

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
02 Civ. 3288 (DLC)

**NOTICE OF PROPOSED SETTLEMENT OF
CONTINGENT PAYMENT CLAIM WITH ARTHUR ANDERSEN LLP**

TO: All persons or entities who purchased or acquired publicly traded securities of WorldCom, Inc. during the period from April 29, 1999 through and including June 25, 2002, who were injured thereby and who are members of the Class in the above-captioned Litigation.

PLEASE READ THIS NOTICE CAREFULLY; YOUR RIGHTS WILL BE AFFECTED BY THE PROPOSED SETTLEMENT.

Lead Plaintiff, Thomas P. DiNapoli, Comptroller of the State of New York, as Administrative Head of the New York State and Local Retirement Systems and as Trustee of the New York State Common Retirement Fund, achieved recoveries from defendants in the WorldCom securities class action litigation (the "Litigation") totaling in excess of \$6.1 billion plus interest for the benefit of the Class. Pursuant to Orders of the Court approving the settlements achieved, the Litigation was resolved.

One of the settlements achieved in 2005 was with defendant Arthur Andersen LLP ("Andersen"), WorldCom's outside auditor, for a cash payment of \$65 million, as well as the possibility of certain contingent payments described in paragraph 2 below (the "Contingent Payment Claim").¹

This Notice is to apprise Class Members of a proposed settlement that, if approved, will settle and release the Contingent Payment Claim in return for the immediate payment by Andersen of an additional \$38 million in cash (the "Settlement").² The effectiveness of this Settlement is contingent on its approval by the Court and the approval of a parallel proposed settlement by the Court in *In re McKesson HBOC, Inc. Securities Litig.*, Master File No. 99-cv-20743 RMW (PVT), pending in the United States District Court for the Northern District of California.

The Court has scheduled a Settlement Hearing to consider the fairness of the proposed Settlement and Lead Counsel's motion for an award of attorneys' fees in the amount of \$539,720 (1.42% of the Settlement Amount) and reimbursement of expenses in an amount not to exceed \$100,000, to be held on December 14, 2012 at 2:00 p.m. at the Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, Courtroom 15B, New York, NY.

You do not need to attend the Settlement Hearing or take any other action. If the Settlement and the proposed settlement in the McKesson Action are approved, the Net Settlement Amount will be added to the remaining funds available for distribution to eligible claimants in the Litigation. As discussed below in paragraphs 19 - 22, if you wish to object to the Settlement, you must submit an objection in accordance with the instructions set forth below, so that it is *received* no later than November 23, 2012.

Lead Plaintiff and the Class are represented by Bernstein Litowitz Berger & Grossmann LLP and Barrack Rodos & Bacine (together, "Lead Counsel").³

BACKGROUND OF AND REASONS FOR THE PROPOSED SETTLEMENT

1. This Litigation was resolved by settlements with the various defendants, which were approved by the Court in November 2004 and September 2005 and which resulted in an aggregate settlement amount of approximately \$6.15 billion.

2. One of the settlements achieved in the Litigation was with Andersen. Under the Stipulation of Settlement between Plaintiffs and Andersen dated April 22, 2005 (the "WorldCom Stipulation of Settlement"), Plaintiffs and the Class agreed to settle all claims in the Litigation against Andersen, in exchange for a cash payment of \$65 million plus the possibility of certain contingent payments. Specifically, under the terms of the WorldCom Stipulation of Settlement, Andersen was obligated to make two contingent payments based on (i) an amount equivalent to 20% of the amounts, if any, actually paid by Andersen to its present or former partners, participating principals, national partners and national directors in repayment of any and all subordinated notes (the "Notes") issued in respect of paid in capital and/or subordinated loans (the "Contingent Loan Repayment Obligation") and (ii) an amount equal to the difference between any Net Cash Amount paid by Andersen in settlement of any other single legal action and the \$65 million Cash Payment. These two contingent payment obligations are referred to collectively as the "Contingent Payment Claim".

¹ All capitalized terms used in this Notice that are not otherwise defined herein have the meanings provided in the Agreement Between Lead Plaintiff and Arthur Andersen LLP Concerning Contingent Payment Claim dated September 27, 2012 (the "Agreement") or the Stipulation of Settlement between Plaintiffs and Andersen dated April 22, 2005 (the "WorldCom Stipulation of Settlement"), both of which are available at www.worldcomlitigation.com.

² The \$38 million settlement amount (the "Settlement Amount") less any taxes, notice and administration costs and any attorneys' fees and expenses awarded by the Court (the "Net Settlement Amount") will be distributed to those Class Members who had claims against Andersen in the Litigation and who, pursuant to Orders of the Court, are eligible to receive further distributions from the proceeds recovered in settlement of the Litigation.

