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April 8, 1997

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF SECRETARY

BY HAND DELIVERY

Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, NW, Room 222
Washington, D.C. 20554

**Re: Minor Amendment to Application
for Consent to the Merger of MCI
Communications Corporation and
British Telecommunications plc
GN Docket No. 96-245**

Dear Mr. Caton:

On behalf of MCI Communications Corporation and British Telecommunications plc, enclosed for filing are an original and three copies of a minor amendment to the above-referenced Application. We have also enclosed a 3.5 inch diskette of the Minor Amendment in WordPerfect 5.1 for Windows in a "read only" mode. The attached submission identifies specific Section 214 or Section 310 authorizations, certificates and licenses that should be either added to or deleted from Volume Two of the Application. The organization of this amendment follows the format of Volume Two as originally filed, and the specific exhibits enclosed herein may be inserted into the corresponding sections of Volume Two.

Pursuant to Commission practice, the originals of such portions of this submission that require additional filing fees are being filed simultaneously in Pittsburgh.

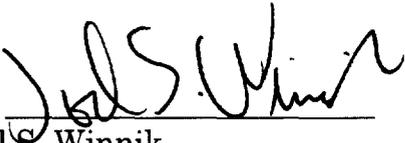
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Mr. William F. Caton
Acting Secretary
April 8, 1997
Page 2

If there are any inquiries regarding this submission, please
communicate with the undersigned counsel.

Respectfully submitted,

HOGAN & HARTSON L.L.P.

By: 

Joel S. Winnik

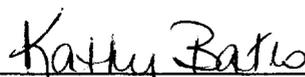
Attorneys for British
Telecommunications plc

Enclosures

cc: Service List

CERTIFICATE OF SERVICE

I, Kathy Bates, a legal secretary with the law firm of Hogan & Hartson L.L.P., hereby certify that on this 8th day of April, 1997, a copy of the foregoing Minor Amendment of the Applications and Notification was mailed by U.S. first class mail, postage prepaid, to the parties listed below.



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Dated: April 8, 1997

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**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
) GN Docket No. 96-245
The Merger of MCI Communications)
Corporation and)
British Telecommunications plc)

AMENDMENT

MCI Communications Corporation and British Telecommunications plc hereby amend the above-referenced Application, filed December 2, 1996, with the attached submission. The undersigned hereby certify under penalty of perjury that the attached is true and correct to the best of their personal knowledge, understanding and belief.

Respectfully submitted,

MCI Communications Corporation

By: _____

(Signature)
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Executive Vice President
and General Counsel
Jonathan B. Sallet
Senior Vice President
Mary L. Brown
Sanford C. Reback
Larry A. Blosser
**MCI Communications
Corporation**
1801 Pennsylvania Avenue, N.W.
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British Telecommunications plc

By: _____

(Signature)
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Secretary and Chief Legal
Adviser
British Telecommunications plc
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Joel S. Winnik
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Washington, D.C. 20004-1109

Attorney for
British Telecommunications plc

Dated: 4/8/97

**AMENDED
TABLE OF CONTENTS**

VOLUME TWO

<u>Section</u>	<u>Tab</u>
A. APPLICATION PURSUANT TO SECTION 63.18 FOR TRANSFER OF CONTROL OF SECTION 214 CERTIFICATES AND AUTHORIZATIONS AND REQUEST FOR TRANSFER OF CONTROL OF SUBMARINE CABLE LANDING LICENSE	II A
B. NOTIFICATION PURSUANT TO SECTION 63.11(b) OF PLANNED INVESTMENT BY A FOREIGN CARRIER	II B
C. APPLICATIONS FOR TRANSFER OF CONTROL OF POINT-TO-POINT MICROWAVE RADIO LICENSES Licensees:	
MCI Telecommunications Corporation	II C-1
Western Union International, Inc.	II C-2
SouthernNet of South Carolina, Inc	II C-3
Teleconnect Long Distance Services and Systems Company	II C-4
D. APPLICATIONS FOR TRANSFER OF CONTROL OF EARTH STATION LICENSES Licensees:	
MCI International, Inc.	II D-1
MCI Telecommunications Corporation	II D-2
Overseas Telecommunications, Inc.....	II D-3
E. APPLICATION FOR TRANSFER OF CONTROL OF PUBLIC COAST STATION LICENSES Licensee:	
Western Union International, Inc.	II E
F. APPLICATION FOR TRANSFER OF CONTROL OF PRIVATE TELEPHONE MAINTENANCE RADIO SERVICE LICENSES Licensee:	
MCI Telecommunications Corporation	II F

**AMENDED
TABLE OF CONTENTS**

VOLUME TWO

(Continued)

