

ATTACHMENT A

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

In re Applications of)
)
INTERMEDIA COMMUNICATIONS INC.,)
Transferor,)
)
and)
)
WORLDCOM, INC.,) CC Docket No.
Transferee,)
)
for Consent to Transfer Control)
of Corporations Holding Commission)
Licenses and Authorizations Pursuant)
to Sections 214 and 310(d) of the)
Communications Act and Parts 21,)
63, 90, 101)

DECLARATION OF K. WILLIAM GROTHE, JR.

October 16, 2000

**Declaration of
K. William Grothe, Jr.**

I, K. William Grothe, Jr., declare as follows:

1. My name is K. William Grothe, Jr. I am vice president for Corporate Development at WorldCom. In that capacity, I am responsible for evaluating and executing merger and acquisition transactions.
2. The purpose of this affidavit is to describe from WorldCom's perspective how this transaction will assist WorldCom in furthering its strategy to be a leading data and Internet provider, and why this transaction benefits Intermedia, its shareholders and customers. I also explain how WorldCom plans to incorporate Intermedia into WorldCom's corporate structure, and how we expect Intermedia will operate post-close.
3. As a result of this transaction, WorldCom will acquire a 62% equity interest and 94% voting interest in Digex, a leading provider of managed Web and application hosting services. In WorldCom's view, its affiliation with Digex will fuel WorldCom's web hosting expansion by providing a comprehensive portfolio of mission critical hosting products and services for mid- and large-sized businesses. The resulting affiliation of Digex and WorldCom furthers WorldCom's strategy of presenting itself as a leading provider of next generation data services, including complex managed Web hosting services to businesses. WorldCom currently provides basic collocation and simple shared and dedicated Web hosting services, as well as some managed web hosting services. However, over the past 18 months, WorldCom has focused its resources on developing its collocation business. WorldCom does not possess the state-of-the-art systems needed to compete in the provision of complex managed Web hosting services to businesses. Affiliation with Digex will provide WorldCom with significant technological advantages because of Digex's advanced systems. Digex's systems are significantly more automated

than WorldCom's, and it is developing even further automation for provisioning and installation that will significantly enhance the efficiency, reliability and scalability of its business. Moreover, Digex will benefit from access to WorldCom's data centers and WorldCom's data centers will benefit from modernization reflecting Digex's experience. Affiliation with Digex will accelerate WorldCom's time to market for these complex managed Web hosting services by at least 12 to 18 months.

4. Intermedia, its shareholders, and customers also benefit from the transaction. Customers benefit because the capital demands of operating Intermedia and Digex, on top of payments due on approximately \$3 billion of debt, were lessening Intermedia's ability to support and expand Digex. As a result of the merger, Intermedia, as an operating subsidiary of WorldCom, will be in a financially stronger position. Moreover, WorldCom's acquisition of Intermedia ensures that Intermedia's customers will have continued and uninterrupted service. As is discussed more fully, below, the assets that serve customers will remain in hands that can make them productive. In addition, WorldCom will provide support for a third party credit facility to be granted to Intermedia and has committed itself under the merger agreement, subject to the satisfaction of certain conditions, to provide additional financing to Intermedia to fund operations through the closing of the WorldCom merger.

5. In the application now before the FCC, WorldCom is proposing to merge with Intermedia in a transaction that will result in Intermedia operating as a direct subsidiary of WorldCom's holding company. Pursuant to the merger agreement, Intermedia will merge with Wildcat Acquisition Corp., a wholly owned Delaware subsidiary of Worldcom, and Intermedia will be the surviving corporation.

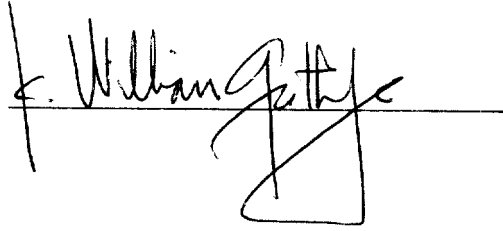
6. WorldCom has no further plans to revise Intermedia's place within the overall corporate structure. For example, we have no plans to make Intermedia a subsidiary of the MCI WorldCom, Inc. operating subsidiary.

