

**APPENDIX A:
SPECTRUM AUCTIONS**

Table of Contents

Table 1A: FCC Auctions Summary - Service Design A-2

Table 1B: FCC Auctions Summary - Auction Results A-4

Table 2: 220 MHz Auction Results A-5

Table 3: VHF Public Coast Auction Results A-6

Table 4: Location and Monitoring Service Auction Results A-6

Table 5: C, D, E, and F Block Broadband PCS License Auction Results A-7

Table 6: Local Multipoint Distribution Service Reauction Results A-8

**Table 1A: FCC Auctions Summary -
Service Design**

Auction Number and Name	Number of Licenses (1)	Geographic License Scheme (2)	Spectrum per license	Total Spectrum (in megahertz)	Service Description
1 Nationwide Narrowband PCS	11 (3)	Nationwide	11 blocks, 5 = 50/50 KHz, 3 = 50/12.5 KHz, 2 = 50 KHz	0.7875 MHz	Advanced paging/data
2 Interactive Video and Data Service	594	MSA	2 blocks of 500 kHz	1 MHz	Interactive data
3 Regional Narrowband PCS	30	Regional	6 blocks, 2 = 50/50 KHz, 4 = 50/12.5 KHz	0.45 MHz	Advanced paging/data
4 A & B block Broadband PCS	102 (4)	MTA	2 blocks of 30 MHz	60 MHz	Mobile voice and data
5/10 C block Broadband PCS /22 (5)	493	BTA	1 block of 30 MHz or 2 blocks of 15 MHz	30 MHz	Mobile voice and data
6 Multichannel Distribution Service	493	BTA	Max of 13 channels of 6 MHz	78 MHz (6)	Wireless cable
7 900 MHz Specialized Mobile Radio	1020	MTA	20 blocks of 25 KHz	5 MHz	Mobile voice and data
8 Digital Broadcast Service (7)	1	Full US Coverage	500 MHz	437.5 MHz	Multichannel video
9 Digital Broadcast Service (7)	1	Partial US Coverage	Uses same spectrum as full coverage license	375 MHz	Multichannel video
11/ D, E, & F block /22 Broadband PCS (8)	1479	BTA	3 blocks of 10 MHz	30 MHz	Mobile voice and data
12 Cellular Unserved	14	MSA/RSA	2 blocks of 25 MHz	50 MHz	Mobile voice and data
13 Interactive Video and Data Service	981	MSA/RSA	2 blocks of 500 KHz	1 MHz	Interactive data
14 Wireless Communications Service	128	MEA/REAG	4 blocks, 2 = 10 MHz, 2 = 5 MHz	30 MHz	(9)
15 Digital Audio Radio Service	2	Full US Coverage	2 blocks of 12.5 MHz	25 MHz	Multichannel audio
16 Upper 800 MHz Specialized Mobile Radio	525	EA	3 blocks, 1 MHz, 3 MHz, and 6 MHz	10 MHz	Mobile voice and data
17 Local Multipoint /23 Distribution Service	986 (10)	BTA	2 blocks, 1150 MHz and 150 MHz	1300 MHz	Fixed voice, data and video
18 220 MHz /24	908	National, EAG, EA	13 blocks, 3 = 100 KHz, 5 = 100 KHz, 5 = 150 KHz	1.55 MHz	Voice, data, paging, fixed
19 General Wireless Communications Service	875	EA	5 blocks of 5 MHz	25 MHz	(11)
20 VHF Public Coast	42	Pub. Coast Station Areas	1 block between 350 and 500 KHz	350 to 500 kHz	Fixed and mobile
21 Location and Monitoring Service	528	EA	3 blocks, 2 = 6 MHz, 1 = 2.25 MHz	14.25 MHz	Mobile telemetry

Source: Federal Communications Commission

(1) This is the total number of licenses initially granted in each service. It does not take into account any partitioning and disaggregation activity. Some of these licenses have not yet been granted.

