

FCC 704
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

Approved by OMB
3060-0048
Est. Burden: 8 Hours

FCC USE ONLY

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23, 25 and 101) Read instructions before completing.

PART I - To be completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee

Teleconnect Long Distance Services and Systems Company

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

See Exhibit I

Internet Address

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

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	CAP	10	\$ 450.00

FCC USE ONLY

Add all amounts in Column (3), lines 1 and 2.
Remit this amount with your application. ➤➤ \$ 520.00

2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See Instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations

See Exhibit I

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor

Shareholders of MCI Communications Corporation

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee

Howard A. White, Trustee
623-B Heritage Hills
Somers, NY 10589

5. Permittee or Licensee represents: (check one) See Exhibit II

- That there is attached to this application as Exhibit No. _____ 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. Indicate where filed: _____ Date filed: _____

CERTIFICATION: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part I 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 I of this application are true, complete and correct to the best of his (her) knowledge and belief. Willful false statements made on this application are punishable by fine and/or 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).

Printed/Typed Name of Permittee or Licensee (Must agree with Item 1)	Signature	Title (Office Held by Person Signing)	Date
	Not Available		

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 item 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 III	
Shares issued and outstanding		
Shares authorized		

7. Attach as Exhibit No. III 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 attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief. Willful false statements made on this application are punishable by fine and/or 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).

Printed/Typed Name of Transferor Licensee (Must agree with Item 3)	Signature	Title (Office Held by Person Signing)	Date
	Not Available		

PART III - To be completed by Transferee

8. Transferee is: (check one)

INDIVIDUAL

PARTNERSHIP

CORPORATION

UNINCORPORATED ASSOCIATION

9. Attach as Exhibit No. IV a statement of transferee's principal business.

10. Attach as Exhibit No. IV a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, (b) location of activity, and (c) hours devoted to each activity.

	Place an "X" in the appropriate column.	YES	NO
11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States? ➤	X		
12. Is transferee or any party to this application a representative of an alien or of a foreign government? ➤			X
13. If transferee is a partnership, attach as Exhibit No. _____ one copy, properly certified of the partnership agreement, or if oral, complete details thereof. N/A			
14. If transferee is a Corporation (including joint stock companies) or Association, answer the following: N/A			
a. Under laws of what State or Country is it organized?			
(1) Attach as Exhibit No. _____ a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission.			
(2) Attach as Exhibit No. _____ the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent or more of the transferee's stock.			
b. Is any director or officer an alien? ➤			
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government? ➤			
d. Is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit No. _____ the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above. ➤			
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens? ➤			
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by a corporation organized under the laws of a foreign government? ➤			
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No. _____ a statement relating the facts. ➤			X
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No. _____ a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any. N/A ➤			
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No. _____ a statement relating all the pertinent circumstances. ➤			X
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES", attach as Exhibit No. _____ a statement relating the facts. ➤			X
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No. _____ a statement relating the facts. ➤			X
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No. _____ a statement relating the facts. ➤			X
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below. ➤			X
22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below. ➤			X

Place an "X" in the appropriate column.		YES	NO
23. Will transferee propose any of the following changes after the transfer of control is authorized (see instructions):			
a. Changes in the services currently offered? If "YES", attach as Exhibit No. ____ a brief statement of the proposed changes.	➤		X
b. Changes in technical personnel, maintenance or repair of facilities? If "YES", attach as Exhibit No. ____ a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.	➤		X
c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No. ____, describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.)	➤		X
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. ____.	➤	N/A	
25. Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No. ____, describe the obligations, methods by which acquired, and the dates on which they were obtained.	➤		X
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES", attach as Exhibit No. ____ a single certified copy of such authorization.	➤		X
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application?	➤	X	
b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules?	➤	See Exhibit V	
28. Attach as Exhibit No. <u>VI</u> a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.			
29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below:			
a. Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?	➤		X
b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?	➤		X
30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?	➤	X	
31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation?	➤	X	

CERTIFICATION: Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned represents that all the attached exhibits pertinent to Part III 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 III of this application are true, complete and correct to the best of his (her) knowledge and belief.

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).

