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JUN 11 1998
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Before the
Federal Communications Commission
Washington, D.C. 20554

In the Matter of	)	
Applications of WorldCom, Inc. and	)	
MCI Communications Corporation for	)	CC Docket No. 97-211
Transfer of Control of	)	
MCI Communications Corporation	)	
to WorldCom, Inc.	)	

Comments of the Communications Workers of America

on

MCI Ex Parte Describing Internet Aspects of Proposed WorldCom and MCI Merger

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Dated: June 11, 1998

No. of Copies rec'd 0+13
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I. Introduction and Summary

MCI's proposed $625 million sale of a portion of its wholesale Internet assets to Cable and Wireless does not alleviate the anti-competitive effects of the MCI/WorldCom merger on the Internet market.

The record in this proceeding makes clear that a merged MCI/WorldCom would have dominant control of the Internet backbone market because of the size of its merged customer base. This dominant market power would disrupt today's Internet market structure in which relatively equal-sized, yet competing networks bargain in a voluntary, cooperative process to establish and to maintain interconnection. As a result of the merger, MCI/WorldCom would have the incentives and ability to use its market power to disrupt this bargaining process to set the terms, price, and quality of interconnection at anticompetitive levels.

Any remedial solution to the anticompetitive problems that would result from the merger of the world's largest and second largest Internet backbone providers must preserve a competitive market structure, one in which no one backbone network provider has dominant market power by virtue of the fact that the majority of Internet users receive connectivity through one of its networks. This requires a complete divestiture of either WorldCom's or MCI's entire Internet business and customer base prior to merger approval. It also requires that WorldCom sell its ownership and administration of MAE-East and MAE-West, the two busiest network access

points (NAPs), to protect against the merged company's bottleneck control of the public exchange points.

The proposed $625 million sale of internetMCI's 1300 ISP customers, backbone network equipment, and 50 employees does not meet the criteria of a complete divestiture. It would not result in the permanent transfer of MCI's entire Internet customer base to an independent entity. Cable and Wireless' Internet business would continue to be part of the MCI/WorldCom interlocking economic structure by virtue of its supplier relationship, lease-back of facilities, and limited two-year non-compete agreement. Under terms of the agreement, MCI/WorldCom would be free to compete for those ISPs that today also interconnect with WorldCom--representing more than 36 percent of MCI's current ISP customers.

Furthermore, the sale is notable for what it does <u>not</u> include. It does <u>not</u> include MCI's retail Internet customers; the vast majority of MCI's Internet technical, sales, marketing, customer service, and administrative staff; MCI's Internet operations support systems and network operations centers; MCI's collocation space; and MCI's web-hosting, intranet, network integration, and other value-added services. As evidence that this represents only a partial divestiture of MCI's Internet operation, this deal's $625 million sale price is only one-fourth the value of the most recent, comparably scaled sale of a complete Internet operation: the $2.2 billion sale of UUNet Technologies to MFS (now WorldCom) in 1996. UUNet's price/revenue multiple of 11.2 is four times the Cable and Wireless deal's price/revenue multiple of 2.8.

Thus, the Cable and Wireless deal fails to resolve the anticompetitive issues related to the Internet market, and thus fails to meet the Commission's public interest standard for merger approval. Furthermore, MCI and WorldCom continue to fail to meet the Commission's "burden of proof" standard that the merger promotes the public interest. MCI and WorldCom have not provided concrete evidence to support their claim that the merger will promote competition for residential customers in the local exchange. For these reasons, the Commission should not approve MCI's and WorldCom's merger request.

II. The Cable and Wireless Deal Does Not Resolve the Anti-Competitive Issues in the Internet Market Related to this Merger

A. Any Remedial Solution Must Result in Complete Divestiture of either MCI's or WorldCom's Entire Internet Business

The record in this proceeding makes clear that the crux of the anticompetitive problem in the Internet backbone market is the merged entity's ability to use its dominant market share to set the terms, price, and quality of interconnection at anticompetitive levels. A merged MCI/WorldCom's dominant market share would derive from the size of the customer base (both retail and wholesale) that it connects to the Internet.

On today's Internet network of networks, competing networks negotiate to exchange traffic through a voluntary, cooperative process. No one network so dominates the customer base that it has either the incentive or ability to restrict access or to set prices at an anticompetitive level. But

a merger between MCI and WorldCom would change this market structure. Bargaining power among the Internet's competing networks would shift toward MCI/WorldCom, since interconnecting to the MCI/WorldCom network and its customer base would far exceed the value that MCI/WorldCom would place on interconnecting with other, far smaller networks. The merged entity would have the ability and incentive to use this market power, either through unilateral or concerted action, to set the terms, price, and quality of interconnection at anticompetitive levels.