7. WorldCom intends to operate Intermedia "as is." This includes, but is not limited to, the following specific items: (1) Intermedia's network will not be integrated into WorldCom's network; (2) Intermedia customers will be served from Intermedia's network and customer platforms; (3) while WorldCom cannot guarantee that Intermedia's employees will continue their employment with Intermedia, WorldCom has and will continue to encourage Intermedia's management team and employees to remain with Intermedia; (4) there are no plans by WorldCom to replace Intermedia account teams or service support personnel with WorldCom employees; (5) there are no WorldCom plans to re-allocate capital or human resources between Intermedia and WorldCom; (6) Intermedia's operations will continue to be headquartered in Tampa, Florida.

8. WorldCom has announced to investors and the general public that, as a strategic matter, the addition of Intermedia's assets to WorldCom's does not provide WorldCom with resources that it presently does not have to compete in the telecommunications business. In addition, WorldCom believes that the sum of Intermedia's parts are more competitively valuable than its individual assets. For these reasons, WorldCom has announced that it hopes to sell all, or substantially all, of Intermedia's assets (other than the Digex shares) in the future. At this time, WorldCom could not reliably predict the timing or substance of a future transaction involving Intermedia. However, WorldCom's intent is to operate Intermedia, while it is a WorldCom company, so that all, or substantially all, of the company could be purchased as a going concern.

I, K. William Grothe, Jr. hereby declare under penalty of perjury under the laws of the United States that the above is true and correct to the best of my knowledge and belief.

Dated: 10/16/00

A handwritten signature in black ink, appearing to read "K. William Grothe, Jr.", is written over a solid horizontal line. The signature is stylized and cursive.

ATTACHMENT B

Before the
FEDERAL COMMUNICATIONS COMMISSION
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In re Applications of)
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63, 90, 101)

DECLARATION OF A. DANIEL KELLEY

October 13, 2000

**Declaration of
A. Daniel Kelley**

I, A. Daniel Kelley, hereby declare as follows:

1. I have prepared this analysis of the impact of the WorldCom/Intermedia merger on long distance competition at the request of WorldCom, Inc.

2. My current position is Senior Vice President of HAI Consulting, Inc. (formerly Hatfield Associates, Inc.). My professional experience began in 1972 at the Antitrust Division of the U.S. Department of Justice where I analyzed mergers, acquisitions and business practices in a number of industries, including telecommunications. While at the Department of Justice, I was a member of the U.S. v. AT&T economics staff. In 1979, I moved to the Federal Communications Commission ("FCC") where I held several positions, including Special Assistant to the Chairman, Senior Economist in the Policy and Rules Division of the Common Carrier Bureau and Senior Economist in the Office of Plans and Policy. After leaving the FCC, I was a Project Manager and Senior Economist at ICF, Incorporated, a public policy consulting firm. From September 1984 through July of 1990, I was employed by MCI Communications Corporation as its Director of Regulatory Policy.

3. In my present position, I conduct economic and policy studies on a wide variety of telecommunications issues, including local competition, dominant firm regulation, and the cost of local service. I have prepared economic studies of the wireless industry and have analyzed several telecommunications mergers. I have advised foreign government officials on telecommunications policy matters and have taught seminars in regulatory economics in a number of countries.

4. I have testified on telecommunications issues before the California, Colorado, Connecticut, Florida, Georgia, Hawaii, Maryland, Massachusetts, Michigan, Oregon, Pennsylvania, Utah and Washington Commissions, as well as the FCC and the Federal-State Joint Board investigating universal service reform.

5. I received a Bachelor of Arts degree in Economics from the University of Colorado in 1969, a Master of Arts degree in Economics from the University of Oregon in 1971, and a Ph.D. in Economics from the University of Oregon in 1976. My resume is attached as Attachment 1.