³ Lead Counsel may be contacted by mail at the addresses set forth in paragraph 19, by telephone at 800-380-8496 (Bernstein Litowitz Berger & Grossmann LLP) and 215-963-0600 (Barrack Rodos & Bacine), or by email at info@worldcomlitigation.com.

3. In the WorldCom Stipulation of Settlement, the Parties specifically acknowledged that payment on the Notes was suspended at the time the stipulation was entered into and that repayment of the Notes was contingent on many factors. At the time the WorldCom Stipulation of Settlement was entered into Andersen confronted substantial litigation claims and other contingencies which had caused it to suspend all payments on the Notes and rendered it highly uncertain whether, when or to what extent Andersen would be in a position to make any repayments with respect to the Notes.

4. While Andersen now anticipates making some repayments with respect to the Notes, the timing and amounts of any such repayments remains uncertain and subject to multiple contingencies. To the extent that Andersen makes repayments on the Notes in the future, such repayments would trigger the Contingent Loan Repayment Obligation under the terms of the WorldCom Stipulation of Settlement. The ultimate amounts of any such repayments with respect to the Notes, the number of such repayments, and the time period over which any such repayments would be made, however, are still unknown and may not become known for years. Additionally, no other single legal action against Andersen has produced a settlement with a net cash payment exceeding \$65 million that would trigger the second contingent payment obligation.

WHAT DOES THE PROPOSED SETTLEMENT PROVIDE?

5. The proposed Settlement, the terms of which are set forth in the Agreement Between Lead Plaintiff and Arthur Andersen LLP Concerning Contingent Payment Claim dated September 27, 2012 (the "Agreement"), will settle and release the Contingent Payment Claim in exchange for the payment of \$38 million in cash by Andersen.

6. As of the Effective Date of the Settlement, Lead Plaintiff, all members of the Class (defined in paragraphs 12 and 13 below) and their respective heirs, executors, administrators, successors and assigns, and any persons they represent, (a) agree to release, and by operation of the Judgment shall have released, the WorldCom Settled Claim against the Settling Defendant Releasees and (b) will be forever barred and enjoined from commencing, instituting or prosecuting any action against the Settling Defendant Releasees with respect to, based on, or arising from the WorldCom Settled Claim.

7. The "WorldCom Settled Claim" means the claim of Lead Plaintiff and the Class set forth in paragraph 1.gg. of the WorldCom Stipulation of Settlement. Andersen's obligation under paragraph 1.gg. of the WorldCom Stipulation of Settlement was to pay (i) the \$65 million in cash (which it did in 2005) and (ii) the Contingent Payment Claim described above in paragraph 2.

8. The "Settling Defendants Releasees" mean (i) Arthur Andersen LLP; (ii) AWSC Societe Cooperative, en liquidation; (iii) the respective past and present subsidiaries, parents, successors and predecessors, member firms, affiliates, related entities, and divisions of the entities described in (i) and (ii) hereinabove; (iv) the respective past and present shareholders, members, partners, principals, participating principals, national directors, managing or other agents, management personnel, advisors, officers, directors, administrators, attorneys, consultants, accountants, servants, employees, and representatives of any other kind (and any officers, directors, members or shareholders of any of the foregoing which are not natural persons) of the entities described in (i), (ii), and (iii) hereinabove, in their capacities as such; (v) all heirs, spouses, estates, executors, administrators, successors, and assigns of the entities described in (iv) hereinabove, in their capacities as such; and (vi) insurers and reinsurers of those identified in (i), (ii) and (iii) hereinabove, in their capacities as insurers or reinsurers of those identified in such paragraphs with respect to claims relating to this case.

9. As noted above, under the terms of the Agreement, the effectiveness of the Settlement is contingent not only on approval of the Settlement by this Court, but also on the approval of a parallel proposed settlement entered into between Lead Plaintiff and Andersen in the McKesson Action. The proposed settlement in the McKesson Action concerns contingent obligations with respect to the same Notes as well as a contingent obligation based on the net cash amount paid by Andersen in settlement of any other legal action.

WHAT ARE THE REASONS FOR THE SETTLEMENT?

10. Lead Plaintiff and Lead Counsel believe that the proposed Settlement is in the best interests of the Class in light of the continuing uncertainty as to the amount, if any, that could be recovered pursuant to the Contingent Payment Claim and the possibility that any such recovery might be delayed for years.

