

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE WORLD.COM, INC.  
SECURITIES LITIGATION

MASTER FILE NO.  
02 Civ. 3288 (DLC)

This Document Relates to

02 Civ. 3288 02 Civ. 4990 02 Civ. 9513  
02 Civ. 3416 02 Civ. 5057 02 Civ. 9514  
02 Civ. 3419 02 Civ. 5071 02 Civ. 9515  
02 Civ. 3508 02 Civ. 5087 02 Civ. 9516  
02 Civ. 3537 02 Civ. 5108 02 Civ. 9519  
02 Civ. 3647 02 Civ. 5224 02 Civ. 9521  
02 Civ. 3750 02 Civ. 5285 02 Civ. 2841  
02 Civ. 3771 02 Civ. 8226 02 Civ. 3592  
02 Civ. 4719 02 Civ. 8227 03 Civ. 6229  
02 Civ. 4945 02 Civ. 8228 03 Civ. 7298  
02 Civ. 4946 02 Civ. 8229 03 Civ. 7299  
02 Civ. 4958 02 Civ. 8230  
02 Civ. 4973 02 Civ. 8234

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JUN 17 2003  
U.S. DISTRICT COURT SDNY

**[PROPOSED] JOINT PRE-TRIAL ORDER**

The parties to the above-captioned action respectfully submit this proposed Joint Pre-Trial Order, consistent with the terms of the Court's Individual Practice Rules. The parties respectfully reserve the right to request leave of the Court to amend the information contained herein, upon reasonable notice to all other parties, should the facts and circumstances of this Action so require.

1. The full caption of the instant action is set forth above.
2. The names, addresses (including firm names), and telephone numbers of trial counsel are as follows:

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\* The "Underwriter Defendants" are J. P. Morgan Securities, Inc., J.P. Morgan Securities Ltd., Chase Securities Inc. (n/k/a J.P. Morgan Securities Inc.), J.P. Morgan Chase & Co., Banc of America Securities LLC, Deutsche Bank Alex. Brown Inc. (n/k/a Deutsche Bank Securities, Inc.), Lehman Brothers Inc., Blaylock & Partners, L.P., Credit Suisse First Boston Corporation, Goldman, Sachs & Co., UBS Warburg LLC, ABN AMRO Incorporated, Utendahl Capital Partners, L.P., BNP Paribas Securities Corp., Fleet Securities, Inc. and Caboto Holding SIM S.p.A., Mizuho International plc, Tokyo-Mitsubishi International plc, and Westdeutsche Landesbank Girozentrale (n/k/a WestLB AG).

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3. Subject Matter Jurisdiction: Subject matter jurisdiction has not been challenged in this Action and is appropriate pursuant to Section 22 of the Securities Act of 1933 (the “Securities Act”), 15 U.S.C. § 77v, Section 27 of the Securities Exchange Act of 1934 (the “Exchange Act”), 15 U.S.C. § 78aa, and 28 U.S.C. § 1331.

4. Stipulations of Fact: All stipulations and agreed statements of fact and law are set forth on Exhibit A.

5. Summaries of Claims and Defenses: Brief statements of the claims and defenses that remain to be tried, without recital of evidentiary matter, are included in the separately bound exhibits, as follows:

Exhibit B: The Class’ Exhibits

Exhibit B.1 Statement of Claims  
Exhibit B.2 Witness List  
Exhibit B.3 Exhibit List  
Exhibit B.4 Deposition Transcript Designations  
Exhibit B.5 Deposition Cross-Designations and Objections  
Exhibit B.6 Deposition Counter-Designations and Objections

Exhibit C: The Underwriter Defendants’ Exhibits

Exhibit C.1 Statement of Defenses  
Exhibit C.2 Witness List  
Exhibit C.3 Exhibit List  
Exhibit C.4 Deposition Transcript Designations  
Exhibit C.5 Deposition Cross-Designations and Objections

Exhibit C.6 Deposition Counter-Designations and Objections

Exhibit D: Arthur Andersen LLP's ("Andersen") Exhibits

- Exhibit D.1 Statement of Defenses
- Exhibit D.2 Witness List
- Exhibit D.3 Exhibit List
- Exhibit D.4 Deposition Transcript Designations
- Exhibit D.5 Deposition Cross-Designations and Objections
- Exhibit D.6 Deposition Counter-Designations and Objections