6. I was asked by WorldCom to investigate the extent to which Intermedia Communications Inc. and WorldCom, Inc. compete in the long distance business. I began with data gathered for MCI WorldCom at the time the MCI/WorldCom merger was pending.¹ As part of my analysis for the MCI WorldCom/Sprint merger application, I had used these data to identify the LATAs in which points of presence (“POPs”) had been established by the carriers included in the earlier analysis. In addition to WorldCom, these carriers included AT&T, Sprint, Broadwing (formerly IXC), Cable and Wireless, Frontier, Williams, and Qwest. I had also used several methods to identify any additional LATAs served by these carriers and to identify LATAs served by carriers not included in the original analysis.

7. Additional interexchange carriers (IXCs) were identified using several sources, including analyst reports, the FCC’s TRA worksheets, the FCC’s most recent Fiber Deployment Update, and other industry reports. For each carrier identified, HAI searched for information regarding network deployment on their respective web sites. Most of the carriers publish network maps that show actual and planned fiber

deployment. In some cases, company press releases reported network construction progress. We then associated network nodes on company maps with individual LATAs.

8. For the additional carriers we identified, we assumed a competitive presence in a LATA only when it seemed clear to us that the carrier had actual long-haul fiber under its control located in the LATA. In other words, for these carriers we did not include locations using leased facilities.² This is a conservative assumption. Companies such as Level 3 are building extensive long-haul fiber networks, but we do not include their existing leased POPs in our totals. In many cases, IXCs are sharing fiber routes. Where a carrier has an ownership interest in the fiber, such as an Indefeasible Right of Use (“IRU”), we treated that carrier as an independent competitor.

9. Building on this earlier analysis, I examined the FCC’s most recent Statistics of Communications Common Carriers Report.³ According to that report, in 1999, the most recent year for which data are available, Intermedia’s operating revenues were one half of one percent of the total for all long distance carriers (0.5 percent). These data also show WorldCom as having a 23.8 percent share.

10. I then examined Intermedia’s control over long distance transmission facilities. It appears that most of Intermedia’s long distance traffic is transported over the Williams network. Intermedia has a wholesale contract for a small fraction of the capacity of the Williams network. Intermedia also has control over two channels in a dense wave division multiplexer on two strands of Metromedia Fiber Network (“MFN”)

¹ See Second Declaration of Dennis W. Carlton and Hal S. Sider, CC Docket No. 97-211, March 19, 1998.

² We were unable to locate a GTE long distance network map. Instead we used the GTE Internetworking Map as the basis for their locations. Some of these may be served with leased facilities. However, GTE has an extensive fiber network and markets long distance service throughout the country.

³ Released August 11, 2000. Table 1-4.

fiber between New York City and Washington, D.C., and in fiber owned by Adesta connecting Buffalo to New York City via Albany.

11. Acquisition by WorldCom of Intermedia's wholesale contract with Williams would not materially enhance WorldCom's control over long haul fiber capacity. As explained above, HAI has conducted extensive research on fiber deployment in the United States and has updated that analysis for this project.⁴ I have identified 46 firms with fiber networks. Several of them are as extensive as that of Williams.⁵ Regional fiber networks are cooperating to provide their customers with broad geographic reach.⁶ Several new fiber routes are being constructed.⁷ The capacity of each network is expanding as technology allows more and more spectrum to be used on individual fibers.

12. An enormous amount of fiber has been constructed in the New York-Washington corridor. There is also a great deal of fiber in upper New York State. I estimate that there will be at least eight, and as many as twenty, fiber carriers with points of presence ("POPs") in each of the LATAs served by Intermedia using the MFN and Adesta fiber after the merger (See Table 1).⁸ Even the LATA with the fewest number of fiber carriers, Poughkeepsie, has eight. Both Williams and Hyperion have fiber that passes through this LATA and these carriers could easily establish POPs there.

⁴ See In re Application of Sprint Corporation and MCI WorldCom, Inc., for Consent to Transfer Control, CC Docket No. 99-333, Reply Declaration of A. Daniel Kelley and John O'Dwyer, March 17, 2000.

⁵ For example, in addition to AT&T, WorldCom and Sprint, Frontier (<http://www.globalcrossing.com/interactivemap.asp>) and QWest (<http://www.qwest.com/about/inside/network/northamerican.html>) have nationwide networks.