11. Lead Plaintiff and Lead Counsel have considered the contingencies and uncertainties that could affect the ultimate amount of the repayments made in respect of the Notes as well as the extended time period over which such repayments may be made. Based on their consideration of these factors, Lead Plaintiff and Lead Counsel have concluded that an immediate and certain payment of \$38 million in satisfaction of the contingent obligations is fair, reasonable and adequate to Lead Plaintiff and the other members of the Class, and in their best interests.

WHO IS A MEMBER OF THE CLASS?

12. As set forth in the Notice of Class Action, which was mailed to Class Members pursuant to a December 11, 2003 Order of the Court, the above-captioned lawsuit was certified by the Court as a Class Action on behalf of a class (the "Class") consisting of all individuals or entities who purchased or acquired publicly traded securities of WorldCom, Inc. ("WorldCom") during the period from April 29, 1999 through and including June 25, 2002, and who were injured thereby. The Class includes persons or entities who acquired shares of WorldCom common stock by any method, including but not limited to in the secondary market, in exchange for shares of acquired companies pursuant to a registration statement, or through the exercise of options including options acquired pursuant to employee stock plans, and persons or entities who acquired debt securities or other preferred securities of WorldCom in the secondary market or pursuant to a registration statement, and who were injured thereby.

13. Excluded from the Class are: the defendants in the Litigation, members of the families of the individual defendants in the Litigation, any entity in which any defendant in the Litigation has a controlling interest, officers and directors of WorldCom and its subsidiaries and affiliates, and the legal representatives, heirs, successors or assigns of any such excluded party. Also excluded from the Class are all persons who were excluded from the Class by the Court in response to a request for exclusion.

WHAT PAYMENT ARE ATTORNEYS FOR THE CLASS SEEKING?

14. The Court-approved Lead Counsel for the Class, Bernstein Litowitz Berger & Grossmann LLP and Barrack Rodos & Bacine, will apply to the Court for an award of attorneys' fees in amount of \$539,720 (1.42% of the Settlement Amount) and for reimbursement of expenses incurred in an amount not to exceed \$100,000. The Court will determine the amount of attorneys' fees and expenses to be awarded, which will be paid from the Settlement Amount. Class Members are not individually responsible for any of these attorneys' fees or expenses.

WHEN AND WHERE WILL THE COURT DECIDE WHETHER TO APPROVE THE SETTLEMENT?

15. A hearing will be held on December 14, 2012, at 2:00 p.m., before the Honorable Denise Cote in the United States District Court for the Southern District of New York, Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, Courtroom 15B, New York, New York. At the Settlement Hearing, the Court will consider whether the proposed Settlement is fair, reasonable, and adequate and should be approved, and whether the motion by Lead Counsel for an award of attorneys' fees and reimbursement of expenses should be approved.

16. Class Members may appear at the Settlement Hearing and be heard on any of the foregoing matters, if they have satisfied the procedures identified in paragraphs 19-26, below. Class Members do not need to attend the Settlement Hearing. The Court will consider any submission made in accordance with the provisions below even if a Class Member does not attend the hearing.

WHAT DO I NEED TO DO?

17. Nothing. Unless you wish to object to the Settlement and/or the motion for an award of attorneys' fees and reimbursement of expenses or be heard at the Settlement Hearing (discussed below), you do not need to take any action.

HOW WILL THE SETTLEMENT AMOUNT BE DISTRIBUTED TO CLASS MEMBERS?

18. **You do not need to submit a claim form or take any other action.** If the Settlement and the parallel McKesson Action settlement are approved by the respective courts, the Net Settlement Amount will be added to the balance remaining in the WorldCom Net Settlement Funds for distribution to previously approved Authorized Claimants who had claims against Andersen and who, pursuant to the Order Approving Final Distribution Plan dated September 18, 2009 (the "Distribution Order") and the Order of the Court preliminarily approving the Settlement and providing for notice dated October 2, 2012 (the "Preliminary Approval Order"), are eligible to participate in the fourth distribution.⁴ The Net Settlement Amount will be allocated in accordance with the Court-approved Plan of Allocation applicable to the previous Andersen settlement.⁵

WHAT ARE THE PROCEDURES FOR OBJECTING TO THE SETTLEMENT?

19. Any Class Member may object to the proposed Settlement and/or the motion for an award of attorneys' fees and reimbursement of expenses. Objections must be in writing. Any objection, together with copies of all other papers and briefs supporting the objection, must be filed with the Clerk's Office at the United States District Court for the Southern District of New York on or before November 23, 2012. The papers must also be served on Lead Counsel and Andersen's Counsel at the addresses set forth below so that the papers are *received* on or before November 23, 2012.

