

COMMONWEALTH OF KENTUCKY  
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

APPLICATION OF WORLDCOM, INC. AND )  
MFS COMMUNICATIONS COMPANY, INC. )  
FOR APPROVAL OF AN AGREEMENT AND ) CASE NO. 96-432  
PLAN OF MERGER AND RELATED )  
TRANSACTIONS )

O R D E R

This matter arising upon the joint petition of WorldCom, Inc. d/b/a LDDS ("WorldCom") and MFS Communications Company, Inc. ("MFSCC"), filed September 26, 1996, pursuant to 807 KAR 5:001, Section 7, for confidential protection of the description of the corporate stock to be issued upon completion of their merger transaction agreement, on the grounds that the information is proprietary, and it appearing to this Commission as follows:

WorldCom and MFSCC are seeking approval of their planned merger agreement. As part of its review of the agreement, the Commission has requested that the parties submit information setting forth the amounts and kinds of stock to be issued in relation to the transaction. WorldCom is also required to provide the same information to the Securities and Exchange Commission in Schedule 14A of that Commission's Form S-4. However, until that form is approved by the Securities and Exchange Commission, and thereby made a public record of the information by that agency, WorldCom and MFSCC seek to protect the information as confidential.

KRS 61.872(1) requires information filed with the Commission to be available for public inspection unless specifically exempted by statute. Exemptions from this requirement are provided in KRS 61.878(1). The procedure for obtaining confidential protection of information filed with the Commission are provided in regulation 807 KAR 5:001, Section 7. That regulation sets forth specific procedural requirements which must be complied with before confidential protection can be granted. Included is a requirement that edited copies of the document containing the information for which confidentiality is sought, be filed, which obscures the information. Additionally, the regulation requires that parties seeking confidential protection set forth the grounds relied upon and the Commission has required that the petition clearly demonstrate that the information clearly qualifies for protection on those grounds. The petition filed by WorldCom and MFSCC does not satisfy either the procedural requirements or the substantive requirements of the regulation. Therefore, the information cannot be protected as confidential.

This Commission being otherwise sufficiently advised,

IT IS ORDERED that:

1. The petition to protect as confidential the information setting forth the amount and kinds of stock to be issued in relation to the merger transaction, between WorldCom and MFSCC, is hereby denied.
2. The information sought to be protected shall be held and retained by this Commission as confidential and shall not be open for public inspection for a period of 20 days from the date of this Order to allow WorldCom and MFSCC an opportunity to file a petition in accordance with the applicable statute and regulation.

3. If at the expiration of the 20-day period no petition has been filed, the information shall be placed in the public record without further Orders herein.

Done at Frankfort, Kentucky, this 10th day of October, 1996.

PUBLIC SERVICE COMMISSION

Linda K Breathitt  
Chairman

Ed J. Hines  
Vice Chairman

B. J. Helton  
Commissioner

ATTEST:

Don Mills  
Executive Director