Any remedial solution to this problem must preserve a competitive market structure in which no one backbone network provider has this dominant market power. Since it is highly impractical to develop a regulatory regime within the time frame of this merger review that would curb such market power, the only effective remedial solution is complete divestiture of either WorldCom's (including UUNet, ANS, CompuServe, GridNet, and a minority interest in Verio) or MCI's (which for the reasons we discuss below would pose many practical problems) Internet business.

B. The Cable and Wireless Deal is Only a Partial Divestiture

The $625 million sale of MCI's wholesale Internet business to Cable and Wireless represents only a partial divestiture. We arrive at this conclusion by comparing this sale with the most recent comparable sale of an entire Internet operation, MFS' purchase of UUNet in 1996.

MCI incorrectly reported to the Commission that the $625 million purchase price is "generally consistent with...the reported prices paid by other purchases of Internet providers during the last three years, ranging from two to six times annual revenues."[1] In fact, MFS (now WorldCom) paid $2.2 billion to purchase UUNet, the world's second largest Internet backbone provider (second only to internetMCI).[2] The price to revenue multiple for the 1996 MFS purchase of UUNet is 11.2 ($2.24 billion price/$200.1 million Internet revenue.)[3] The MCI sale of Cable and Wireless yields a price to revenue multiple of only 2.8 ($625 million price/$220 million Internet revenue)[4], which is only one-fourth the value of the UUNet deal.

Valuation of UUNet and MCI Internet Deals		
	1996 UUNet Deal	**1998 MCI Internet Deal**
Purchase Price	$2.24 billion*	$625 million
Internet Revenue	$200.1 million	$220 million
Price/Revenue Multiple	11.2	2.8
Source: UUNet Second Quarter, 1996 Financial Report; MFS SEC Form 10-K, 3/31/97; MCI SEC Form 8-K, 5/29/98. (The Internet revenue figures were annualized.) *UUNet price = $2.1 billion purchase price plus $.1 billion assumed liabilities		

[1] WorldCom, Inc and MCI Communications Company Ex Parte Communication to the Commission, June 3, 1998, 8.

[2] MFS Communications Company, SEC Form 10-K, March 31, 1997. The $2.2 billion price includes the $2.1 billion purchase price plus $0.14 billion in assumed liabilities.

[3] MFS Communications Company, SEC Form 10-K, March 31, 1997 and UUNet Second Quarter, 1996 Financial Report. The Internet revenue figure for 1996 was annualized based on the second quarter results.

[4] MCI Communications Company SEC Form 8-K, May 29, 1998.

If the MCI divestiture were indeed a spin-off of its entire Internet operation, one would expect a multiple in the same range as the UUNet sale. Thus, applying the UUNet 11.2 multiple to the MCI assets would yield a $2.5 billion sale price for MCI's Internet business. It should be noted that this valuation factor does not include any adjustments for changes since 1996 -- a lifetime in Internet economics. Adjustments might be appropriate because 1) the scale of internetMCI customer base and infrastructure has greater value than the UUNet network; 2) Internet traffic has grown 600 percent over the past two years; and 3) the UUNet sale was two years ago, when Internet earnings projections were less secure.

The $625 internetMCI purchase price is so low because the divestiture is incomplete. MCI is not selling Cable and Wireless all of its Internet assets. This can be seen by comparing the description of Internet assets included in the internetMCI and the UUNet deals, as reported to shareholders in company filings with the Securities and Exchange Commission (SEC).[5] These filings are required by law to disclose accurate information so that shareholders can accurately value companies.

The internetMCI sale includes internetMCI's physical assets and 1,300 ISP customers. However, the sale does <u>not</u> include dial-up residential and dial-up or dedicated access commercial customers, applications services, consulting services, Web server hosting, integration services, client software, network integration, training services, comprehensive range of Internet access options, intranet services, all sales and marketing employees, all customer service employees, all technical and engineering employees, all administrative employees, operations support systems,

[5] MCI Communications Corporation, SEC Form 8-K, May 29, 1998 and MFS Communications Company, SEC Form 10-K, March 31, 1997

Internet Assets Sold in UUNet and internetMCI Deals		
Items Purchased	**UUNET**	**INTERNETMCI**
Physical assets	Yes	Yes
Comprehensive range of Internet access options	Yes	No
Internet applications services	Yes	No
Internet consulting services	Yes	No
Web server hosting	Yes	No
Integration services	Yes	No
Client software	Yes	No
Security products	Yes	No
Network integration	Yes	No
Training services	Yes	No
Residential customers (dial-up)	Yes	No
Commercial customers (dial-up and dedicated)	Yes	No
ISP Customers	Yes	Yes
Intranet services	Yes	No
All sales & marketing employees	Yes	No
All customer service employees	Yes	No
All technical & engineering employees	Yes	No
All administrative employees	Yes	No
Operations support systems	Yes	No (right to use)
Network operations centers	Yes	No
Collocation facilities	Yes	No (right to use)
Research and Development	Yes	No
Source: MCI Communications Corporation, SEC Form 8-K, May 29, 1998 and MFS Communications Company, SEC Form 10-K, March 31, 1997.		

network operations centers, collocation facilities, and research and development. The table on the previous page summarizes this list.

