SHORT FORM CONSOLIDATION APPLICATION FOR PROPOSED MERGER OF VERIZON COMMUNICATIONS INC. AND MCI, INC.

1. ***List the names and headquarter addresses of the Applicant(s) subject to the Consolidation (i.e., the Licensee in which the ownership interest is being acquired or whose business is being acquired as an ongoing concern). Indicate the names of the Applicants' primary contacts in connection with this Consolidation Application, designations and contact information (mailing address, telephone number, fax number, email address etc).***

   MCI WorldCom Asia Pte ("MCI Singapore")
   20 Raffles Place
   #16-00 Ocean Towers
   Singapore 048620

   Contact:
   Alasdair Grant
   26/F, Devon House, Taikoo Place
   979 Kings Road, Island East
   Hong Kong
   Tel: +852 2233 6198
   Fax: +852 2233 6067
   alasdair.grant@mci.com

2. ***List each entity that constitutes an Affiliate of the Applicant(s) identified in response to Question 1 based on the Applicant holding an attributable interest of 5% or more (Subsidiary). For each Affiliate, indicate the Affiliate's principal line of business and the Applicant's percentage ownership interest.***

   MCI Singapore does not have any subsidiary interests.

3. ***List each entity that constitutes an Affiliate of the Applicant identified in response to Question 1 based on the Affiliates holding an attributable interest of 5% or more in the Applicant (Parent). For each Affiliate, indicate the Affiliate's principal line of business and the entity's percentage ownership interest in the Licensee. Also indicate any entity in which that Affiliate holds an attributable interest of 5% or more (Sibling). Indicate any situation in which any Affiliate has special or preferential rights in the Licensee.***

Section A indicates the parent companies and associated Affiliates of MCI Singapore. This section is supplemented by a figurative representation of these relationships attached to this application at Exhibit 1. Section B sets out other MCI operating company Affiliates worldwide of which MCI, Inc. is the ultimate parent. Section C describes the entities holding

an ownership interest of greater than 5% in MCI, Inc., the ultimate parent company of MCI Singapore. In addition, MCI Inc. is the ultimate parent company of a second Singapore subsidiary, UNNET Singapore Pte Ltd.

A. MCI Singapore

Companies listed in bold are the immediate parent companies of those listed immediately below. Ownership interest represents the percentage ownership of common shares of each parent company in its direct subsidiary. All entities listed in this table are principally engaged in the provision of telecommunications infrastructure and services.

Entity	**Ownership Interest**	**Relationship to Licensee**
MCI, Inc		Parent (ultimate)
MCI Communications Corporation	100%	Parent (indirect)
MCI Communications Corporation		Parent (indirect)
MCI International, Inc	100%	Parent (indirect)
MCI WorldCom Network Services, Inc	100%	-
MCI Worldcom Network Services, Inc		-
MCI WorldCom International, Inc	2.6%	Parent (indirect)
MCI International, Inc		Parent (indirect)
MCI WorldCom International, Inc	97.4%	Parent (indirect)
UUNet Equipment Singapore Pte Ltd	100%	Sibling (indirect)
UUNet Singapore Pte Ltd	100%	Sibling (indirect)
UUNet Japan, Inc	100%	Sibling (indirect)
UUNet Holdings Australia Pty Ltd	100%	Sibling (indirect)
MCI WorldCom International, Inc		Parent (indirect)
MFS Globenet, Inc	100%	Parent (indirect)
MFS Globenet, Inc		Parent (direct)
MCI WorldCom Asia Pte Limited	100%	[Licensee]
MCI Asia Pacific Holdings Pte Limited (Singapore)	100%	Sibling (direct)
MCI WorldCom Australia Pty Ltd	100%	Sibling (direct)
MCI WorldCom Japan Ltd	100%	Sibling (direct)
MCI WorldCom Communications Japan Ltd	100%	Sibling (direct)
WorldCom Communications India Pte Ltd	90%	Sibling (direct)
MCI WorldCom India Pte Ltd	1%	Sibling (indirect)
MCI Asia Pacific Holdings Pte Limited (Singapore)		Sibling (direct)
MCI Asia Pacific Limited (Hong Kong)	100%	Sibling (indirect)
MCI WorldCom Taiwan Co Limited	100%	Sibling (indirect)
MCI WorldCom Malaysia Sdn Bhd	100%	Sibling (indirect)
MCI WorldCom Korea Ltd	100%	Sibling (indirect)
MCI WorldCom Philippines, Inc	100%	Sibling (indirect)