Typed/Printed Name of Transferee	Signature	Title (Office Held by Person Signing)	Date
Howard A. White		Trustee	9/30/97

EXHIBIT I
(Questions 1(a), 2)

The call signs, file numbers, and station locations of the Point-to-Point Microwave Radio Service licenses held by Teleconnect Long Distance Services and Systems Company are as follows:

CALL SIGN	FILE NUMBER	CITY	STATE
WLC930	20810-CF-R-91	Matherville	IL
WLC931	20811-CF-R-91	Galesburg	IL
WLC932	20812-CF-R-91	Brimfield	IL
WLC933	20813-CF-R-91	East Peoria	IL
WLC934	20814-CF-R-91	Peoria	IL
WLC935	20815-CF-R-91	Mackinaw	IL
WLC936	20816-CF-R-91	Bloomington	IL
WLC937	20817-CF-R-91	Dewitt	IL
WLC938	20818-CF-R-91	Mansfield	IL
WLC939	20819-CF-R-91	Urbana	IL
WLC940	20820-CF-R-91	Decatur	IL

**EXHIBIT II
(Question 5)**

Due to the nature of this transaction, a representation on the part of the Licensee cannot be made with respect to the Licensee's Articles of Incorporation. A certified copy of the Articles of Incorporation of the Licensee was provided to the Commission in FCC GN Dkt. No. 96-245 on December 2, 1996, and Transferee requests that the Commission incorporate that filing by reference herein.

**Volume II, Section I.C
FCC Form 704
Step I Application**

**EXHIBIT III
(Questions 6 and 7)**

A description of this transaction is contained in Volume I, Section I of this consolidated filing. In addition, on October 1, 1997, WorldCom, Inc. is submitting its Form S-4 Registration Statement at the Securities and Exchange Commission ("SEC") which describes the transaction in greater detail. The Form S-4 will be publicly available on the SEC's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system which can be accessed at <<http://www.sec.gov>>. A copy of the Voting Trust Agreement is contained in Volume I, Section IV.A of this consolidated filing.

Volume II, Section I.C
FCC Form 704
Step I Application

EXHIBIT IV
(Questions 9-10)

A statement regarding the principal business, employment, and qualifications of Howard A. White, Trustee, is contained in Volume I, Section II.B of this consolidated filing.

EXHIBIT V
(Question 27(b))

Due to the nature of the transaction, Transferee is unable to conduct an examination of the subject facilities. However, Transferee notes that in the merger application between British Telecommunications plc ("BT") and MCI Communications Corporation (*see* FCC GN Dkt. No. 96-245), BT certified that it had examined the subject facilities and determined that construction and operation of such facilities is in compliance with current authorizations and the Commission's rules.

EXHIBIT VI
(Question 28)

See Volume I, Section III of this consolidated filing for a description of how the proposed transaction is in the public interest. A discussion of the Voting Trust Agreement between WorldCom, Inc. and Howard A. White is set forth in Volume I, Section II.B. A copy of the Voting Trust Agreement is contained in Volume I, Section IV.A.

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FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

Approved by OMB
3060-0048
Est. Burden: 8 Hours

FCC USE ONLY

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23, 25 and 101) Read instructions before completing.

PART I - To be completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee
Western Union International, Inc.

Mailing Street Address or P. O. Box, City, State and ZIP Code
201 Centennial Avenue
Piscataway, NJ 08854

Call Sign or Other FCC Identifier
See Exhibit I

Internet Address

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

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	CAP	5	\$ 225.00

FCC USE ONLY

Add all amounts in Column (3), lines 1 and 2.
Remit this amount with your application. >>> \$ 295.00

2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations

See Exhibit I

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor

Shareholders of MCI Communications Corporation

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee

Howard A. White, Trustee
623-B Heritage Hills
Somers, NY 10589

5. Permittee or Licensee represents: (check one) See Exhibit II

That there is attached to this application as Exhibit No. ___ 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. Indicate where filed: _____ Date filed: _____

CERTIFICATION: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part I 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 I of this application are true, complete and correct to the best of his (her) knowledge and belief. Willful false statements made on this application are punishable by fine and/or 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).

Printed/Typed Name of Permittee or Licensee (Must agree with Item 1)	Signature	Title (Office Held by Person Signing)	Date
	Not Available		

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 item 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 III	III
Shares issued and outstanding		
Shares authorized		

7. Attach as Exhibit No. III 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 attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief. Willful false statements made on this application are punishable by fine and/or 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).