Furthermore, as reported in the press, the sale includes the transfer of only 50 employees. This employee base is woefully insufficient to provide the technical, sales and marketing, customer service, and administrative support so that Cable and Wireless can operate and grow an independent Internet backbone business. For comparison purposes, three years ago, when UUNet was a much smaller, independent operation, UUNet reported to the Securities and Exchange Commission that it had 306 employees, including 133 in sales and marketing, 136 in network operations, 37 in general and administrative functions.[6] Last year, when WorldCom purchased Compuserve, the press reported that WorldCom also acquired a "750-person arm that builds intranets."[7] Just last week, when WorldCom signed a deal to operate GE Information Services' global data network, 58 employees, representing only 25 percent of GEIS' network operations employees, were transferred to WorldCom.[8] By comparison to any of these asset transfers, it is clear that Cable and Wireless cannot operate and grow an independent Internet backbone network with only 50 employees.

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[6] UUNet Technologies, SEC Form 10-K, date.

[7] Rajiv Chandrasekaran, "Making UUNet Into a Very Big Deal; With His Agreement With CompuServe and AOL, CEO John Sidgmore Takes It to Another Level," *Washington Post,* September 29, 1997, F12.

[8] "GE, WorldCom Outsourcing Pact Marks Beginnning of 'Alliance,'" *Telecommunications Reports,* June 1, 1998, 17.

B. Cable and Wireless' Customers Will Remain Part of the MCI/WorldCom Customer Base

As discussed earlier, any remedial solution must result in the permanent transfer of either MCI's or WorldCom's Internet customer base to a viable competing backbone network. But as the Cable and Wireless deal is structured, Cable and Wireless' newly acquired ISPs and their customers will remain part of the MCI/WorldCom interlocking economic structure by virtue of the supplier and leaseback relationship among Cable and Wireless and MCI/WorldCom.

After the sale, MCI/WorldCom will continue to provide transport services to Cable and Wireless' backbone network. MCI will also contract with Cable and Wireless to be the largest purchaser of backbone service for MCI's dial-up residential and business customers. Thus, Cable and Wireless will be dependent on MCI/WC for traffic to fills its backbone. While it is highly likely that many of Cable and Wireless' ISP customers will migrate back to MCI/WorldCom, even for those that do elect to stay with Cable and Wireless, this customer base will continue to have an economic relationship as part of the MCI/WorldCom structure. Thus, this remedy does not resolve the market power problems that would result from the merger.

Furthermore, the non-compete provisions that are in the purchase agreement contain two large and significant loopholes. First, the non-compete provision lasts only two years, after which MCI/WorldCom would be free to compete for the business of the transferred ISPs. Second, the non-compete provision allows MCI/WorldCom to compete for the business of any ISP customer

that currently purchases Internet access from WorldCom.[9] Many of the largest ISPs connect both to the MCI and to WorldCom networks. Using Boardwatch's most recent survey of ISP connections, CWA calculated how many ISPs connect to both the MCI and UUNet (WorldCom) network. We found that 36.8 percent of MCI's ISP customers also connect to the UUNet network.[10] These are also the ISPs with the largest customer base, and thus likely represent more than 50 percent of all Internet end users. According to terms of the purchase agreement, MCI/WorldCom would be free to compete for these ISPs and their customers. (In addition, nothing bars MCI/WorldCom from competing for the dial-up business of any customer that would be a customer of one of Cable and Wireless' connected ISPs.)

Thus, the Cable and Wireless deal will not result in the permanent transfer of MCI's customer base and fails as a remedial solution.

IV. Best Internet Remedial Solution: Complete Divestiture of WorldCom's Internet Backbone Networks and MAE-East, MAE-West Network Access Points

Since the 1984 AT&T divestiture, CWA has learned, often through painful experience, the criteria that are required to ensure that a divestiture of a telecommunications network company results in a viable stand-alone business. The divestiture must result in a company with a large, diverse, sustainable customer base; with a skilled workforce capable of engineering, maintaining,

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[9] MCI Ex Parte, 7.

[10] *Internet Service Provider Directory* (www.boardwatch.com). (Data as of Feb. 1998).

provisioning, marketing, and servicing the network and customers; and with the network infrastructure necessary to sustain and to grow the business.