(2) MTAs = Major Trading Areas, BTAs = Basic Trading Areas, MSAs = Metropolitan Statistical Areas, RSAs = Rural Service Areas, MEAs = Major Economic Areas, REAGs = Regional Economic Area Groups.

(3) Includes one pioneer preference license.

(4) Includes three pioneer preference licenses.

(5) To date, three auctions have been completed that included C block PCS licenses, the original and two reauctions.

(6) To be precise, Multipoint Distribution Service (MDS) total spectrum should be 76 MHz because Channel 2 was originally 6 MHz only in the top 50 markets. In the rest of the markets, it was Channel 2A with 4 MHz. As noted in the MDS Auction Procedures, Terms, and Conditions: "In 1992, the 2160-2162 MHz frequency was reallocated to emerging technologies, and thus, any subsequent MDS use of these 2 MHz will be secondary."

(7) There is a total of 500 MHz of DBS downlink spectrum available. The same spectrum can be reused at each of the eight U.S. DBS orbital slots. The figures in the table are (28/32) x500 and (24/32) x500, respectively, but they each refer to portions of the same 500 MHz of spectrum.

(8) To date, two auctions have been completed that included DEF block PCS licenses, the original and one reauction.

(9) WCS is permitted to implement a wide range of services, subject to FCC engineering requirements, including fixed, mobile, radio location, and broadcasting-satellite (sound) service.

(10) Cellularvision, Inc. has been granted a pioneer preference for a portion of the 1150 MHz New York BTA, of which 850 MHz was subsequently sold to Winstar Communications, Inc.

(11) GWCS may provide any fixed or mobile communications service except Broadcast services, Radiolocation services, and Satellite services on their assigned frequency. These include but are not limited to voice, video, and data transmission, private microwave, broadcast auxiliary, and ground-to-air voice and video.

**Table 1B: FCC Auctions Summary
Auction Results**

Auction Number(s) and Name	Total Winning Bids (1)	Bid Price (dollars per person per MHz)	Auction Duration			Number of Winning Bidders
			Began	Ended	# Rounds	
1 Nationwide Narrowband PCS	\$650,306,674	\$3.10	7/25/94	7/29/94	47	6
2 Interactive Video and Data Service	\$213,892,375	\$0.85	7/28/94	7/29/94	Oral Outcry	178
3 Regional Narrowband PCS	\$392,706,797	\$3.46	10/26/94	11/8/94	105	9
4 A & B block Broadband PCS	\$7,721,184,171	\$0.52	12/5/94	3/13/95	112	18
5 C block Broadband PCS (2)	\$10,071,708,841.50	\$1.33	12/18/95	5/6/96	184	89
10	\$904,607,466.75	\$1.94	7/3/96	7/16/96	25	7
22	\$409,936,425.00	\$0.15	3/23/99	4/15/99	78	57
6 Multichannel Distribution Service	\$216,239,603	\$0.067 (3)	11/13/95	3/28/96	181	67
7 900 MHz Specialized Mobile Radio	\$204,267,144	\$0.24 (3)	12/5/95	4/15/96	168	80
8 Digital Broadcast Service	\$682,500,000	\$0.0062	1/24/96	1/25/96	19	1
9 Digital Broadcast Service	\$52,295,000	\$0.0006	1/25/96	1/26/96	25	1
11 D, E, & F block Broadband PCS (4)	\$2,517,439,565	\$0.33	8/26/96	1/14/97	276	125
22	\$2,904,520	\$0.10	3/23/99	4/15/99	78	6
12 Cellular Unserved	\$1,842,533	n/a	1/13/97	1/21/97	36	10
13 Interactive Video and Data Service	(5)	(5)	(5)	(5)	(5)	(5)
14 Wireless Communications Service	\$13,638,940	\$0.0018	4/15/97	4/25/97	29	17
15 Digital Audio Radio Service	\$173,234,888	\$0.0274	4/1/97	4/2/97	25	2
16 Upper 800 MHz Specialized Mobile Radio	\$96,232,060	\$0.04	10/28/97	12/8/98	235	14
17 Local Multipoint Distribution	\$578,663,029	\$0.0018	2/18/98	3/25/98	127	104
23 Service	\$45,064,450		4/27/99	5/12/99	43	40
18 220 MHz	\$21,650,301	\$0.06	9/15/98	10/22/98	173	44
24			6/8/99			
19 General Wireless Communications Service	(6)	(6)	(6)	(6)	(6)	(6)
20 VHF Public Coast	\$7,459,200	\$0.06 to \$0.08	12/3/98	12/14/98	44	4
21 Location and Monitoring Service	\$3,438,294	\$0.001	2/23/99	3/5/99	54	4