⁶ For example, America's Fiber Network (<http://www.americasfibernet.com/afn/about.htm>) and ITC Deltacom (<http://www.itcdeltacom.com/network.html>).

⁷ For example, Level3 (<http://www.level3.com/us/info/networkmilestones>) and NTS Communications (http://www.ntscom.com/bus_pgs/nts_carrier_services_network.html).

⁸ Methodology used to derive values in Table 1 is described in Kelley-O'Dwyer FCC Reply Declaration, *supra*, note 5.

Table 1
Fiber Carriers in LATAs Where Intermedia
Has Dedicated Fiber Capacity

LATA	Post Merger Carriers
New York Metro NY	20
Washington DC	19
Philadelphia PA	18
North Jersey NJ	17
Baltimore MD	13
Syracuse NY	11
Albany NY	10
Buffalo NY	10
Poughkeepsie NY	8

Source: HAI Research

13. Third, with the use of the Local Exchange Routing Guide, I identified LATAs where both Intermedia and WorldCom have switching facilities.⁹ My understanding is that Intermedia, and indeed most CLECs, use their switches to handle both local and long distance traffic. I identified 21 LATAs in which both Intermedia and WorldCom have switching facilities (See Table 2). The minimum number of carriers with switches other than WorldCom or Intermedia in those LATAs is nine (not including ILECs).¹⁰ This number does not include any additional points of presence that may have been established by carriers that do not operate switches in those LATAs. There will obviously be abundant long distance switching capacity in those LATAs after the merger.

⁹ Local Exchange Routing Guide (“LERG”), Traffic Routing Administration, Telcordia Technologies, Inc., October 2000. Copyright Telcordia Technologies.

¹⁰ There is a possibility that some of the switch appearances in the LERG are due to the same company, or corporate parent, operating multiple switches under separate operating company names (“OCNs”). I manually corrected the results in Table 2 for this possibility for all LATAs with fewer than 20 switches.

Table 2

Carriers With Switches in LATAs Served by WorldCom and Intermedia

LATA		Carriers
228	Philadelphia PA	44
132	New York Metro	45
552	Dallas, TX	44
236	Washington D.C.	35
128	Eastern Massachusetts	39
438	Atlanta GA	36
560	Houston TX	34
730	Los Angeles CA	35
460	Southeast FL	17
458	Orlando FL	10
358	Chicago IL	27
952	Tampa FL	26
426	Raleigh NC	18
520	St. Louis MO	23
666	Phoenix AZ	20
234	Pittsburgh PA	17
320	Cleveland OH	16
628	Minneapolis MN	19
336	Indianapolis IN	18
468	Memphis TN	15
922	Cincinnati OH	9

Source: HAI Research based on LERG

14. I conclude that the acquisition by WorldCom of Intermedia will not have negative competitive consequences in the long distance market.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 13, 2000.

A. Daniel Kelley

A. Daniel Kelley

PROFESSIONAL EXPERIENCE

Senior Vice President, HAI Consulting, Inc., Boulder Colorado, current position.

Conducting economic and applied policy analysis of domestic and international telecommunications issues. Recent assignments include investigation of broadband competition and interconnection, antitrust analysis of local telephone company mergers, and costing and interconnection studies in various countries. Other assignments have included analysis of competitive conditions in wireless markets, the economics of cable television regulation, analysis of the prospects for local telephone competition, and measuring the economic cost of local service.

Director of Regulatory Policy, MCI Communications Corporation, 1984-1990.

Responsible for developing and implementing MCI's public policy positions on issues such as dominant carrier regulation, Open Network Architecture, accounting separations and Bell Operating Company line of business restrictions. Also managed an interdisciplinary group of economists, engineers and lawyers engaged in analyzing AT&T and local telephone company tariffs.

Senior Economist and Project Manager, ICF Incorporated, 1982-1984.

Telecommunications and antitrust projects included: forecasting long distance telephone rates; analysis of the competitive effects of AT&T's long distance rate structures; a study of optimal firm size for cellular radio markets; analysis of the FCC's Financial Interest and Syndication Rules, and competitive analysis of mergers and acquisitions in a variety of industries.