Clerk's Office

Clerk of the Court
United States District Court for the
Southern District of New York
500 Pearl Street
New York, NY 1007

Lead Counsel

John C. Browne, Esq.
BERNSTEIN LITOWITZ
BERGER & GROSSMANN LLP
1285 Avenue of the Americas
New York, NY 10019

Andersen's Counsel

Eliot Lauer, Esq.
CURTIS, MALLET-PREVOST,
COLT & MOSLE LLP
101 Park Avenue
New York, NY 10178

Jeffrey W. Golan, Esq.
BARRACK RODOS & BACINE
3300 Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

⁴ To date there have been three distributions from the WorldCom Net Settlement Fund. Pursuant to the terms of the Distribution Order and the Preliminary Approval Order, only those Authorized Claimants who cashed their third distribution check and whose *pro rata* share of the next re-distribution would be at least \$5.00 will receive checks in the fourth distribution.

⁵ The Plan of Allocation is set forth in the Notice of Proposed Settlements dated July 1, 2005 and the Supplemental Plan of Allocation dated July 1, 2005, both available at www.worldcomlitigation.com.

20. Any objection (a) must state the name, address and telephone number of the person or entity objecting and must be signed by the objector; and (b) must contain a statement of the Class Member's objection or objections, and the specific reasons for each objection, including any legal and evidentiary support the Class Member wishes to bring to the Court's attention. If you wish to object but you have not received a distribution payment in this Litigation, you must also include documents sufficient to show your membership in the Class with your objection.

21. You may not object to the Settlement or the motion for an award of attorneys' fees and reimbursement of expenses if you excluded yourself from the Class or if you are not a member of the Class.

22. Unless otherwise ordered by the Court, any Class Member who does not make and serve his, her or its objection or opposition in the manner provided shall be deemed to have waived all objections and opposition to the issues described in this Notice.

HOW CAN I SPEAK AT THE SETTLEMENT HEARING?

23. If you wish to be heard at the hearing in opposition to approval of the Settlement and/or Lead Counsel's motion for an award of attorneys' fees and reimbursement of expenses, and if you file and serve a timely written objection as described above, you must also file a notice of appearance with the Clerk's Office and serve it on Lead Counsel and Andersen's Counsel at the addresses set forth above so that it is **received** on or before November 23, 2012.

24. You may file an objection without having to appear at the Settlement Hearing. You may not, however, appear at the Settlement Hearing to present your objection unless you first file and serve a written objection in accordance with the procedures described above.

25. You do not need to hire an attorney in order to make a written objection to the Settlement and/or Lead Counsel's motion for an award of attorneys' fees and reimbursement of expenses or to appear at the Settlement Hearing. If you do decide to hire an attorney, which will be at your own expense, however, he or she must file a notice of appearance with the Court and serve it on Lead Counsel and Andersen's Counsel at the addresses set forth above so that the notice is **received** on or before November 23, 2012.

26. The Settlement Hearing may be adjourned by the Court without further notice to the Class. If you intend to attend the Settlement Hearing, you should confirm the date and time with Lead Counsel.

HOW CAN I GET MORE INFORMATION ABOUT THE SETTLEMENT?

27. You may obtain a full copy of the Agreement Between Lead Plaintiff and Arthur Andersen LLP Concerning Contingent Payment Claim at www.worldcomlitigation.com, or by writing to the Court-approved Administrator, as follows:

WorldCom, Inc. Securities Litigation
c/o The Garden City Group, Inc.
P.O. Box 9248
Dublin, OH 43017-4648
Tel: 1-866-808-3556 (toll free)
worldcominfo@gardencitygroup.com

You may also obtain additional copies of this Notice by calling, writing or emailing the Administrator at the numbers or addresses above at any time prior to the Settlement Hearing. Additional information about the Litigation and the previous settlements is also available at www.worldcomlitigation.com. Lead Plaintiff's motion papers in support of approval of the Settlement, Lead Counsel's papers in support of their motion for an award of attorneys' fees and reimbursement of expenses and any related Orders of the Court will also be posted on www.worldcomlitigation.com

For other inquiries, you may contact Lead Counsel at the addresses set out in paragraph 19 above, by telephone at 800-380-8496 (Bernstein Litowitz Berger & Grossmann LLP) and 215-963-0600 (Barrack Rodos & Bacine), or by email at info@worldcomlitigation.com.

PLEASE DO NOT CALL OR WRITE THE COURT OR THE OFFICE OF THE CLERK OF COURT FOR INFORMATION OR ADVICE.

Dated: October 15, 2012

By Order of the United States District Court
for the Southern District of New York

HONORABLE DENISE COTE
United States District Judge