Exhibit E: Roberts' Exhibits

- Exhibit E.1 Statement of Defenses
- Exhibit E.2 Witness List
- Exhibit E.3 Exhibit List
- Exhibit E.4 Deposition Transcript Designations
- Exhibit E.5 Deposition Cross-Designations and Objections
- Exhibit E.6 Deposition Counter-Designations and Objections

Exhibit F: Galesi's Exhibits

- Exhibit F.1 Statement of Defenses
- Exhibit F.2 Witness List
- Exhibit F.3 Exhibit List
- Exhibit F.4 Deposition Transcript Designations
- Exhibit F.5 Deposition Cross-Designations and Objections
- Exhibit F.6 Deposition Counter-Designations and Objections

Exhibit G: Other Director Defendants' Exhibits

[None provided]

6. Jury Trial: All parties have demanded that this case be tried by a jury.

Plaintiffs expect that their case-in-chief and anticipated rebuttal will take approximately fifteen trial days (not including Defendants' cross-examination). The Underwriter Defendants expect that their case-in-chief will take approximately thirty trial days (net of cross-examination). Andersen expects that its defense will take approximately fifteen to twenty additional trial days. Roberts expects that his defense will take approximately five

additional trial days. Galesi expects that his defense will take approximately five to seven additional trial days. The other Director Defendants have not provided an estimate. The parties' trial estimates are subject to the Court's decision on the motions for summary judgment, motions to phase the trial and other motions filed by the parties.

7. Trial by Magistrate Judge: The parties have not consented to the trial of this case by a magistrate judge.

8. Witnesses: The parties' witness lists, with a brief summary of each witness' testimony, and an indication whether such witnesses will testify in person or by deposition, are included in the attached Exhibits B through F.

9. Deposition Testimony: The parties' deposition transcript designations to be offered in their cases-in-chief, as well as cross-designations and objections by any other party, are included in the attached Exhibits B through F.

10. Exhibits: The parties' exhibit lists are included in the attached Exhibits B through F. Pursuant to the Court's Individual Rules, an (\*) indicates exhibits to which no party objects on grounds of authenticity, and (\*\*) indicates exhibits to which no party objects on any grounds.

Dated: January 7, 2005  
New York, New York

Respectfully submitted,

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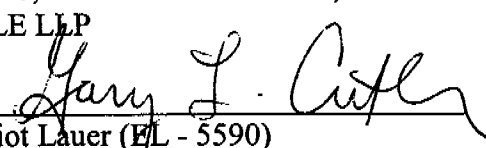
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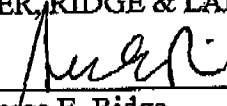
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So Ordered

\_\_\_\_\_  
Honorable Denise Cote  
United States District Judge

✱

**EXHIBIT A**

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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IN RE WORLDCOM, INC.  
SECURITIES LITIGATION

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MASTER FILE NO.

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**JOINT STIPULATION AND AGREED  
STATEMENT OF FACTS AND LAW**

1. In 1983, Bernard J. Ebbers formed a telecommunications company called Long Distance Discount Services, Inc.
2. Long Distance Discount Services, Inc. provided telecommunications services to businesses and residences.
3. In 1995, Long Distance Discount Services, Inc. officially changed its name to WorldCom, Inc. ("WorldCom").
4. In October 1999, WorldCom entered into a merger agreement with Sprint Corporation ("Sprint").

5. On March 30, 2000, WorldCom filed its Annual Report for fiscal year 1999 with the Securities Exchange Commission (“SEC”) on Form 10-K (the “1999 10-K”).

6. WorldCom’s fiscal year was from January 1 through December 31.

7. The 1999 10-K included WorldCom’s financial statements for fiscal year 1999.

8. On March 24, 2000, Andersen issued an unqualified audit opinion on WorldCom’s financial statements for fiscal year 1999. This opinion was included in WorldCom’s 1999 10-K.

9. On May 15, 2000, WorldCom filed a quarterly report for the quarter ended March 31, 2000 (the “1Q00 10-Q”). The 1Q00 10-Q included WorldCom’s unaudited financial statements for the quarter ended March 31, 2000.

10. On July 13, 2000, WorldCom terminated its merger agreement with Sprint.

11. On August 14, 2000, WorldCom filed a quarterly report with the SEC for the quarter ended June 30, 2000 (the “2Q00 10-Q”). The 2Q00 10-Q included WorldCom’s unaudited financial statements for the quarter ended June 30, 2000.