While the $625 billion Cable and Wireless deal is clearly insufficient, the complete divestiture of MCI's entire Internet backbone business poses many thorny issues. Unlike UUNet, internetMCI's operations are integrated in most respects with MCI's telecommunications network operations. It may prove difficult, if not impossible, to separate out the facilities, personnel, customers, and brand name of internetMCI in a divestiture. And yet, anything less is insufficient. During the AT&T divestiture, CWA experienced instances in which some offices were actually split with red tape down the middle to solve the seemingly intractable problem of asset separation. Such problems can be avoided by requiring a complete divestiture of WorldCom's Internet backbone networks, including UUNet, ANS, CompuServe, Gridnet, and its minority interest in Verio.

In addition, WorldCom must also be required to sell to a neutral, independent entity its ownership and management of the two busiest network access points, MAE-East and MAE-West. Absent a spin-off of MAE-East and MAE-West, the merged MCI-WorldCom will have every incentive to slow capacity upgrades at these two already congested NAPs, even as it invests resources in its private interconnection points. As a result, customers of networks dependent upon interconnection at the NAPs will experience degraded service, with the only alternative to shift to the MCI-WorldCom network to ensure reliable, fast service.

V. Other Public Interest Concerns Remain

While the conditions we have described above would resolve the anticompetitive impact of the merger in the Internet backbone market, they would not resolve the other public interest concerns that CWA and other commentators have consistently raised concerning this merger. MCI and WorldCom continue to fail to meet the Commission's "burden of proof" standard for merger review. Despite their claims that the merger will "help them compete more effectively and efficiently" in the local exchange,[11] MCI and WorldCom have failed to provide any concrete evidence in any of their filings to document this claim.

In contrast, CWA has provided evidence to demonstrate that the merged MCI/WorldCom has no intention to compete for residential consumers in the local exchange. According to documents provided to the Securities and Exchange Commission, MCI/WorldCom intends to reduce spending in the local loop by $5.3 billion over the next four years as a result of the merger.[12] Such dramatic "synergy" savings cannot be realized by efficiency savings alone, but reflect a shift in business strategy away from residential markets.

Furthermore, WorldCom's and MCI's chief executives have written to Chairman William Kennard of their "intent" to compete for residential customers in the local exchange, but

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[11] MCI Ex Parte, 11-12.

[12] CWA Comments, Jan. 5, 1998 (as amended Jan. 6, 1998), 20-23. The source for the $5.3 billion figure is WorldCom SEC Form 8-K, Exhibit 99.3, Nov. 9, 1997.

emphasize that this "intent can be fulfilled only where real business opportunities exist."[13] Finally, as CWA has shown through its analysis of the merged company's pro-forma financial statements, the merged company will be under extreme financial pressure to focus exclusively on the high-margin, high-growth segments of the telecommunications market at the expense of the lower margin, lower growth local exchange consumer market. The merged MCI/WorldCom will meet Wall Street's high expectations for above industry-average margins, growth, and earnings by abandoning the residential consumer market and arbitraging "access charges" utilized to subsidize local service.[14] The MCI/WorldCom merger would transform MCI, known for its mass marketing to residential consumers, into a company providing end-to-end bundled service exclusively to business customers on its private network. A merger that transforms the U.S. telecommunications system into a two-tiered system--one for lucrative business customers, the other for residential consumers--is not in the public interest.

VI. Conclusion

The $625 million proposed sale of a portion of MCI's wholesale Internet business to Cable and Wireless does not resolve the anticompetitive concerns in the Internet backbone market that would result from this merger. A remedial solution must require a complete divestiture of

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[13] CWA Reply Comments, March 20, 1998, 12. The quotation is from a January 26, 1998 letter to Honorable William Kennard from Bernard J. Ebbers and Bert C. Roberts, Jr.

[14] CWA Reply Comments, March 20, 13-16 and Shapiro Affidavit (Appendix A). The $28.6 billion premium price over book value that WorldCom is paying for MCI, the increased $7.4 billion debt load, and the $20 billion in cost-cutting that MCI/WorldCom promises Wall Street over the next five years lead to one financial imperative for the combined company: an exclusive focus on high-margin corporate and global clients.

WorldCom's Internet backbone networks and its ownership and administration of MAE-East and MAE-West.

Furthermore, WorldCom and MCI have failed to demonstrate any public interest benefit from this merger. The risks are many; the benefits are non-existent. The Commission should therefore deny the applicants' merger request.

Respectfully Submitted,

Communications Workers of America

By George Kohl /dg

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June 11, 1998

CERTIFICATE OF SERVICE

This is to certify that I have duly served these comments upon these parties by depositing copies of same in the United States mail, addressed as follows:

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