Senior Economist, Federal Communications Commission, 1979-1982.

Served as Special Assistant to the Chairman during 1980-1981. Advised the Chairman on proposed regulatory changes in the broadcasting, cable television and telephone industries; analyzed legislation and drafted congressional testimony. Coordinated Bureau and Office efforts on major common carrier matters such as the Second Computer Inquiry and the Competitive Carrier Rulemaking. Also held Senior Economist positions in the Office of Plans and Policy and the Common Carrier Bureau.

Staff Economist, U.S. Department of Justice, 1972-1979.

Analyzed proposals for restructuring the Bell System as a member of the economic staff of U.S. v. AT&T; investigated the competitive effects of mergers and business practices in a wide variety of industries.

EDUCATION

1976	Ph.D. in Economics	University of Oregon
1971	M.A. in Economics	University of Oregon
1969	B.A. in Economics	University of Colorado

PAPERS AND COMPLETED RESEARCH

"New Zealand Telecommunications: The State of Competition" (1998), with Todd Telecommunications Consortium.

"Cable and Wireless Alternatives to Residential Local Exchange Service," Berkeley Conference on Convergence and Digital Technology (1997), with Alan J. Boyer and David M. Nugent.

"A General Approach to Local Exchange Carrier Pricing and Interconnection Issues," Telecommunications Policy Research Conference, Solomons, Md., (1992).

"Gigabit Networks: Is Access a Problem?" IEEE Gigabit Networking Workshop (1992).

"Advances in Network Technology" in Barry Cole, ed., After the Break-Up: Assessing the New Post-AT&T Divestiture Era (1991).

"Alternatives to Rate of Return Regulation: Deregulation or Reform?" in Alternatives to Rate Base Regulation in the Telecommunications Industry, NARUC (1988).

"AT&T Optional Calling Plans: Promotional or Predatory" in Harry M. Trebing, ed., Impact of Deregulation and Market Forces on Public Utilities: The Future Role of Regulation (1985).

"The Economics of Copyright Controversies in Communications" in Vincent Mosco, ed., Policy Research in Telecommunications (1984).

"Deregulation After Divestiture: The Effect of the AT&T Settlement on Competition," FCC, OPP Working Paper No. 8 (1982).

"The Transition to Structural Telecommunications Regulation," in Harry M. Trebing, ed., New Challenges for the 1980's (1982), with Charles D. Ferris.

"Social Objectives and Competition in Common Carrier Communications: Incompatible or Inseparable?" in Harry M. Trebing ed., Communications and Energy in Transition (1981), with Nina W. Cornell and Peter R. Greenhalgh.

"An Empirical Survey of Price Fixing Conspiracies," Journal of Law and Economics (1974), with George A. Hay. Reprinted in Siegfried and Calvari, ed., Economic Analysis and Antitrust Law (1978) and the Journal of Reprints for Antitrust Law and Economics (1980).

TESTIMONY BEFORE REGULATORY AGENCIES

Federal Communications Commission, Application of Cellular Communications of Cincinnati, July 25, 1983 (with Robert J. Reynolds): Optimum firm size in the cellular radio market.

Maryland Public Service Commission, Case No. 0450-Phase II, May 31, 1983: Access charge implementation issues.

New York Public Service Commission, Case No. 28425, June 1983: Access charge implementation issues.

Florida Public Service Commission, Docket No. 820537-TP, June 30, 1983, November 4, 1983, April 9, 1984, June 4, 1984, September 7, 1984, October 25, 1984 and August 15, 1985: Access charge implementation issues.

Pennsylvania Public Utility Commission, Docket No. R-832, August 5, 1983: Rate Case.

New Jersey Board of Public Utilities, Docket No. 83-11, February 20, 1984: Access Charge.

New York Public Service Commission, Case 88-C-102, March 2, 1990: Alternative Operator Service Issues.

California Public Service Commission, A.90-07-015, July 10, 1990: AT&T Deregulation.

New York Public Service Commission, Case 28425, October 8, 1990: IntraLATA Dial 1 Competition.

