BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP
ATTORNEYS AT LAW
NEW YORK • CALIFORNIA • NEW JERSEY • LOUISIANA

STEVEN B. SINGER
steven@blbglaw.com
212-554-1413

February 19, 2004

BY HAND

The Honorable Denise L. Cote
United States District Court
Southern District of New York
500 Pearl Street, Room 1040
New York, New York 10007

Re: In re WorldCom, Inc. Securities Litigation, Master File No. 02 Civ. 3288 (DLC)

Dear Judge Cote:

On behalf of Lead Plaintiff New York State Common Retirement Fund and Co-Lead Counsel Barrack, Rodos & Bacine, we respectfully write in response to the letter dated February 18, 2004 from Spence Burkholz of Milberg Weiss Bershad Hynes & Lerach LLP to Your Honor, which was not served or provided to the Court in compliance with the Order of February 13, 2004.

In its letter, Milberg Weiss contends, without citing any case law, that information concerning the extended opt-out date and any developments in the Second Circuit must be provided to all members of the Class in the same manner that the original Court-approved Notice of Class Action (the "Notice") was provided to the Class, i.e., by actual mailing to each Class member. This is incorrect. While Lead Plaintiff has taken steps to advise the Class of the extended opt-out date, the manner that Lead Plaintiff proposes to give such information to Class members, which includes posting the opt-out extension on the website that we are maintaining (www.worldcomlitigation.com) and publishing notice in *The Wall Street Journal* and on national business wire services, fully complies with the requirements of due process and Rule 23.

Simply because the opt-out date has been extended does not require that an additional notice be provided to the Class, let alone that such a notice must be mailed. Rule 23 requires the Court to make a determination regarding class treatment "at an early practicable time" and then to direct notice to the Class. Fed.R.Civ.P. 23(c)(1). That Notice was approved by the Court and

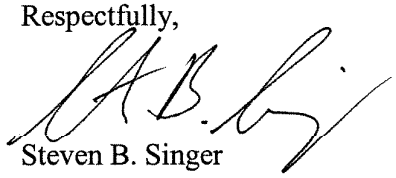
mailed to all Class members beginning in December 2003. Rule 23 further provides that any class certification order "may be altered or amended before final judgment." Id. Thus, while Rule 23 explicitly recognizes that a class certification order – including the definition of the class – may change prior to a decision on the merits (and after notice has been provided to the Class), it does not require that a new notice be sent when such an alteration or amendment occurs. In a similar context, in accordance with Rule 23, numerous courts have explicitly held that it is appropriate to change the definition of the class after notice has been sent, without requiring any new notice at all. See, e.g., Carlough v. Amchem Products, Inc., 158 F.R.D. 314, 334 (E.D. Pa. 1993) (holding that "any modifications in the class definition that may be called for can be made at the time the final certification order is entered, that is, after and if the settlement is approved"); Montelongo v. Meese, 803 F.2d 1341, 1352 (5th Cir. 1986) (approving post-trial modification of class definition pursuant to court's "broad authority to redefine the class as appropriate in response to the progression of the case") (citations omitted). Once the initial notice has been sent to the Class, the only other notice required by Rule 23 is the notice of proposed dismissal or compromise, which shall be given to the Class "in such manner as the court directs." Fed.R.Civ.P. 23(e). Here, an appropriate and full Notice was provided to Class members upon certification of the Class, and there is simply no requirement that additional notices be sent to apprise Class members of a change in the opt out date or other developments in the Action.

While Lead Plaintiff is not required to provide notice of the extension of the opt-out date to the Class, Lead Plaintiff has provided the Class with notice of that fact, and such notice is fully adequate, particularly when the circumstances are considered. Lead Plaintiff just mailed the Court-approved Notice beginning in December 2003, and that Notice informed Class members on the very first page that information about the status of the Action can be obtained by accessing our website. Other than Milberg Weiss, no other law firm or Class member has complained that the website is not an adequate source of information about this Action; to the contrary, the feedback we have received about the web site has been unanimously positive. Coupled with publication notice of the extension of the opt-out date, there is no question but that the Class will have received adequate notice of the new date.

For these reasons, Lead Plaintiff opposes sending any new notice to the Class either now or once the Second Circuit issues its mandate. This Court's original Notice contained only a brief discussion of the Individual Actions, and only then for the purpose of informing those plaintiffs that in order to continue their private actions they had to file a request for exclusion in accordance with the terms of the Notice. Since each of those plaintiffs is represented by counsel and has been informed of the extension of the opt out date (and will presumably be informed of

the Second Circuit's mandate), there is no need to send a second notice reflecting the proceedings before the Second Circuit.

Respectfully,



Steven B. Singer

cc: All counsel (via telecopy)