Entity	Ownership Interest	Relationship to Licensee
UUNET Hong Kong Limited	100%	Sibling (indirect)
MCI Asia Pacific Limited (Hong Kong)		Sibling (indirect)
MCI WorldCom Asia Pacific Ltd (Cayman Islands)	100%	Sibling (indirect)
MCI WorldCom Asia Pacific Ltd (Cayman Islands)		Sibling (indirect)
MCI WorldCom India Pte Ltd	99%	Sibling (indirect)
WorldCom Communications India Pte Ltd	10%	Sibling (indirect)

B. Other Affiliates of MCI, Inc (global operating subsidiaries)

Country	Affiliate	Interest
Argentina	MCI International (Argentina) S.A. UUNET Argentina, SRL	100%
Austria	MCI Worldcom Telecommunications Services Austria GmbH UUNET Austria GmbH	100% 100%
Belgium	MCI Belgium Luxembourg S.A.	100%
Botswana	UUNET Botswana	80%
Canada	WorldCom Canada Limited	100%
Chile	MCI International de Chile S.A. UUNET International (Chile) Ltda	100% 100%
Colombia	MCI Colombia, S.A.	100%
Czech Republic	MCI WorldCom Telecommunications (Czech Republic) s.r.o. UUNET Czech, s.r.o.	100% 100%
Denmark	WorldCom Telecommunications A/S	100%
Finland	UUNET Finland Oy	100%
France	MCI France S.A.	100%
Germany	MCI Deutschland GmbH	100%
Greece	UUNET Hellas EPE	100%
Hungary	UUNET Hungary KFT	100%
Ireland	MCI WorldCom (Ireland) Limited	100%
Italy	MCI Italia S.p.A.	100%
Japan	MCI WorldCom Communications Japan Limited MCI International (Japan) Co. Limited	100% 100%
Kenya	UUNET Kenya Limited	60%
Mexico	Avantel	10%
Namibia	UUNET Namibia (Pty) Limited	100%
Netherlands	MCI Netherlands B.V.	100%
New Zealand	WorldCom New Zealand Limited	100%
Norway	MCI WorldCom AS (Norway) UUNET Norway AS	100% 100%
Panama	MCI International Panama SA UUNET International Panama SA	100% 100%
Peru	MCI WorldCom Peru, SRL	100%
Poland	UUNET Polska S.P. Z.o.o.	100%
Portugal	UUNET Portugal, Sociedade Unipessoal, Lda	100%
Russia	MCI (CIS) LLC	100%

Country	Affiliate	Interest
South Africa	UUNET South Africa (Pty) Limited	100%
Spain	MCI Worldcom (Spain) S.A. Sociedad Espanola de Servciois de Internet UUNET S.L. (Spain)	100% 100%
Sweden	MCI WorldCom Aktiebolag UUNET Sweden AB	100% 100%
Switzerland	MCI WorldCom A.G. UUNET Schwiez GbmH	80% 100%
United Kingdom	MCI WorldCom Limited	100%
Venezuela	MCI de Venezuela S.A.	100%
Zambia	UUNET Zambia Limited	60%

C. Affiliates of MCI, Inc. (parents)

The following entities hold greater than a 5% interest in the common stock of MCI, Inc (the Licensees' ultimate parent company).

Affiliate	Principal line of Business	% Ownership Interest
Verizon Communications Inc.	Telecommunications Services	13.4 (held in trust)

Pursuant to an Agreement with the United States Department of Justice, the shares owned by Verizon are being held in trust and will be transferred to a Verizon subsidiary upon closing of the full merger.

