

MCI, INC.

RISK MANAGEMENT COMMITTEE CHARTER

This Risk Management Committee Charter was adopted by the Board of Directors of MCI, Inc. on January 22, 2004.

This Charter is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and By-laws, it is not intended to establish by its own force any legally binding obligations. Note that some of the provisions included in this Charter are mandated by the Certificate of Incorporation and/or the By-laws. They are restated herein for the convenience of the Committee and the Board.

I. PURPOSE

The Committee shall assist the Board in: (i) assessing, and providing oversight to management relating to the identification and evaluation of, major risks involved in the Company's business operations, technology and network operations, finance and accounting, legal compliance, environmental impact, personnel policy, treasury, capital budgeting or any other areas that could create significant risks to the Company's results, reputation or capacity to serve customers (together, "Risks"); and (ii) reviewing and evaluating the Company's actions to mitigate and manage Risks.

In discharging its role, the Committee is empowered to investigate any matter brought to its attention with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, risk management consultants or other experts and will receive adequate funding from the Company to engage such advisors.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of three or more members of the Board, each of whom is determined by the Board to be "independent" in accordance with any applicable listing rules of a national securities exchange or national securities quotation system, the Certificate of Incorporation and the By-Laws.

Each member of the Committee should have experience in the identification, evaluation or control of Risk. At least one member of the Committee should have significant telecom operating or technology experience. Additionally, as a qualification for continued Committee membership, each member of the Committee shall complete all annual training requirements as provided or approved by the Board's Nominating and Corporate Governance Committee.

The chairman of the Committee shall be elected annually by the entire Board. The chairman shall be responsible for scheduling and presiding over Committee meetings,

preparing agendas and determining the information needs of the Committee. The chairman should expect to devote significant time to the work of the Committee.

III. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least six times per year, or more frequently as circumstances dictate. The Committee shall periodically meet with the Company's General Counsel, the Company's Chief Ethics Officer, and the Company's most senior risk management officer.

The Committee may request that any officer or other employee of the Company or the Company's outside counsel or other advisor attend any meeting of the Committee or meet with any members of, or consultants to, the Committee

IV. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities assigned by the Board from time to time, and take any actions reasonably related to the mandate of this Charter. The Committee may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee.

To fulfill its purpose, the Committee shall:

1. review and evaluate management's identification of all major Risks to the business and their relative weight;
2. assess the adequacy of management's Risk assessment, its plans for Risk control or mitigation, and disclosure;
3. review the Company's disclosure of Risks in all filings with the Securities and Exchange Commission (including the Form 10-K Annual Report);
4. together with the Audit Committee, review, assess and discuss with the General Counsel, the Chief Financial Officer and the Independent Auditor (as defined in the Company's Certificate of Incorporation): (i) any significant risks or exposures (ii) the steps management has taken to minimize such risks or exposures; and (iii) the Company's underlying policies with respect to risk assessment and risk management;
5. consult from time to time with major shareholders on issues relating to responsibilities of the Committee;
6. review and recommend to the full Board for approval settlements of litigation in accordance with the Company's Delegation of Authority;
7. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;

8. review and reassess the adequacy of this Charter annually, and amend as the Committee deems appropriate; and
9. report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.