12. On November 14, 2000, WorldCom filed a quarterly report with the SEC for the quarter ended September 30, 2000 (the “3Q00 10-Q”). The 3Q00 10-Q included WorldCom’s unaudited financial statements for the quarter ended September 30, 2000.

13. On March 30, 2001, WorldCom filed its Annual Report for the fiscal year 2000 with the SEC on Form 10-K, which was amended by WorldCom’s Form 10-K/A filed with the SEC on April 26, 2001 (the “2000 10-K”).

14. The 2000 10-K included WorldCom’s financial statements for the fiscal year 2000.

15. On March 31, 2001, Andersen issued an unqualified audit opinion on WorldCom's financial statements for fiscal year 2000. This opinion was included in WorldCom's 2000 Form 10-K.

16. On May 15, 2001, WorldCom filed its quarterly report for the quarter ended March 31, 2001 (the "1Q01 10-Q"). The 1Q01 10-Q included WorldCom's unaudited financial statements for the quarter ended March 31, 2001.

17. On August 14, 2001, WorldCom filed its quarterly report for the quarter ended June 30, 2001 (the "2Q01 10-Q"). The 2Q01 10-Q included WorldCom's unaudited financial statements for the quarter ended June 30, 2001.

18. On November 14, 2001, WorldCom filed its quarterly report for the quarter ended September 30, 2001 (the "3Q01 10-Q"). The 3Q01 10-Q included WorldCom's unaudited financial statements for quarter ended September 30, 2001.

19. On March 13, 2002, WorldCom filed its Annual Report for the fiscal year 2001 with the SEC on Form 10-K (the "2001 10-K"). The 2001 10-K included WorldCom's financial statements for the fiscal year 2001.

20. On March 7, 2002, Andersen issued an unqualified audit opinion on WorldCom's financial statements for fiscal year 2001. This opinion was included in WorldCom's 2001 Form 10-K.

21. On May 15, 2002, WorldCom filed its quarterly report for the quarter ended March 31, 2002 (the "1Q02 10-Q"). The 1Q02 10-Q included WorldCom's unaudited financial statements for the first quarter of fiscal year 2002.

22. Ebbers was President, Chief Executive Officer and a Director of WorldCom from its formation until approximately April 29, 2002.



23. Scott Sullivan (“Sullivan”) was Chief Financial Officer and a Director of WorldCom throughout 1999 through approximately June 25, 2002.
24. David Myers (“Myers”) was Controller and a Senior Vice President of WorldCom throughout 1999 through approximately June 25, 2002.
25. Buford Yates, Jr. (“Yates”) was the Director of General Accounting at WorldCom throughout 1999 through approximately June 25, 2002.
26. Troy Normand (“Normand”) was the Director of Legal Entity Accounting at WorldCom throughout 1999 through approximately June 25, 2002.
27. Betty Vinson (“Vinson”) was the Director of Management Reporting at WorldCom throughout 1999 through approximately June 25, 2002.
28. WorldCom filed with the SEC, among other documents, a Form S-3 registration statement, dated April 12, 2000, an amended Form S-3 registration statement, dated May 11, 2000, an undated Form 424(B)(5) prospectus supplement, filed May 17, 2000, and a Form 424(B)(5) prospectus supplement, dated May 19, 2000 (collectively, the “May 2000 Registration Statement”).
29. The Form S-3 registration statements described above were “registration statements” within the meaning of Section 11 of the Securities Act.
30. WorldCom offered approximately \$5 billion face value of bonds pursuant to the May 2000 Registration Statement (“the May 2000 Offering”).
31. The approximately \$5 billion face value of bonds issued in the May 2000 Offering consisted of:
- \$1.5 billion face value floating rate bonds due November 26, 2001;
  - \$1 billion face value 7.875% bonds due May 15, 2003;
  - \$1.25 billion face value 8.000% bonds due May 15, 2006; and

- \$1.25 billion face value 8.25% bonds due May 15, 2010.

32. The \$1.5 billion in face value of floating rate bonds due November 26, 2001 and issued in the May 2000 Offering were redeemed and are not at issue in this case.

33. The following entities acted as underwriters for the May 2000 Offering: Salomon Smith Barney Inc. (n/k/a Citigroup Global Markets Inc.) J.P. Morgan Securities Inc., Banc of America Securities LLC, Chase Securities Inc., Lehman Brothers, Inc., Blaylock & Partners, L.P., Credit Suisse First Boston Corporation, Deutsche Bank Securities Inc., Goldman, Sachs & Co., and UBS Warburg LLC (together, the "May 2000 Underwriters").