Source: Federal Communications Commission

(1) Total Winning Bids includes high bids from the auction (net of any bidding credits) plus the price paid for any pioneer preference licenses.
(2) C block broadband PCS was auctioned in three auctions. Please note that because licenses are in more than one auction, simply summing together the figures for Total Winning Bids, Bid Price, and Number of Winning Bidders will result in over counting.

(3) Estimated to adjust for encumbered spectrum.

(4) DEF block broadband PCS was auctioned in two auctions. Please note that because licenses are in more than one auction, simply summing together the figures for Total Winning Bids, Bid Price, and Number of Winning Bidders will result in over counting.

(5) The second IVDS auction was postponed on January 29, 1997.

(6) The General Wireless Communications auction was postponed on April 24, 1998.

Table 2: 220 MHz Auction Results

Bidder Name	Licenses	POPs	Net High Bids
220 MHz Bidding Consortium	37	114,629	\$728,175
Active Communications, Inc.	1	695	\$1,625
AreaWide Communications Inc.	5	6,756	\$31,330
Berkeley Electric Co-op, Inc.	18	11,731	\$137,000
Carolina Wireless Dispatch, Inc.	10	12,431	\$59,250
cellutech	2	1,051	\$3,380
Com/Rad Inc.	4	1,750	\$8,255
Communications Specialists, Inc.	5	7,532	\$11,182
Comtran Associates Inc.	1	23,919	\$36,000
DeltaCom, Inc.	6	20,588	\$24,261
Dispatch & Data of Ohio, Inc.	1	4,565	\$4,451
FM Communications, Inc.	1	1,530	\$1,625
Garnette Communications o/o David G Boyle	2	403	\$3,640
Georgia 220 MHZ Alliance, LLC	4	10,426	\$16,380
Gulf Coast Electronics, Inc.	1	523	\$1,625
Herbert J. Schock & Nancy J. Douglas	2	4,005	\$8,128
Intek License Acquisition Corp.	181	1,058,095	\$12,153,407
Intellicom Bidding Consortium	19	112,412	\$417,105
KDR, INC.	18	42,896	\$265,525
Knox LaRue, Sr.	3	4,273	\$29,640
Longhorn Communications Incorporated	21	109,468	\$390,608
Millenium 2000, Inc.	2	1,549	\$24,895
Mobile Communications Service of Miami, Inc.	1	4,538	\$85,150
Nancy J. Douglas	1	2,365	\$19,500
Net Radio Group Communications, LLC	126	274,607	\$1,124,370
Nextel 220 License Acquisition Corp.	68	58,121	\$266,079
Oliver M. Collins	4	3,542	\$21,710
Philip Adler	6	64,612	\$397,995
Radio Comm Services Inc.	5	6,702	\$175,110
Raleigh Radio-Data SMR Operating Partnership	6	5,242	\$20,670
Repeater Network Spectrum Aq., Inc.	39	61,166	\$377,500
Rush Network Corp.	10	14,308	\$64,935
S. K. Warren Communications, Inc.	6	33,858	\$354,250
Shell Offshore Services Company	14	10,561	\$72,700
Sophia Licensee, Inc.	11	400,455	\$3,158,545
Supreme Radio Communications, Inc.	8	4,288	\$30,355
Tampa Bay Communications Inc.	1	2,068	\$3,835
The Champaign Telephone Company	5	7,579	\$66,450
Triangle Communications, Inc.	5	3,941	\$11,775
Tuchman & Brown Investment Inc. No.2	2	4,007	\$24,700
Two-Twenty Auction Company, Inc.	18	209,774	\$884,455
US MobilComm, Inc.	5	28,819	\$65,650
Winsome Inc.	1	1,935	\$4,225
Wireless Communication Technologies Inc.	7	14,911	\$62,855