Massachusetts Department of Public Utilities, DPU 90-133, October 17, 1990: AT&T Deregulation.

Georgia Public Service Commission, 3905-U, November 16, 1990: Incentive Regulation.

California Public Service Commission, I-87-11-033, September 23, 1991: IntraLATA Competition.

Georgia Public Service Commission, Docket No. 3987-U, January 31, 1992: Cross-Subsidy.

Colorado Public Utilities Commission, Docket No. 92R-050T, August 24, 1992: Collocation.

Connecticut Department of Public Utility Control, Docket No. 9106-10-06, September 25, 1992: Infrastructure.

Maryland Public Service Commission, Case No. 8584, Phase II, July 21, 1995: Local Competition.

Connecticut Department of Public Utility Control, Docket No. 95-06-17, September 8, 1995: Local Competition .

Federal-State Joint Board on Universal Service, CC Docket No. 96-45, June 5, 1996: Cost Modeling.

TESTIMONY (CONT'D)

Colorado Public Utilities Commission, Docket No. 96A-287T, September 6, 1996: Arbitration.

Hawaii Public Utilities Commission, October 17, 1996: Arbitration.

Oregon Public Service Commission, Dockets ARB 3 & 6, September 6, 1996: Arbitration.

Michigan Public Service Commission, October 24, 1996: Arbitration.

New York Public Service Commission, Case No. 28425, May 9, 1997: Access Charges.

Colorado Public Utilities Commission, Docket No. 97F-175T, July 18, 1997: Access Charges.

Utah Public Service Commission, Docket No. 97-049-08, October 2, 1997: Access Charges.

Connecticut Department of Public Utility Control, Docket No. 96-04-07, February 10, 1998:
Access Charges.

Massachusetts Department of Public Utility Control, Docket No. 98-15, August 14, 1998:
Wholesale Discount.

Connecticut Department of Public Utility Control, Docket No. 95-06-17RE02, August 3, 1999:
Wholesale Discount.

Washington Utilities and Transportation Commission, Docket No. UT-991991, March 24, 2000:
WorldCom-Sprint Merger

California Public Utilities commission, Application No. 9-12-012, April 14, 2000: WorldCom-
Sprint Merger.

ATTACHMENT C

Before the
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63, 90, 101)

DECLARATION OF ROBERT M. MANNING

October 16, 2000

**Declaration of
Robert M. Manning**

1. I, Robert M. Manning, have prepared this declaration on behalf of Intermedia Communications Inc. ("Intermedia") in support of the application of Intermedia for consent to transfer control of certain of its affiliates to WorldCom, Inc. ("Worldcom").

2. My current position is Senior Vice President and Chief Financial Officer of Intermedia. I have been employed by Intermedia in that capacity since September 1996.

3. Among my many duties as CFO of Intermedia, I am responsible for tracking, booking and reporting the various sources of the company's revenue.

4. The amount of Intermedia's total 1999 revenue that was attributable to the provision of Internet backbone transmission services to other carriers and ISPs was approximately \$84 million.

5. The amount of Intermedia's total 1999 revenue that was attributable to ATM services was approximately \$58,000.

I declare, under penalty of perjury, that the foregoing is true and correct to the best of my information and belief. Executed October 16, 2000.

By: _____


Robert M. Manning

ATTACHMENT D

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63, 90, 101)

DECLARATION OF DAVID N. PORTER

October 18, 2000

**Declaration of
David N. Porter**

I, David N. Porter, declare as follows:

1. My name is David N. Porter. I am Vice President Government Affairs for WorldCom. In that position, I work with senior managers of WorldCom and its subsidiaries to develop and advocate its positions on public policy issues before state and federal regulatory and legislative bodies. I particularly focus on technical and economic issues. I have worked in this position at WorldCom since it acquired MFS Communications in 1996. For most of 1996, I was VP Federal Regulatory for MFS. For the previous twenty-eight years, I held a variety of engineering and regulatory assignments at AT&T.

