

Counsel in the securities class action to conduct pretrial proceedings on behalf of all of the cases and which require plaintiffs' counsel in the Individual Actions to communicate with the Court through Liaison Counsel. The Ohio Pension Funds object generally to the order and make one request for a revision, which has been adopted in substance. The Ohio Pension Funds also ask that the restrictions on their right to communicate directly with defense counsel and Lead Counsel be lifted, and that the Court revisit the issue of such direct communications if it becomes a problem in the future.

The Opinion of May 22, 2003 explained the reasons for the issuance of this Order. Repetitive submissions and communications have already become a problem in this action and a drain on the resources of Court and counsel. They divert energy from the pursuit of the merits of the litigation, cause delay, and waste financial resources which should be preserved for the litigants.

There are several provisions in the Order which allow any party whose views need to be heard to communicate those views directly to the Court, and if appropriate to Lead Counsel and defense counsel. Of particular importance in this regard, Paragraph 18 permits any attorney to seek relief from the restrictions in the Order upon a showing of good cause. Paragraph 23 provides that nothing in the Order may be construed to diminish the right of any party to be heard by the Court on matters that are not susceptible to common action or as to which

there is a genuine disagreement among counsel. Should one or more Individual Actions identify any discovery or motion practice that is not duplicative, they will have an opportunity to pursue the discovery and motion practice.

SO ORDERED:

Dated: New York, New York
May 28, 2003

DENISE COTE
United States District Judge

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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IN RE WORLDCOM, INC. SECURITIES :
LITIGATION : MASTER FILE
 : 02 Civ. 3288 (DLC)
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This Document Relates to: : CONSOLIDATION ORDER
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ALL ACTIONS :
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DENISE COTE, District Judge:

On August 15, 2002, the Court entered an Order consolidating securities class actions filed against WorldCom, Inc. ("WorldCom") and those associated with it ("August 15 Order"). The August 15 Order applied and continues to apply to any securities class action filed in or transferred to this Court and assigned to the undersigned which relates to the same subject matter as the actions consolidated by the August 15 Order. The securities class actions were consolidated under the caption In re WorldCom, Inc. Securities Litigation and are referred to as the "Securities Litigation". The August 15 Order appointed the New York State Common Retirement Fund as lead plaintiff for the Securities Litigation. Bernstein Litowitz Berger & Grossmann LLP and Barrack Rodos & Bacine were selected as co-Lead Counsel for the Securities Litigation ("Lead Counsel").

Lawsuits against WorldCom and/or individuals and entities on account of their connections to WorldCom that allege individual, rather than class, claims have also been assigned to this Court

and are referred to as the "Individual Actions." By Order dated December 23, 2003 ("December 23 Order"), this Court found that the Individual Actions and the securities class actions involved common questions of law and fact, and that consolidation of these actions for pretrial proceedings was necessary. The Order provided that the defendants would have no obligation to move, answer, or otherwise respond to the complaints in any of the Individual Actions until a separate scheduling order addressing those obligations was issued. The December 23 Order also provided, inter alia, that after a decision was issued on the motion to remand made by New York City Employees' Retirement System ("NYCERS"), in which forty-one Individual Actions represented by Milberg Weiss Bershad Hynes & Lerach LLP were given permission to intervene, Lead Counsel and counsel for plaintiffs in any Individual Action would be invited to present a proposed order for consolidation of the class actions and the Individual Actions for pretrial purposes.

Having received various submissions from counsel regarding the proposed consolidation, and for the reasons set forth in the Opinion of May 22, 2003, it is hereby

ORDERED as follows:

I. CONSOLIDATION AND STAY

1. The Individual Actions are consolidated for pre-trial purposes with the Securities Litigation pursuant to Rule 42(a), Fed. R. Civ. P.

2. No action taken hereunder shall have the effect of making any person, firm or corporation a party to any action in which the person or entity has not been named, served, or added as such in accordance with the Federal Rules of Civil Procedure.

3. Any Individual Action presently assigned to this Court may file an amended complaint by July 11, 2003. Any Individual Action transferred hereafter to this Court shall have the later of July 11, 2003, or twenty-one days following arrival on this Court's docket to file an amended complaint. No further amendments of any complaint in an Individual Action will be permitted without permission of the Court.