34. Salomon Smith Barney and J.P. Morgan Securities Inc. acted as the co-lead managers for the May 2000 Underwriters. Salomon Smith Barney also acted as the book running manager for this Offering.

35. The law firm of Cravath, Swaine & Moore LLP ("Cravath") acted as counsel to the underwriters of the May 2000 and May 2001 Offerings, respectively.

36. Named Plaintiff the County of Fresno, California ("Fresno") purchased notes issued in the May 2000 Offering.

37. Named Plaintiff HGK Asset Management, Inc. ("HGK") purchased bonds for its clients in the May 2000 Offering. HGK did not suffer any losses on its own account.

38. WorldCom filed with the SEC, among other documents, a Form S-3 registration statement, dated May 9, 2001, and a Form 424(b)(5) prospectus supplement, dated May 9, 2001 (collectively, the "May 2001 Registration Statement").

39. The Form S-3 registration statement described above was a "registration statement" within the meaning of Section 11 of the Securities Act.

40. WorldCom offered approximately \$11.9 billion face value of bonds pursuant to the May 2001 Registration Statement ("the May 2001 Offering").

41. The approximately \$11.9 billion face value of bonds offered in the May 2001

Offering consisted of:

- \$1.5 billion face value 6.50% bonds due May 15, 2004;
- \$4 billion face value 7.50% bonds due May 15, 2011;
- \$4.6 billion face value 8.25% bonds due May 15, 2031;
- €1.25 billion face value 6.75% bonds due May 15, 2008; and
- £0.5 billion face value 7.25% bonds due on May 15, 2008.

42. The €1.25 billion face value of bonds due May 15, 2008 and the £0.5 billion face value of bonds are referred to herein as the “Foreign bonds.” The \$1.5 billion face value 6.50% bonds due May 15, 2004, \$4 billion face value 7.50% bonds due May 15, 2011, and \$4.6 billion face value 8.25% bonds due May 15, 2031 are referred to herein as the “Domestic bonds.”

43. The following entities acted as underwriters for the Domestic bonds offered in the May 2001 Offering: J.P. Morgan Securities Inc., Salomon Smith Barney Inc., Banc of America Securities LLC, ABN AMRO Incorporated, Deutsche Bank Alex Brown Inc., Tokyo-Mitsubishi International plc, Westdeutsche Landesbank Girozentrale, BNP Paribas Securities Corp., Caboto Holding SIM S.p.A., Fleet Securities, Inc., Mizuho International plc, Blaylock & Partners, L.P., and Utendahl Capital Partners.

44. The following entities acted as underwriters for the Foreign bonds offered in the May 2001 Offering: Salomon Brothers International Limited (“Salomon Ltd.”), J.P. Morgan Securities Ltd. (“J.P. Morgan Ltd.”).

45. Salomon Smith Barney and defendant J.P. Morgan Securities, Inc. acted as the joint book running managers (“Joint Book runners”) and co-lead underwriters for the Domestic bonds offered in the May 2001 Offering.

46. Salomon Ltd. and J.P. Morgan Ltd. acted as Joint Book runners and co-lead underwriters for the Foreign bonds offered in the May 2001 Offering.

47. Named Plaintiff Fresno County Employees Retirement Association purchased bonds issued in the May 2001 Offering.

48. Named Plaintiff HGK purchased bonds for its clients in the May 2001 Offering. HGK did not suffer any losses on its own account.

49. This Court has jurisdiction over the subject matter of this action.

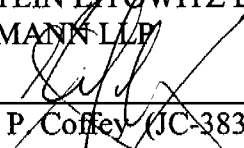
50. Venue is proper in this District.

Dated: January 7, 2005  
New York, New York

Respectfully submitted,

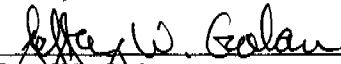
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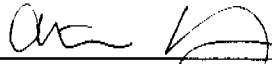
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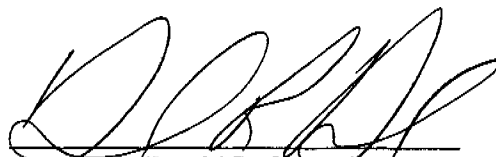
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**CERTIFICATE OF SERVICE**

I, David R. Hassel, Esquire, hereby certify that a true and correct copy of The [Proposed] Joint Pre-Trial Order is being served on this date upon all parties on the attached service list via the method indicated thereon.

Dated: New York, New York  
January 7, 2005



David R. Hassel

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