4. ***List the names and address of the Applicant (whether or not a current Licensee) that seeks to obtain an ownership interest in the Licensee or acquire the business of the Licensee as a going concern. Indicate the name of the Applicant's primary contact in connection with this Consolidation Application, and his or her designation and contact information (mailing address, telephone number, fax number, email address etc).***

Verizon Communications Inc.
1095 Avenue of the Americas
New York, New York 10036
USA
Website: www.verizon.com

Contact: John Thorne, Esq.
Senior Vice President and Deputy General Counsel
1515 North Courthouse Road
Suite 500
Arlington, Virginia 22201
USA
Tel: +1 703 351 3900
Fax: +1 703 351 3670
John.Thorne@verizon.com

5. ***List each entity that constitutes an Affiliate of the Applicant identified in response to Question 4 based on the Applicant holding an attributable interest of 5% or more (Subsidiary). For each Affiliate, indicate the Affiliate's principal line of business and the Applicant's percentage ownership interest.***

The entire list of Verizon's Affiliates is attached as Exhibits 2 and 3. Because the list is extensive and primarily includes US Affiliates, Verizon's non-US Affiliates are set out in the following table for ease of identification. All Verizon Affiliates are involved in the supply of telecommunications services or the publication of telephone directories.

Country	**Affiliate**	**Interest**
Belgium	Verizon Global Solutions Belgium B.V.B.A	100%
Dominican Republic	Verizon Dominicana, C. por A.	100%
France	Verizon Global Solutions France SAS	100%
Germany	Verizon Global Solutions Germany GmbH	100%
Gibraltor	Gibtelecom Limited	50%
Hong Kong	GTE Far East (Services) Limited	100%
Ireland	Verizon Global Solutions Ireland Limited	100%
Italy	Verizon Global Solutions Italy S.r.I	100%
Japan	Verizon Global Solutions Holdings V Limited	100%
Netherlands	Verizon Global Solutions Netherlands B.V.	100%
Singapore	Verizon Global Solutions Singapore Pte. Ltd	100%
Spain	Verizon Global Solutions Spain S.r.I	100%
Switzerland	Verizon Global Solutions Switzerland GmbH	100%
United Kingdom	Verizon Global Solutions U.K. Ltd	100%
Venezuela	CANTV	28.5%

6. ***List each entity that constitutes an Affiliate of the Applicant identified in response to Question 4 based on the Affiliates holding an attributable interest of 5% or more in the Applicant (Parent). For each Affiliate, indicate the Affiliate's principal line of business and the entity's percentage ownership interest in the Licensee. Also indicate any entity in which that Affiliate holds an attributable interest of 5% or more (Sibling). Indicate any situation in which any Affiliate has special or preferential rights in the Licensee.***

Affiliate	Principal line of Business	% Ownership Interest
Barclays Global Investors, NA 45 Fremont Street 17th Floor San Francisco, CA 94105 United States of America	Investment Services	5.2% (beneficial owner)

Note: This information is based upon a filing with the United States Securities and Exchange Commission dated 14 February 2005, made by Barclays setting forth information as of 31 December, 2004. Shares listed as beneficially owned by Barclays are owned by the following entities: Barclays Global Investors, NA, Barclays Global Fund Advisors, Barclays Global Investors, LTD, Barclays Global Investors Japan Trust and Banking Company Limited, Barclays Life Assurance Company Limited, Barclays Bank plc, Barclays Capital Securities Limited, Barclays Capital Inc, Barclays Private Bank and Trust (Isle of Man) Limited, Barclays Private Bank and Trust (Jersey) Limited, Barclays Bank Trust Company Limited, Barclays Bank (Suisse) SA, Barclays Private Bank Limited, Bronco (Barclays Cayman) Limited, Palomino Limited and HYMF Limited.

7. *Description of the Consolidation*

Pursuant to an Agreement and Plan of Merger (the "Merger Agreement") dated as of February 14, 2005, as amended on March 4, 2005, March 29, 2005, and May 1, 2005, by and among Verizon and Eli Acquisition, LLC ("Eli"), a newly organized and direct, wholly-owned subsidiary of Verizon, on the one hand, and MCI, on the other, MCI shall merge into Eli and the separate corporate existence of MCI shall cease. Eli shall be the surviving entity in the merger, and all property, rights, privileges, powers, and franchises of MCI and Eli shall vest in the surviving entity, and all debts, liabilities, and duties of MCI and Eli shall become the debts, liabilities and duties of the surviving entity. A flowchart illustrating the merger is attached as Exhibit 4.

If Verizon reasonably determines in good faith that merging MCI into Eli would result in a material risk of materially adverse tax or other materially adverse consequences, the Transaction can also be carried out by merging MCI with a Delaware corporation wholly owned by Verizon, with MCI as the surviving company.