<u>Section</u>	<u>Tab</u>
G. APPLICATIONS FOR TRANSFER OF CONTROL OF PRIVATE BUSINESS RADIO LICENSES	
Licensees:	
Western Union International, Inc.	II G-1
MCI Telecommunications Corporation.....	II G-2
Teleconnect Company.....	II G-3
In-Flight Phone Corporation.....	II G-4
H. APPLICATION FOR TRANSFER OF CONTROL OF PRIVATE AIRCRAFT STATION LICENSES	
Licensee:	
MCI Transcon Corporation.....	II H
I. APPLICATION FOR TRANSFER OF CONTROL OF 800 MHz AIR-GROUND RADIOTELEPHONE LICENSE	
Licensee:	
In-Flight Phone Corporation	II I
J. APPLICATION FOR TRANSFER OF CONTROL OF DIRECT BROADCASTING SATELLITE LICENSE	II J
K. FORM 430 LICENSEE QUALIFICATION REPORT	II K
L. FORM 159 FEE REMITTANCE ADVICE.....	II L

**EXHIBIT I
AMENDMENT
(Section 214 Certificates and Authorizations)**

The additional Section 214 Certificates and Authorizations held by subsidiaries of MCI Communications Corporation, 1/ but not listed in the Application, are as follows:

Cable Landing Licenses

FCC 84-241 (SCL 84-001), Adopted May 24, 1984 *	TAT-8
(SCL 85-003), Adopted December 19, 1985 *	HAW-4/TPC-3/GP-2
3 FCC Rcd 5877, (SCL 87-001), Adopted September 14, 1988 *	TCS-1
3 FCC Rcd 5089 (SCL 88-003), Adopted August 11, 1988 *	G-P-T
DA 88-1961 (SCL 88-004), Adopted December 15, 1988 *	TAT-9
FCC 90-380 (SCL 90-003), Adopted November 8, 1990 *	PacRimEast
FCC 90-382 (SCL 90-005), Adopted November 8, 1990 *	PacRimWest
FCC 91-416 (SCL 91-006), Adopted December 19, 1991 *	TAT-10
7 FCC Rcd 7674 (SCL 92-005), Adopted November 12, 1992 *	TPC-5
DA 93-822 (SCL 93-004), Adopted July 7, 1993 *	TAT-12/TAT-13
11 FCC Rcd 7690 (SCL 95-012), Adopted June 28, 1996 *	Antillas I
11 FCC Rcd 9188 (SCL 96-003), Adopted August 2, 1996 *	Bahamas II
FCC 90-382 (SCL-005), Released December 12, 1990 †	PacRimWest
(SCL 88-001), Released September 15, 1988 ¥	TCS-1
(SCL 88-003), Released August 23, 1988¥	G-P-T

1/ The relevant subsidiaries are MCI International, Inc., Overseas Telecommunications, Inc., and Western Union International ("WUI"). RCA Global Communications ("RCA") has been merged into WUI, pursuant to the authorization granted in FCC File No. ITC-90-044-AL. Certificates originally issued to RCA are currently held by its successor, WUI.

* MCI International, Inc.
† Overseas Telecommunications, Inc.
¥ Western Union International

Section 214 Authorizations for Cable Facilities

ITC-84-072, Adopted May 24, 1984 *	TAT-8
ITC-88-094, Adopted August 11, 1988 *	G-P-T
ITC-88-181, Adopted December 15, 1988 *	TAT-9
ITC-90-072, Adopted November 8, 1990 *	PacRimEast
ITC-90-097, Adopted November 8, 1990 *	PacRimWest
ITC-92-179, Adopted November 12, 1992 *	TPC-5
ITC 94-228, Adopted October 4, 1994 *	CUBUS-1
ITC-95-580, Adopted June 28, 1996 *	Antillas I
ITC-96-234, Adopted August 2, 1996 *	Bahamas II
ITC-90-097, Released December 10, 1996 †	PacRimWest
ITC-89-086, Released November 15, 1989 †	TPC-4
ITC-88-001, Released November 15, 1988 ¥	TCS-1
ITC-88-094, Released August 22, 1988 ¥	G-P-T

* MCI International, Inc.
† Overseas Telecommunications, Inc.
¥ Western Union International



**THIS SECTION
NOT AMENDED**



1

**EXHIBIT I
 AMENDMENT
 (Questions 1(a), 2)**

The additional call signs, file numbers and station locations of Point-to-Point Microwave Radio Service licenses held by MCI Telecommunications Corporation, but not listed in the Application, are as follows:

CALL SIGN	FILE NUMBER	CITY	STATE
WPJE666	9603923	Fort Defiance	AZ
WPJE668	9603921	Na Ah Tee (White Cone)	AZ
WHQ952	21228-CF-R-91	Phoenix College	AZ
WPJE669	9603922	Saint Michaels	AZ
WPJE667	9604547	Window Rock	AZ
KNZ42	9106779	Black Mountain	CA
WLL623	04013644	El Centro NAF	CA
WLK485	3209-CF-L-88	Laguna Ridge	CA
WLL677	20424-CF-P-90	Sunset Ridge	CA
WLL654	17910-CF-P-89	Downers Grove Argonne	IL
WHA519	21012-CF-R-91	Syracuse	NY
WBB330	20912-CF-R-91	Columbus	OH
WOJ26	10001-CF-P-88	Sara	OK
WHO867	20532-CF-L-92	Chopmist Hill	RI
WLB430	21320-CF-R-91	Blacksburg	SC
WHT487	6493-CF-ML-91	Brohard	WV
WHT488	6494-CF-ML-91	Flint Town	WV
WHT489	6495-CF-ML-91	Romance	WV

