



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* as well as the *Bloomberg News* pursuant to the specifications of the Court;

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

And, it appearing that: (a) the Plans are supported by Lead Plaintiff, with the concurrence of the Named Plaintiffs – who were purchasers of WorldCom bonds; (b) the Plans are fully supported by documents and affidavits showing the reasonableness of the Plans and their fairness and reasonableness to the Class Members; (c) the Plans are reasonable considering the statutory bases for the claims in the Litigation asserted against the Underwriter Defendants, and that such claims were and could be asserted only on behalf of purchasers of the bonds issued by WorldCom in the May 2000 and May 2001 Offerings; and (d) the Plans are further reasonable considering the damages potentially attributable to the Underwriter Defendants with respect to such claims;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The proposed Plans of Allocation are APPROVED. Lead Plaintiff is authorized and directed to utilize the Plans as the basis for calculating the Proofs of Claim submitted by Class Members in connection with the Settlements in this Litigation in accordance with the Plans and the Supplemental Plan of Allocation, as approved by the Court.

2. The Court hereby finds and concludes that the Plans are fair and reasonable to Members of the Class. Subject to the provisions of the Supplemental Plan of Allocation, as approved by the Court, the net proceeds of the settlements with the Underwriter Defendants shall be distributed only to Class Members who purchased WorldCom bonds issued in the May 2000 and May 2001 bond offerings, as follows:

<u>Underwriter Defendant</u>	<u>May 2000 purchasers</u>	<u>May 2001 purchasers</u>
Bank of America Securities (and Fleet Securities)	13.61%	86.39%
Lehman Brothers Inc. Credit Suisse First Boston Goldman, Sachs & Co. UBS Warburg LLC	100.0%	--
ABN AMRO Inc. Mitsubishi Securities Int'l BNP Paribas Securities Corp. Mizuho International WestLB AG Caboto Holding SIM S.p.A.	--	100%
Deutsche Bank	4.15%	95.85%
J.P. Morgan Chase	22.75%	77.25%
Utendahl Capital	--	100%
Blaylock Partners	43.02%	56.98%

3. The finality of the Judgments entered with respect to the Settlements between Lead Plaintiff and the Underwriter Defendants shall not be affected in any manner by this Order, or any appeal from this Order approving the Plan. Further, there shall be no distribution of any of the Settlement Amounts to any Class Member until this Order – and the Order with respect to the Supplemental Plan of Allocation – becomes final, and is either affirmed on appeal and/or is no longer subject to review by appeal or certiorari, and the time for any petition for rehearing, appeal or review, whether by certiorari or otherwise, has expired.

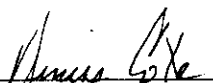
4. The notice described herein provided the best notice practicable under the circumstances. Said notice provided due and adequate notice of these proceedings and the matters set forth therein, including the Plans of Allocation, to all persons entitled to such notice,

and said notice fully satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure and the requirements of due process.

5 There is no just reason for delay in the entry of this Order Approving Plans of Allocation with respect to Settlements with the Underwriter Defendants, and immediate entry of this Order by the Clerk of Court is expressly directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

SO ORDERED:

Dated: New York, New York  
September 21, 2005

  
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DENISE COTE  
United States District Judge