Separately, Verizon has purchased approximately 13.4% of MCI's shares from Controladora de Servicios de Telecommunicaciones, S.A. de C.V., Global Telecom LLC, Inmobiliaria Inbursa, S.A. de C.V., Promotora Inbursa, S.A. de C.V., Banco Inbursa, S.A. Institucion de Banca Multiple Grupo Financiero Inbursa, Inmobiliaria para el Desarrollo de Proyectos, S.A. de C.V., Orient Star Holdings LLC and Commercial LLC for $25.79 per share, subject to adjustment (collectively, the "Slim Transaction"). Those shares are being held in trust, will be voted in favor of the full merger, and will be transferred to a Verizon subsidiary upon closing of the full merger, pursuant to an agreement with the United States Department of Justice.

As a result of the Transaction and the Slim Transaction, Verizon expects to control 100% of the shares of MCI and thus will indirectly own 100% of MCI Singapore.

The transaction is intended, among other things, to enhance Verizon's ability to serve enterprise and governmental customers headquartered in the US.

Check each of the following that correctly describes the Application

The Applicant described in response to Question 4 is seeking to acquire a Direct or Indirect Ownership interest that would result in the Applicant holding an Ownership Interest of at least 12% in the Licensee identified in response to Question 1.

Yes.

Specify the percentage of Ownership Interest sought to be acquired.

100%

The Applicant described in response to Question 4 is seeking to acquire the business of the Licensee as an ongoing concern.

No, the business will remain with the existing MCI entity, which will become indirectly owned by Verizon Communications Inc.

In answering Questions 8 through 10, please also aggregate the market share of the Applicant and any entity that has Effective Control over the Applicant, or over which the Applicant has Effective Control, or which is subject to Effective Control by an entity which has Effective Control over the Applicant.

8. ***Using the methodology described in Sub-sections 6.2.1 to 6.2.1.3 of the Telecom Consolidation Guidelines, identify each telecommunications market (including value-added services and equipment) within Singapore in which, based on your best estimate, any of the Applicants has a market share of 5% or more. For each telecommunication market, indicate, based on your best available information, the estimated market share of the 5 largest telecommunication market participants (based on revenue, customers or other appropriate measurement).***

In the market for outgoing international direct dial voice services, MCI estimates that it has a market share of 5% or more in Singapore. MCI further estimates that the top five competitors in this market are SingTel, StarHub, Reach, Macquarie and Teleglobe. However, MCI is not privy to any information that would enable it to make any robust estimate the respective market shares held by these competitors.

In the market for International Managed Data Service, the IDA has found that MCI has approximately 5% market share based on revenue. MCI believes that the top five competitors in this market are SingTel, BT/Infonet, Equant, Starhub, and Cable & Wireless.

Verizon is not actively operating in the Singapore market.

9. ***Does the Consolidation satisfy either the following criteria? (Y/N)***

The consolidation is a Horizontal Consolidation that will result in a Post-Consolidation Entity with more than a 15% market share in any telecommunication market in Singapore. If yes, please use the Long Form Consolidation Application.

No. MCI does not have more than 15% in any telecommunication market in Singapore, and Verizon does not actively operate in the Singapore market.

The consolidation is a non-Horizontal Consolidation in which at least one Applicant has more than a 25% market share in at least one telecommunication market, whether or not located in Singapore. If yes, please use the Long Form Consolidation Application.

Although the Consolidation has some vertical aspects in certain discrete portions of the US market, overall the parties regard the Consolidation as complementary in character. Verizon has an extremely limited presence in non-US markets and is not actively operating in any Asia Pacific markets (including in the Singapore market).

Depending on the geographic and product market definition, Verizon may have greater than 25% market share in certain telecommunication markets in the Dominican Republic, Gibraltar, and *parts of* the United States. There is, however, no material nexus between competition in these regions and Singapore (including any meaningful infrastructure links between the regions). Moreover, all markets served by Verizon and MCI in the United States are competitive.

Verizon also is regulated by the United States Federal Communications Commission ("FCC"), which has the authority to regulate aspects of Verizon's operations. For example, the FCC prohibits terminating access carriers like Verizon from discriminating or charging supra-competitive rates in the provision of terminating access services. In addition, Section 272(e) of the US Telecommunications Act of 1996 requires non-discrimination between affiliates and non-affiliates in providing access services, and local exchange carriers like Verizon are subject to general non-discrimination and tariffing obligations. Therefore, MCI Singapore (or any other Verizon affiliate) will not have any advantage or preference with regard to call termination in Verizon territories, and there is no possibility for the parties to leverage any conceivable foreign market power to substantially lessen competition in any telecommunication market in Singapore.