Printed/Typed Name of Transferor Licensee (Must agree with Item 3)	Signature	Title (Office Held by Person Signing)	Date
	Not Available		

PART III - To be completed by Transferee

8. Transferee is: (check one)
 INDIVIDUAL PARTNERSHIP CORPORATION UNINCORPORATED ASSOCIATION

9. Attach as Exhibit No. IV a statement of transferee's principal business.

10. Attach as Exhibit No. IV a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, (b) location of activity, and (c) hours devoted to each activity.

Place an "X" in the appropriate column.		YES	NO
11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States?	➤	X	
12. Is transferee or any party to this application a representative of an alien or of a foreign government?	➤		X
13. If transferee is a partnership, attach as Exhibit No. _____ one copy, properly certified of the partnership agreement, or if oral, complete details thereof.	N/A		
14. If transferee is a Corporation (including joint stock companies) or Association, answer the following:	N/A		
a. Under laws of what State or Country is it organized?			
(1) Attach as Exhibit No. _____ a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission.			
(2) Attach as Exhibit No. _____ the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent or more of the transferee's stock.			
b. Is any director or officer an alien?	➤		
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government?	➤		
d. Is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit No. _____ the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above.	➤		
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?	➤		
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by a corporation organized under the laws of a foreign government?	➤		
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No. _____ a statement relating the facts.	➤		X
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No. _____ a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.	N/A		
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No. _____ a statement relating all the pertinent circumstances.	➤		X
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤		X
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤		X
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤		X
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	➤		X
22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	➤		X

Place an "X" in the appropriate column.		YES	NO
23. Will transferee propose any of the following changes after the transfer of control is authorized (see instructions):			
a. Changes in the services currently offered? If "YES", attach as Exhibit No. _____ a brief statement of the proposed changes.	➤		X
b. Changes in technical personnel, maintenance or repair of facilities? If "YES", attach as Exhibit No. _____ a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.	➤		X
c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No. _____, describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.)	➤		X
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. _____.	➤		N/A
25. Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No. _____, describe the obligations, methods by which acquired, and the dates on which they were obtained.	➤		X
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES", attach as Exhibit No. _____ a single certified copy of such authorization.	➤		X
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application?	➤	X	
b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules?	➤		See Exhibit V
28. Attach as Exhibit No. <u>VI</u> a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.			
29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below:			
a. Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?	➤		X
b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?	➤		X
30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?	➤	X	
31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation?	➤	X	

CERTIFICATION: Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned represents that all the attached exhibits pertinent to Part III 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 III of this application are true, complete and correct to the best of his (her) knowledge and belief.

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).

Typed/Printed Name of Transferee	Signature	Title (Office Held by Person Signing)	Date
Howard A. White		Trustee	9/30/97

EXHIBIT I
(Questions 1(a), 2)

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

CALL SIGN	FILE NUMBER	CITY	STATE
WDU239	10503-CF-AL-(11)-90	Piscataway	NJ
WDU240	10503-CF-AL-(11)-90	Bound Brook	NJ
WDU241	10503-CF-AL-(11)-90	Edison	NJ
WDU630	10503-CF-AL-(11)-90	New York	NY
WLC741	10503-CF-AL-(11)-90	Agana	GU
WLC742	10503-CF-AL-(11)-90	Yigo	GU

**EXHIBIT II
(Question 5)**

Due to the nature of this transaction, a representation on the part of the Licensee cannot be made with respect to the Licensee's Articles of Incorporation. A certified copy of the Articles of Incorporation of the Licensee was provided to the Commission in FCC GN Dkt. No. 96-245 on December 2, 1996, and Transferee requests that the Commission incorporate that filing by reference herein.

**EXHIBIT III
(Questions 6 and 7)**

A description of this transaction is contained in Volume I, Section I of this consolidated filing. In addition, on October 1, 1997, WorldCom, Inc. is submitting its Form S-4 Registration Statement at the Securities and Exchange Commission ("SEC") which describes the transaction in greater detail. The Form S-4 will be publicly available on the SEC's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system which can be accessed at <<http://www.sec.gov>>. A copy of the Voting Trust Agreement is contained in Volume I, Section IV.A of this consolidated filing.