4. The requirement that any defendant named and served in an Individual Action must move, answer or otherwise respond in that action is stayed. If circumstances necessitate action by any Individual Action plaintiff or defendant to protect interests unique to such Individual Action plaintiff or defendant, such plaintiff or defendant may seek relief from the stay by appropriate motion. All defenses of any defendant named and served in an Individual Action, including but not limited to defenses based on lack of personal jurisdiction or lack of subject matter jurisdiction, are hereby preserved.

II. MASTER DOCKET AND SEPARATE ACTION DOCKETS

5. A Master Docket, No. 02 Civ. 3288, was established by the August 15 Order for the consolidated proceedings in the Securities Litigation and any other actions subsequently consolidated with them either for all purposes or for pretrial

purposes. The actions being consolidated by this Order, including but not limited to the previously consolidated Securities Litigation and the Individual Actions, are hereafter referred to as the "Consolidated Actions." Entries in said Master Docket shall be applicable to the Consolidated Actions, and entries shall be made therein in accordance with the regular procedures of the Clerk of this Court, except as modified by this Order.

6. When a pleading or paper is filed and the caption, pursuant to this Order, shows that it is applicable to "All Actions," the Clerk shall file such pleading in the Master File and note such filing in the Master Docket. No further copies need be filed nor other docket entries made.

7. When a pleading or paper is filed and the caption shows that it is applicable to less than All Actions, the Clerk shall file the original of the paper in the Master File and a copy in the file of each separate action to which it applies and shall note such filing in the Master Docket and in the docket of each such separate action. The party filing such paper shall supply the Clerk with sufficient copies of any paper to permit compliance with this paragraph.

III. NEWLY FILED OR TRANSFERRED ACTIONS

8. When an action that relates to the same subject matter as the Consolidated Actions is hereafter filed in or transferred to this Court and assigned to the undersigned, it shall be consolidated with these actions in the same manner as the cases

identified in Section I above (provided that any case transferred to this Court solely for pretrial proceedings shall be consolidated only to that extent, absent further order of this Court), except as provided below, and the Clerk of Court shall:

(a) File a copy of this Order in the separate file for such action; and

(b) Make an appropriate entry in the Master Docket.

9. Any defendant who has notice of the filing in or transfer to this Court of a related case shall

(a) Mail a copy of this Order to the attorneys for the plaintiff(s) in the newly filed or transferred case;

and

(b) File a notice of service of this Order with the Clerk of Court to be docketed and filed in the Master File.

10. The Court requests the assistance of counsel in calling to the attention of the Clerk the filing or transfer of any case which might be consolidated with these actions.

IV. APPLICATION OF THIS ORDER TO PENDING AND SUBSEQUENT CASES

11. This Order shall apply to each of the actions consolidated by the August 15 Order and to each of the Individual Actions. This Order shall apply to each such case that is subsequently filed in or transferred to this Court and assigned to the undersigned, unless a party objecting to the consolidation of that case or to any other provision of this Order serves an application for relief from this Order or from any of its

provisions within ten (10) days after the date on which defense counsel mails a copy of this Order to counsel for that party. The provisions of this Order shall apply to such action pending the Court's ruling on the application.

V. CAPTIONS

12. Every pleading filed in the Consolidated Actions, and in any separate action included therein, shall bear the following caption:

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK
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IN RE WORLDCOM, INC. SECURITIES          :   MASTER FILE
LITIGATION                               :   02 Civ. 3288 (DLC)
This Document Relates to:                :
ALL ACTIONS                              :
-----X
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VI. DUTIES OF COUNSEL

13. Lead Counsel shall have the following responsibilities:
- a. Sign any consolidated class action complaint, motions, briefs, discovery requests, objections, or notices on behalf of all plaintiffs or those plaintiffs filing the particular papers.
 - b. Conduct all pretrial proceedings on behalf of plaintiffs.
 - c. Brief and argue motions.
 - d. Initiate and conduct discovery.

- e. Speak on behalf of plaintiffs at any pretrial conference.
- f. Employ and consult with experts.
- g. Conduct settlement negotiations with defense counsel on behalf of class action plaintiffs.
- h. Call meetings of plaintiffs' counsel.
- i. Distribute to all plaintiffs' counsel copies of all notices, orders, and decisions of the Court; maintain an up-to-date list of counsel available to all plaintiffs' counsel on request; keep a complete file of all papers and discovery materials filed or generated in the Consolidated Actions which shall be available to all plaintiffs' counsel at reasonable hours
 - (1) provided that plaintiffs and their counsel in the Consolidated Actions become signatories to all confidentiality agreements in place for such discovery and bear all duplication expenses.
 - (2) The obligation of Lead Counsel to disseminate copies of orders, pleadings and other filings to counsel for plaintiffs in the Consolidated Actions shall be satisfied by prompt posting of such documents on the web-site

maintained by Lead Counsel,
<www.worldcomlitigation.com>.

