
Secretary
Federal Communications Commission
445 Twelfth Street, S.W. - Suite TW-A325
Washington, D.C. 20554

Re: Applications of Intermedia Communications Inc., Transferor, and WorldCom, Inc., Transferee, for Consent to Transfer Control of Corporations Holding Commission Licenses and Authorizations Pursuant to Sections 214 and 310(d) of the Communications Act and Parts 21, 63, 90, 101, CC Docket No. 00-206

Dear Ms. Salas:

On October 23, 2000, Intermedia Communications Inc. ("Intermedia") and WorldCom, Inc. ("WorldCom"), (the "Applicants"), filed joint applications asking the Federal Communications Commission ("Commission") to approve the transfer of control of licenses and authorizations held by Intermedia in connection with the proposed merger of Intermedia and Wildcat Acquisition Corp., a wholly owned subsidiary of WorldCom, with Intermedia being the surviving company. In our pre-filing conversations with Commission staff, we discussed their requests to review all documents the Applicants have provided (or will subsequently provide) to the Department of Justice ("Department") in connection with the Department's investigation of the proposed merger pursuant to the Antitrust Civil Process Act and the Hart-Scott-Rodino Antitrust Improvements Act, and to engage in discussions with representatives of the Department with respect to those documents (collectively the "Protected Materials") and the status of the Department's investigation. We have agreed to the Commission staff's requests, on the understanding that, except as noted below, the Commission will treat the protected materials as confidential documents pursuant to Section 0.459 of the Commission's rules, 47 C.F.R. § 0.459 and that the discussions with the Department will be treated as exempt *ex parte* presentations under Section 1.1204(a)(6) of the Commission's rules, 47 C.F.R. 1.204(a)(6).

With respect to the Protected Materials, we have agreed that certain counsel to parties that participate in this proceeding will be allowed to review such Protected Materials as may be filed at the Commission under the terms of the protective order adopted by the Commission on November 6, 2000.¹

¹ *In re Applications of Intermedia Communications Inc., Transferor, and WorldCom, Inc., Transferee, for Consent to Transfer Control of Corporations Holding Commission Licenses and Authorizations Pursuant to Sections 214 and 310(d) of the Communications Act and Parts 21, 63, 90, 101, CC Docket No. 00-206, Order Adopting Protective Order, DA 00-2494 (rel. November 6, 2000).*

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With respect to discussions between representatives of the Commission and the Department, the Applicants each have sent a letter to the Department waiving the confidentiality provisions of the Hart-Scott-Rodino Act, the Antitrust Civil Process Act, and any applicable confidentiality provisions governing the Protected Materials in order to permit full discussions between representatives of the Department and the Commission with respect to the Protected Materials and the status of the Department's investigation of the merger between the Applicants. A copy of each letter is enclosed. This waiver also permits the Department to share with the Commission the Protected Materials in the Department's possession. As noted above, this waiver is based on the Applicants' understanding that the discussions will be treated as exempt *ex parte* presentations under Section 1.1204(a)(6) and will not be disclosed, except as required under that section.

Finally, we would like to clarify that the agreements and waivers set forth above are further based on the Applicants' understanding that if, in connection with its decision in this proceeding the Commission intends to rely upon or otherwise make reference to the contents of any of the Protected Materials or the substance of its discussions with the Department, it will do so in the same manner in which it maintained the confidentiality of similarly protected information in the *Bell Atlantic/NYNEX Order*, 12 FCC Rcd. 19985 (1997). In the case of that Order, the Commission embodied its discussion of confidential information in a separate Exhibit E that was placed under seal and not released publicly as part of the Order.

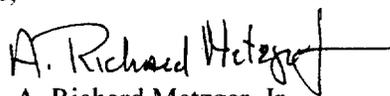
Please do not hesitate to contact the undersigned persons if you have any questions regarding any of the foregoing or the enclosed documents. Thank you.

Sincerely yours,



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Enclosures

cc: Michelle Carey
William Dever
Henry Thaggert
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