**Volume II, Section I.C
FCC Form 704
Step I Application**

**EXHIBIT IV
(Questions 9-10)**

A statement regarding the principal business, employment, and qualifications of Howard A. White, Trustee, is contained in Volume I, Section II.B of this consolidated filing.

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EXHIBIT V
(Question 27(b))

Due to the nature of the transaction, Transferee is unable to conduct an examination of the subject facilities. However, Transferee notes that in the merger application between British Telecommunications plc ("BT") and MCI Communications Corporation (*see* FCC GN Dkt. No. 96-245), BT certified that it had examined the subject facilities and determined that construction and operation of such facilities is in compliance with current authorizations and the Commission's rules.

EXHIBIT VI
(Question 28)

See Volume I, Section III of this consolidated filing for a description of how the proposed transaction is in the public interest. A discussion of the Voting Trust Agreement between WorldCom, Inc. and Howard A. White is set forth in Volume I, Section II.B. A copy of the Voting Trust Agreement is contained in Volume I, Section IV.A.

FCC 704
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

Approved by OMB
3060-0048
Est. Burden: 8 Hours

FCC USE ONLY

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23, 25 and 101) Read Instructions before completing.

PART I - To be completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee

MCI Telecommunications Corporation

Mailing Street Address or P. O. Box, City, State and ZIP Code

1801 Pennsylvania Avenue, N.W.

Washington, D.C. 20006

Internet Address

Call Sign or Other FCC Identifier

See Exhibit I

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	CNX	1	\$ 365.00
2	CFX	11	\$ 1,375.00

FCC USE ONLY

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

➤ \$ 1,740.00

2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations

See Exhibit I

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor

Shareholders of MCI Communications Corporation

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee

Howard A. White, Trustee
623-B Heritage Hills
Somers, NY 10589

5. Permittee or Licensee represents: (check one) See Exhibit II

That there is attached to this application as Exhibit No. ___ 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. Indicate where filed: _____ Date filed: _____

CERTIFICATION: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part I 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 I of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application are punishable by fine and/or 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).

Printed/Typed Name of Permittee or Licensee (Must agree with Item 1)	Signature	Title (Office Held by Person Signing)	Date
	Not Available		

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 item 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 III	
Shares issued and outstanding		
Shares authorized		

7. Attach as Exhibit No. III 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 attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application are punishable by fine and/or 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).

Printed/Typed Name of Transferor Licensee (Must agree with Item 3)	Signature	Title (Office Held by Person Signing)	Date
	Not Available		

PART III - To be completed by Transferee

8. Transferee is: (check one)

INDIVIDUAL

PARTNERSHIP

CORPORATION

UNINCORPORATED ASSOCIATION

9. Attach as Exhibit No. IV a statement of transferee's principal business.

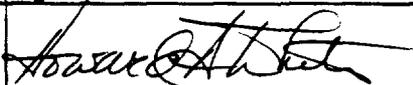
10. Attach as Exhibit No. IV a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, (b) location of activity, and (c) hours devoted to each activity.

	Place an "X" in the appropriate column.	YES	NO
11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States?	➤	X	
12. Is transferee or any party to this application a representative of an alien or of a foreign government?	➤		X
13. If transferee is a partnership, attach as Exhibit No. _____ one copy, properly certified of the partnership agreement, or if oral, complete details thereof.	N/A		
14. If transferee is a Corporation (including joint stock companies) or Association, answer the following: N/A			
a. Under laws of what State or Country is it organized?			
(1) Attach as Exhibit No. _____ a certified copy of the Articles of Incorporation (Charter) if not heretofore on file with the Commission.			
(2) Attach as Exhibit No. _____ the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent or more of the transferee's stock.			
b. Is any director or officer an alien?	➤		
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government?	➤		
d. Is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit No. _____ the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above.	➤		
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?	➤		
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by an corporation organized under the laws of a foreign government?	➤		
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No. _____ a statement relating the facts.	➤		X
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No. _____ a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.	N/A		
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No. _____ a statement relating all the pertinent circumstances.	➤		X
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤		X
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤		X
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤		X
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	➤		X
22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	➤		X