2. I have been asked to analyze the extent to which the local exchange networks of Intermedia Communications, Inc. ("Intermedia") and WorldCom, Inc. ("WorldCom") overlap, and to assess other competitive local service alternatives that are available within the Metropolitan Statistical Areas ("MSAs") in which the two companies have overlapping local assets.

3. Based on my analysis, I conclude that there is very little direct overlap between the local networks of Intermedia and WorldCom. I also conclude that in those markets where there is an overlap, consumers have a significant number of competitive alternatives from which to choose.

4. My analysis shows, in summary, that as of June 30, 2000 there were only six MSAs in which Intermedia and WorldCom owned both a circuit switch and local fiber facilities. In five of these MSAs, the overlap of fiber routes was 15% or less; in the other MSA, the overlap was about 45%. My analysis further shows that in each of these six MSAs, there were no fewer than six, and as many as fifteen, other competitive LECs

providing local service over their own local networks. Of course, the incumbent LEC in each market continues to provide the vast majority of local services. These facts and my methodology for deriving them are described more fully in the following paragraphs.

5. There are thirty-six MSAs in which Intermedia either owns a local circuit switch, owns or leases local fiber, or has both switching and fiber. Of these thirty-six, there are twenty-three MSAs in which WorldCom also owns one or more local circuit switches and local fiber.

6. Twenty-one of the twenty-three are top fifty MSAs in which the Commission already has concluded that there is sufficient competitive switching capacity available to relieve incumbent LECs of their obligation to unbundle the switching network element. *See Implementation of the Local Competition Provisions in the Telecommunications Act of 1996*, Third Report and Order and Fourth Further Notice of Proposed Rulemaking, CC Docket No. 96-98, 15 FCC Rcd 3696 ¶ 281 (1999) (“Based on the evidence in the record, we conclude that exempting incumbent LECs from unbundling local circuit switching in certain circumstances in the top 50 MSAs is reasonable because nearly all of the top 50 MSAs contain a significant number of competitive switches.”). The other two MSAs rank fifty-fourth and fifty-sixth. Both are served by other CLECs as well as the ILEC. Further, WorldCom has no plans to remove Intermedia’s switches.

7. In the same twenty-three MSAs, Intermedia owns no local fiber in eight, leases fiber in five and has interoffice only (POP-to-POP) fiber in four of these MSAs. This leaves only six MSAs in which both Intermedia and WorldCom own potentially overlapping local fiber networks. I have reviewed the local facility maps of both carriers in these six markets -- Miami, Orlando, Tampa/St. Petersburg, St. Louis,

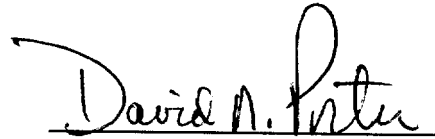
Raleigh/Durham, and Cincinnati. I define overlap as the percent of route miles over which the smaller network follows the same street route as the larger network.

8. Of the six MSAs where there is potential overlap, four involve overlaps on 15% or less of route miles. In Miami, the local networks overlap on less than 10% of Intermedia's routes; Orlando, less than 5%; Tampa/St. Petersburg, less than 15%; and Cincinnati, less than 15% (in Cincinnati, the overlap is mostly where Intermedia leases capacity from WorldCom). In the St. Louis MSA, the overlap is less than 45% of WorldCom's route miles. There is no overlap in Raleigh/Durham. WorldCom's local network is located entirely in Raleigh or between Raleigh and Durham while Intermedia's network is entirely in Durham.

9. Each of the five MSAs in which there is some overlap is served by an incumbent LEC that dominates the market for local exchange services in that area. In addition, a significant number of competitive LECs other than Intermedia or WorldCom have local networks in each of these MSAs. These competitive LECs include such well-funded providers as AT&T, Global Crossing, XO Communications, Teligent, and Winstar. According to New Paradigm Resources Group's "CLEC Report 2000," Miami, Orlando and Tampa/St. Petersburg each have fifteen such operational competitive LEC networks, while St. Louis and Cincinnati have eight and six respectively.

I, David N. Porter, hereby declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Respectfully submitted this 18th day of October, 2000.


David N. Porter
David N. Porter