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2650 AEGON CENTER | 400 WEST MARKET STREET | LOUISVILLE, KENTUCKY 40202-3377  
(502) 568-9100 PHONE | (502) 568-5700 FAX | WWW.SKP.COM

DOUGLAS F. BRENT  
502-568-5734  
brent@skp.com

August 5, 2005

**RECEIVED**  
AUG - 8 2005  
PUBLIC SERVICE  
COMMISSION

Elizabeth O'Donnell  
Executive Director  
Kentucky Public Service Commission  
P.O. Box 615  
Frankfort, KY 40602-0615

Re: Notification of the sale of certain MCI assets used in the Directory Assistance and Operator Services business

Dear Ms. O'Donnell:

MCI, Inc., by its undersigned counsel, and on behalf of its subsidiary MCI WorldCom Communications, Inc. (collectively with MCI, Inc., "MCI"), hereby respectfully notifies the Kentucky Public Service Commission (the "Commission") of the transfer to vCustomer Corporation ("vCustomer") of certain assets of MCI related to its directory assistance and operator services business. The transferred assets will include call centers. No assets located in Kentucky are being transferred as part of this transaction, no tariff changes are required, and no customers will be impacted. Following the sale of these assets, through various operating subsidiaries, MCI, Inc. will continue to provide interstate, intrastate and local telecommunications services. This is a notice only filing and no approval is required or requested. Further details concerning the benefits of this transaction are set forth below.

## **I. PARTIES TO THE TRANSACTION**

MCI, Inc. is a corporation created and existing under the laws of the State of Delaware, with its principal office located at 22001 Loudoun County Parkway, Ashburn, Virginia 20147. Through various operating subsidiaries, including MCI WorldCom Communications, Inc., MCI, Inc. provides international and domestic interstate, intrastate and local telecommunications services. Additional information about MCI, Inc. is available at [www.mci.com](http://www.mci.com).

vCustomer is a corporation created and existing under the laws of the State of Washington with its principal office located at 520 Kirkland Way, Kirkland, Washington 98033.

Ms. Elizabeth O'Donnell  
August 5, 2005  
Page 2

vCustomer provides business process services, as well as contact center and technology support services. Additional information about vCustomer is available at [www.vcustomer.com](http://www.vcustomer.com).

## II. CONTACT INFORMATION

Correspondence concerning this notification may be directed to:

Douglas F. Brent  
Stoll, Keenon & Park LLP  
2650 AEGON Center  
400 W. Market Street  
Louisville, KY 40202  
Phone: (502) 568-9100  
Fax: (502) 568-5700  
Email: [brent@skp.com](mailto:brent@skp.com)

With a copy to:

David Adelman, Esq.  
Sutherland Asbill & Brennan LLP  
999 Peachtree Street, N.E.  
Atlanta, GA 30309  
Phone: (404) 853-8000  
Fax: (404) 853-8806  
Email: [david.adelman@sablaw.com](mailto:david.adelman@sablaw.com)

And:

Marsha Ward, Esq.  
MCI, Inc.  
6 Concourse Parkway, Ste. 600  
Atlanta, GA 30328  
Phone: (770) 284-5490  
Fax: (770) 284-5488  
Email: [marsha.ward@mci.com](mailto:marsha.ward@mci.com)

### **III. DESCRIPTION OF THE TRANSACTION**

On April 15, 2005, MCI entered into an Asset Purchase Agreement with vCustomer (the "Agreement") whereby MCI agreed to sell, and vCustomer agreed to purchase, certain assets of MCI related to its directory assistance and operator services business.

MCI is selling call centers and certain equipment and information technology used for the provision of directory assistance and operator services to vCustomer. No assets located in Kentucky will be impacted by the sale. MCI is not selling its directory assistance and operator services databases to vCustomer.

Under the terms of the Agreement, MCI WorldCom Communications, Inc.'s employees who are actively employed in the directory assistance and operator services businesses on the closing date who become employees of vCustomer will be offered employment and benefits similar to those currently offered by MCI WorldCom Communications, Inc.

### **IV. EFFECT OF THE TRANSACTION**

This transaction is part of MCI's ongoing strategy to simplify and focus its business. Kentucky consumers will benefit because MCI's resources will be better directed toward providing high-quality, high-value products and services. The transaction will not impact customer service quality. Pursuant to an exclusive services agreement with vCustomer, MCI will continue to provide directory assistance and operator services in the state under rates, terms and conditions approved by this Commission. This transaction does not require Commission approval.

### **V. CONCLUSION**

This is a notice only filing consistent with the Commission's orders in Administrative Cases 359 and 370. An original and ten copies of this notification are enclosed. MCI respectfully requests that the enclosed extra copy of this filing be date-stamped and returned in the attached self-addressed, stamped envelope. Further information regarding the transaction is available upon request.

Ms. Elizabeth O'Donnell  
August 5, 2005  
Page 4

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'D. Brent', with a long horizontal stroke extending to the right.

Douglas F. Brent

cc: Marsha A. Ward, Esq.  
David I. Adelman, Esq.  
Amy E. Dougherty, Esq.