STATE OF VERMONT
PUBLIC SERVICE BOARD

Docket No. 6450

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| Joint Petition of Intermedia Communications, | ) |
| Inc. and WorldCom, Inc. for Approval of | ) |
| Transfer of Control and Merger | ) |

**CERTIFICATE OF CONSENT ISSUED**
**PURSUANT TO 30 V.S.A. SECTION 109**

IT IS HEREBY CERTIFIED that the Public Service Board of the State of Vermont has this date found and adjudged that the merger of Wildcat Acquisition Corp., a wholly-owned subsidiary of WorldCom, Inc. with and into Intermedia Communications, Inc. will promote the public good. Petitioner shall file this Certificate of Consent with the Vermont Secretary of State, pursuant to 30 V.S.A. § 109.

DATED at Montpelier, Vermont, this 28th day of December, 2000.

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| s/Michael H. Dworkin | ) | |
| | ) | PUBLIC SERVICE |
| | ) | |
| s/David C. Coen | ) | BOARD |
| | ) | |
| | ) | OF VERMONT |
| | ) | |

OFFICE OF THE CLERK

FILED: December 28, 2000

ATTEST: s/Susan M. Hudson
Clerk of the Board

*NOTICE TO READERS: This decision is subject to revision of technical errors. Readers are requested to notify the Clerk of the Board (by e-mail, telephone, or mail) of any technical errors, in order that any necessary corrections may be made. (E-mail address: Clerk@psb.state.vt.us).*