Place an "X" in the appropriate column.		YES	NO
23. Will transferee propose any of the following changes after the transfer of control is authorized (see instructions):			
a. Changes in the services currently offered? If "YES", attach as Exhibit No. ____ a brief statement of the proposed changes.	➤		X
b. Changes in technical personnel, maintenance or repair of facilities? If "YES", attach as Exhibit No. ____ a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.	➤		X
c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No. ____, describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.)	➤		X
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. ____.	➤		N/A
25. Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No. ____, describe the obligations, methods by which acquired, and the dates on which they were obtained.	➤		X
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES", attach as Exhibit No. ____ a single certified copy of such authorization.	➤		X
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application?	➤	X	
b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules?	➤		See Exhibit V
28. Attach as Exhibit No. <u>VI</u> a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.			
29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below:			
a. Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?	➤		X
b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?	➤		X
30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?	➤	X	
31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation?	➤	X	

CERTIFICATION: Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned represents that all the attached exhibits pertinent to Part III 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 III of this application are true, complete and correct to the best of his (her) knowledge and belief.

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).

Typed/Printed Name of Transferee	Signature	Title (Office Held by Person Signing)	Date
Howard A. White		Trustee	9/30/97

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EXHIBIT I
(Questions 1(a), 2)

The call signs, FCC file numbers, services, location, expiration dates, and number of stations of the Part 25 Satellite Earth Station licenses held by MCI Telecommunications Corporation are as follows:

CALL SIGN	FILE NUMBER	SERVICE	LOCATION	EXP. DATE	NO. STATIONS
E8195	278-DSE-P/L-85	Fixed Earth Station (FSS)	YACOLT,WA	10/7/98	1
E873739	743-DSE-MP/L-90	Fixed Earth Station (FSS)	PHOENIX ATR. AZ	9/18/97	1
E920004	120-DSE-R-94	Temporary Fixed Earth Station (FSS)	PHOENIX.AZ	11/22/96	1
E920021	2866-DSE-MP/L93	Temporary Fixed Earth Station (FSS)	PHOENIX,AZ	1/29/03	1
E920435	537-DSE-P/L-92	Fixed Earth Station (FSS)	MCLEAN,VA	7/22/02	1
E930190	672-DSE-P/L-93	Fixed Earth Station (FSS)	ANDOVER,ME	6/25/03	6
E940480	1831-DSE-P/L-96	Temporary Fixed Earth Station (FSS)	RICHARDSON,TX	10/28/04	1
E950145	425-DSE-P/L-95	Fixed Earth Station (FSS)	IRVING, TX	3/17/05	1
E950303	976-DSE-P/L-95	Fixed Earth Station (FSS)	IRVING,TX	6/16/05	1
E970076	257-DSE-P/L-97	Domestic Fixed Satellite	RICHARDSON, TX	01/31/07	1
KA255	CSG-92-065-ML	Fixed Earth Station (FSS)	SHENANDOAH.VA	12/8/98	1
KF61	81-DSE-MP/L-85	Fixed Earth Station (FSS)	BUCKEYE.AZ	6/30/01	1

EXHIBIT II
(Question 5)

Due to the nature of this transaction, a representation on the part of the Licensee cannot be made with respect to the Licensee's Articles of Incorporation. A certified copy of the Articles of Incorporation of the Licensee was provided to the Commission in FCC GN Dkt. No. 96-245 on December 2, 1996, and Transferee requests that the Commission incorporate that filing by reference herein.

**Volume II, Section I.D
FCC Form 704
Step I Application**

**EXHIBIT III
(Questions 6 and 7)**

A description of this transaction is contained in Volume I, Section I of this consolidated filing. In addition, on October 1, 1997, WorldCom, Inc. is submitting its Form S-4 Registration Statement at the Securities and Exchange Commission ("SEC") which describes the transaction in greater detail. The Form S-4 will be publicly available on the SEC's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system which can be accessed at <<http://www.sec.gov>>. A copy of the Voting Trust Agreement is contained in Volume I, Section IV.A of this consolidated filing.

**Volume II, Section I.D
FCC Form 704
Step I Application**

**EXHIBIT IV
(Questions 9-10)**

A statement regarding the principal business, employment, and qualifications of Howard A. White, Trustee, is contained in Volume I, Section II.B of this consolidated filing.