The parties request an exemption from the requirement to file a Long Form Consolidation Application pursuant to subsection 1.7(a) of the Telecom Code and section 3.5 of the Telecom Guidelines. This exemption is appropriate because the Long Form Consolidation Application is not necessary to ensure that the consolidation would not substantially lessen competition in the Singapore telecommunication market. The parties have provided substantial information in their Short Form Consolidation Application and accompanying abbreviated statement to provide the IDA with sufficient data to evaluate the consolidation.

The proposed consolidation has no potential material adverse impact on telecommunication markets in Singapore. In Singapore, the merger would not result in the combined entity having more than 15% share in any telecommunications market. Furthermore, since Verizon has an extremely limited presence in non-US markets and is not actively operating in any Asia Pacific markets (including in the Singapore market), the merger would have no vertical elements in the Singapore market or in any markets that could potentially affect the Singapore market. For these reasons, the parties believe that a Short Form Consolidation Application is appropriate and request an exemption from filing a Long Form Consolidation Application.

10. *Minimum Required Information*

Check that you have attached each item listed below.

X *Abbreviated Statement*

X *Consolidated Application Processing Fee (Applicants should make payment to IDA of the sum of S$2,500 by way of money orders, postal orders, banker's order, Interbank GIRO, cheques or telegraphic transfer. All bank charges associated with such payment shall be borne by the Applicants.*

Note: IDA will not process this Consolidation Application unless the Applicants have either provided all required information or have obtained an exemption from IDA in respect of the provision of certain information. (Applicants that have obtained an exemption should attach a copy of the exemption to this Consolidation Application). IDA reserves the right to request the Applicants to provide additional information, where necessary to address adequately the competitive impact of the Consolidation.

11. *Confidentiality*

Have you indicated all material submitted as part of this Consolidation Application that contains information for which you are requesting confidential treatment and the basis on which such treatment is requested?

Yes. Please note that we have submitted two versions of the Abbreviated Statement and one version of the Short Form Consolidation Application. The version marked

"confidential" contain commercially sensitive information relating to the Applicant's business, their market share and financials. We request that the confidential version of the Abbreviated Statement be granted confidential treatment, pursuant to Section 11.7 of the Code of Practice for Competition in the Provision of Telecommunication Services 2005.

Note: requests to treat all information as confidential are not acceptable.

[*Certification for Short Form Consolidation Application for Proposed Merger of Verizon Communications Inc. and MCI, Inc. on next page*]

[*Certification for Short Form Consolidation Application for Proposed Merger of Verizon Communications Inc. and MCI, Inc.*]

12. Certification

The undersigned hereby certify that they have made a diligent effort to fully complete this Consolidation Application and that, to the best of their knowledge, all information contained in this Consolidation Application form and the attachments thereto are current, accurate and complete. The undersigned further certify that they will promptly, fully and accurately respond to any IDA request for supplemental information and that, even in the absence of a request, they will promptly notify IDA of any new or different fact that is reasonably likely to have a material impact on IDA's consideration of this Consolidation Application.

Signature

Name: Craig L. Silliman
Title: Vice President, International Legal and Regulatory
Company: MCI, Inc.

Signature

Name: John Thorne
Title: Senior Vice President and Deputy General Counsel
Company: Verizon Communications Inc.

Date submitted:
11 August 2005

Note: all terms used but not otherwise defined in this application form shall bear the same meanings as defined in the Telecom Consolidation Guidelines.

12. Certification

The undersigned hereby certify that they have made a diligent effort to fully complete this Consolidation Application and that, to the best of their knowledge, all information contained in this Consolidation Application form and the attachments thereto are current, accurate and complete. The undersigned further certify that they will promptly, fully and accurately respond to any IDA request for supplemental information and that, even in the absence of a request, they will promptly notify IDA of any new or different fact that is reasonably likely to have a material impact on IDA's consideration of this Consolidation Application.

Signature

_____

Name: Craig L. Silliman
Title: Vice President, International Legal and Regulatory
Company: MCI, Inc.

Signature

_____

Name: John Thorne
Title: Senior Vice President and Deputy General Counsel
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