The call signs, file numbers and station locations of pending applications for Point-to-Point Microwave Radio Service licenses by MCI Telecommunications Corporation are as follows:

Volume Two, Section C-1
Amendment to Application
FCC Form 704
April 1997

CALL SIGN	FILE NO.	LOCATION	STATUS
KCG74	Fee No. 9611278680 45410	Bureau of Land Management, AZ	Pending
New	9701170	Nogales, AZ	Pending
New	9701169	FM Hill, AZ	Pending
New	9701168	Pima College (Tucson), AZ	Pending
WGI55	9701167	Mt. Bigelow, AZ	Pending
New	9701166	Keystone, AZ	Pending
New	9701025	Torrance, CA	Pending
New	9700339	Christmas Tree Pass, AZ	Pending
New	9700318	Phoenix, AZ	Pending
WMI753	9700315	Lower Goat Hill, AZ	Pending
WMI272	9700314	Hayden Peak, AZ	Pending
WMM696	9700313	Squaw Peak, AZ	Pending
WLB233	9700312	Seligman, AZ	Pending
WCU217	9700257	Buckeye, AZ	Pending
KNK68	9700256	El Centro, CA	Pending
New	9700255	Mormon Mountain, AZ	Pending
New	9700204	Governor's Office, AZ	Pending
KCG74	9700203	Phoenix, AZ	Pending
WHS937	9608717	Olivette, MO	Pending
WCU531	9608716	Creve Coeur, MO	Pending



**EXHIBIT I
AMENDMENT
(Questions 1(a), 2)**

The call signs, file numbers and station locations of Point-to-Point Microwave Radio Service licenses decommissioned by Western Union International, Inc., but listed in the Application as held, are as follows:

CALL SIGN	FILE NUMBER	CITY	STATE
KUA52	10503-CF-AL-(11)-90	Agana	GU
KUA54	10503-CF-AL-(11)-90	Finegayan	GU
WHT83	10503-CF-AL-(11)-90	Finegayan	GU
WCF983	10503-CF-AL-(11)-90	Inarajan	GU
KUA53	10503-CF-AL-(11)-90	Yona	GU



Est. Avg. Burden Hours Per Response: 8 Hrs.

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23 or 25)
Read Instructions on Page 4 Before Completing

PART I - To Be Completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee

SouthernNet of South Carolina, Inc.

Mailing Street Address or P.O. Box, City, State and ZIP Code
1801 Pennsylvania Avenue, N.W.
Washington, D.C. 20006

Call Sign or Other FCC Identifier
WHO832

(b) Fee Data. Refer to 47 CFR Section 1.1105 or the Common Carrier Services Fee Filing Guide.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	CCP	1	\$ 70.00
2			\$

FCC Use Only

Add all amounts in Column (3), lines 1 and 2. ▶▶ \$ 70.00
Remit this amount with your application.

2. Permits or Licenses Held by Corporation for which a Transfer of Control is sought in this application. See Instr. H.

(a) Call Sign	(b) File No.	(c) Service	(d) No. of Stations
(a) WHO832	(b) 20831-CF-R-91	(c) Point to Point Microwave	(d) Stevens Center, SC

3. Name and Street Address or P.O. Box, City, State and ZIP Code of Transferor
MCI Communications Corporation
1801 Pennsylvania Avenue, N.W.
Washington, D.C. 20006-3606

4. Name and Street Address or P.O. Box, City, State and ZIP Code of Transferee
British Telecommunications plc
BT Centre
81 Newgate Street, London EC1A 7AJ England

5. Permittee or Licensee represents: (check one)

- That there is attached to this application as Exhibit No. I a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.
 That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Where Filed: _____ Date Filed: _____

Certification: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part 1 are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part 1 of this application are true, complete and correct to the best of his (her) knowledge and belief.

Date	Printed or Typed Name of Permittee or Licensee (Must agree with item 1)	Signature	Title (Office Held by Person Signing)
4/8/97	SouthernNet of South Carolina, Inc.		Assistant Secretary

Willful false statements made on this application are punishable by fine and imprisonment (U.S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1) and/or forfeiture (U.S. Code, Title 47, Section 503).

PART II - To Be Completed By Transferor

6(a) Transfer of Control will be accomplished by: (check one):

- Sale or other transfer or assignment of stock (complete 6(b)).
 Other (e.g., voting trust agreement, management contract, Court Order, etc.)

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
Shares to be transferred	See	Exhibit II
Shares issued and outstanding		
Shares authorized		

7. Attach as Exhibit No. II a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

Certification: The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all the attached exhibits pertinent to Part II are a material part hereof and are incorporated herein as if set out in this application; and certifies that all the statements made in Part II of this application are true, complete and correct to the best of his (her) knowledge and belief.

Date	Printed or Typed Name of Transferor (Must correspond with item 3)	Signature	Title (Office Held by Person Signing)
4/8/97	MCI Communications Corporation		Secretary

Willful false statements made on this application are punishable by fine and imprisonment (U.S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1) and/or forfeiture (U.S. Code, Title 47, Section 503).