

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE WORLDCOM, INC.	:	MASTER FILE NO.
SECURITIES LITIGATION	:	02 Civ. 3288 (DLC)
	:	
	:	
	:	
<hr/> This Document Relates to:		
	:	
	:	
02 Civ. 3288	:	02 Civ. 4973
02 Civ. 3416	:	02 Civ. 4990
02 Civ. 3419	:	02 Civ. 5057
02 Civ. 3508	:	02 Civ. 5071
02 Civ. 3537	:	02 Civ. 5087
02 Civ. 3647	:	02 Civ. 5108
02 Civ. 3750	:	02 Civ. 5224
02 Civ. 3771	:	02 Civ. 5285
02 Civ. 4719	:	02 Civ. 8226
02 Civ. 4945	:	02 Civ. 8227
02 Civ. 4946	:	02 Civ. 8228
02 Civ. 4958	:	02 Civ. 8229
	:	
	:	

**ORDER GRANTING LEAD COUNSEL’S MOTION FOR AN AWARD OF
ATTORNEY’S FEES RELATING TO SETTLEMENTS WITH THE
DIRECTOR DEFENDANTS AND ARTHUR ANDERSEN LLP**

DENISE COTE, District Judge

On this ___ day of September, 2005, a hearing having been held before this Court to consider: (1) Lead Counsel’s Motion for Awards of Attorneys’ Fees and Reimbursement of Expenses (the “Motion”); and (2) the fairness and reasonableness of the fee requests to the Class Members;

And it appearing that a notice of the hearing, and a description of the fee request, substantially in the form approved by the Court was mailed to all persons and entities reasonably identifiable, who purchased or otherwise acquired publicly traded securities of WorldCom, Inc., including WorldCom common stock and publicly traded bonds, during the Class Period, except

those persons and entities excluded from the definition of the Class, as shown by the records of WorldCom and as further identified through the mailing of the Notice of Class Action dated December 11, 2003, and the Summary Notice of Class Action, and through the mailing of the Notice of Proposed Settlement dated August 2, 2004, and the Summary Notice of Proposed Settlement, pursuant to earlier orders of the Court, at the respective addresses set forth in such records;

And it appearing that a summary notice of the hearing substantially in the form approved by the Court was published in *The Wall Street Journal*, *The New York Times* and over the *PR Newswire* and *Bloomberg News* pursuant to the specifications of the Court;

And the Court, having considered all objections to the fee requests, and other matters submitted to it at the hearing and otherwise having determined the fairness and reasonableness of the fee requests;

And, it appearing that: (a) the fee requests are supported by Lead Plaintiff; and (b) the fee requests are fully supported by documents and declarations showing their fairness and reasonableness to the Class Members;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion with respect to the fee request sought in connection with the Settlements with the Director Defendants and Arthur Andersen LLP (“Andersen”) is hereby APPROVED.

2. The Court hereby finds and concludes that the fee request is fair and reasonable to Members of the Class.

3. The Court hereby awards the sum of \$_____ to Lead Counsel as attorneys’ fees, which amount shall be allocated by Lead Counsel between and among Lead Counsel and

the Assisting Firms, as identified in the Motion, based on Lead Counsel's determination of the relative contributions of the firms to the prosecution of the litigation and the Settlements with the Director Defendants and Andersen.

4. The finality of the Judgments entered with respect to the Settlements between Lead Plaintiff and the Director Defendants and Arthur Andersen LLP, or the Judgments entered with respect to the Settlements between Lead Plaintiff and each of the following: the Underwriter Defendants, Bernard Ebbers, Scott Sullivan, David Myers and Buford Yates, shall not be affected in any manner by this Order, or any appeal from this Order approving the fee request.

5. The notice described herein provided the best notice practicable under the circumstances. Said notice provided due and adequate notice of these proceedings and the matters set forth therein, including the fee request, to all persons entitled to such notice, and said notice fully satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure and the requirements of due process.

6. There is no just reason for delay in the entry of this Order Granting Lead Counsel's Motion for an Award of Attorneys' Fees Relating to Settlements with the Director Defendants and Arthur Andersen LLP, and immediate entry of this Order by the Clerk of the Court is expressly directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

SO ORDERED:

Dated: New York, New York
September ____, 2005

DENISE COTE
United States District Judge