- j. Keep Liaison Counsel informed about discovery matters and other issues and proceedings of common interest in the Securities Litigation and the Individual Actions.
- k. Consult with Liaison Counsel to obtain the views of plaintiffs' counsel in the Individual Actions on proposed document requests, interrogatories, requests for admissions, depositions, and litigation strategy, and incorporate those views wherever it is appropriate to do so.
- l. Should any counsel in the Individual Actions identify in connection with a deposition being taken by Lead Counsel any discovery that is unique to one or more of the Individual Actions, Lead Counsel shall devise a process through consultation with Liaison Counsel to permit an attorney from the Individual Actions to participate in the taking of each such deposition.

VII. APPOINTMENT OF LIAISON COUNSEL

14. Lowey Dannenberg Bemporad & Selinger, P.C., co-counsel for NYCERS, is designated as Liaison Counsel for the Individual Actions.

15. Liaison Counsel shall have the following responsibilities:

- a. Distribute to all counsel in the Individual Actions those materials that they need to review to form and to communicate their views regarding discovery, motion practice and settlement.
- b. Confer with all counsel in the Individual Actions to obtain their views regarding discovery and any issues that need to be communicated to Lead Counsel or to the Court.
- c. Communicate with Lead Counsel regarding any discovery that plaintiffs in the Individual Actions wish to take and regarding litigation strategy and motion practice.
- d. Communicate with the Court regarding any issue common to the Individual Actions.
- e. Coordinate the taking of any discovery that the Court has authorized that is unique to the Individual Actions.

VIII. SERVICE

16. Service by defendants of pleadings and all other papers on Lead Counsel and Liaison Counsel shall be deemed sufficient

service in the Securities Litigation and Individual Actions. Any pleadings or other papers so served shall also be served on Lead Counsel in the action entitled In re WorldCom, Inc. ERISA Litigation.

IX. RESTRICTIONS

17. No attorney for any plaintiff in an Individual Action may contact defense counsel regarding discovery without the consent of Lead Counsel or, in the absence of such permission, leave of the Court. No attorney for any plaintiff in an Individual Action other than Liaison Counsel may contact Lead Counsel regarding discovery without being advised by Liaison Counsel that Lead Counsel has consented to the contact, or in the absence of such consent, leave of the Court.

18. Counsel may seek relief from these restrictions and from any of the provisions of this Order by application to the Court upon a showing of good cause. A showing of good cause regarding discovery issues includes a showing that the discovery issue is unique to an Individual Action.

X. FUTURE ORDERS

19. All parties are required to check the Court's website on a daily basis in order to obtain notice of any further orders issued by the Court with respect to the Securities Litigation and the Individual Actions. The Court's website is available at <www.nysd.uscourts.gov> through the "CourtWeb" icon. Orders may be found by entering the name "WorldCom" in the "caption search"

option. Orders will be listed under the master docket number, No. 02 Civ. 3288.

XI. DISCOVERY

20. All discovery obtained by any plaintiff in any Consolidated Action may be shared with any other plaintiff. All discovery obtained by any defendant in any Consolidated Action may be shared with any other defendant. All discovery obtained by any party in any Consolidated Action shall be deemed discovered in each of the Consolidated Actions.

21. No witness may be deposed more than once without leave of the Court.

XII. PRIVILEGE

22. Cooperation by and among counsel is essential for the orderly and expeditious resolution of this litigation. Accordingly, the communication of information among and between Lead Counsel in the Securities Litigation, Liaison Counsel and counsel in the Individual Actions and among and between defendants' counsel shall not be deemed a waiver of the attorney-client privilege or the attorney work product doctrine.

XIII. RIGHT TO BE HEARD BY THE COURT

23. All counsel in the Consolidated Actions shall use their best efforts to avoid duplication, inefficiency and inconvenience to the Court, other parties, other counsel and witnesses. Nothing stated herein, however, shall be construed to diminish the right of any party to be heard by the Court on matters that

are not susceptible to joint or common action, or as to which there is a genuine disagreement among counsel.

SO ORDERED:

Dated: New York, New York
 May 28, 2003

DENISE COTE
United States District Judge