Source: Federal Communications Commission

Table 3: VHF Public Coast Auction Results

Bidder Name	Licenses	POPs	Net High Bids
Data Radio Management Co., Inc.	3	4,221,966	\$247,650
SMR Systems, Inc.	1	213,430	\$16,900
Warren C. Havens	13	8,419,083	\$390,650
WJG MariTEL Corporation	9	235,863,260	\$6,804,000

Source: Federal Communications Commission

Table 4: Location and Monitoring Service Auction Results

Bidder Name	Licenses	POPs	Net High Bids
FCR, Inc.	5	n/a	\$74,915
Metro-Trak, LLC	2	n/a	\$446,550
Progeny LMS, LLC	230	n/a	\$2,363,766
Warren C. Havens	52	n/a	\$553,063

Source: Federal Communications Commission

Table 5: C, D, E, and F Block Broadband PCS License Auction

Bidder Name	Total High Bids	POPs	Net High Bids
ABC Wireless, L.L.C.	64	14,423,155	\$30,211,639
Adams Telcom, Inc.	1	177,213	\$700,500
Alpine PCS, Inc.	1	755,580	\$3,243,000
American Wireless, L.L.C.	7	3,190,708	\$7,234,163
BCN Communications, L.L.C.	3	6,470,018	\$13,305,000
Beta Communications, L.L.C.	3	2,914,107	\$12,933,000
BRK Wireless Company, Inc.	2	569,884	\$2,205,000
C.T. Cube, Inc.	3	443,608	\$1,805,400
Century Personal Access Network, Inc.	1	646,736	\$881,000
CFW Communications Company	6	941,089	\$745,276
Chandu Patel dba Center Point PCS	1	309,515	\$453,050
Chariton Valley Communication Corporation, Inc.	3	387,503	\$730,150
Cherokee PCS, Inc.	2	235,893	\$1,336,266
Comcell, Inc.	1	209,339	\$945,750
Comet Wireless Inc.	3	305,122	\$57,394
ComScape Communications, Inc.	4	581,304	\$186,305
Conestoga Wireless Company, Inc.	5	962,252	\$1,150,605
ConnectBid, LLC	1	1,123,678	\$1,924,566
Cook Inlet/VoiceStream PCS LLC	28	18,844,278	\$192,254,957
Cross Telephone Company	2	199,181	\$139,739
Denton County Electric Cooperative, Inc.	2	543,117	\$3,979,000
Eliska Wireless, Inc.	2	1,600,694	\$6,461,250
Elkhart Telephone Co., Inc.	1	53,960	\$25,500
Entertainment Unlimited, Inc.	2	956,867	\$2,613,750
Glenn W. Ishihara	9	943,327	\$1,035,750
Global Telecommunications International, Inc.	1	57,684	\$223,500
GW Wireless, Inc.	2	265,373	\$242,250
Highland Cellular, Inc.	4	1,383,697	\$1,485,893
Iowa Network Services, Inc.	1	148,331	\$391,000
IT&E Overseas, Inc.	2	176,000	\$74,776
Leap Wireless International, Inc.	36	11,271,377	\$18,722,344
MCG PCS, Inc.	2	2,022,935	\$1,846,250
Midwest Wireless Communications, L.L.C.	3	431,471	\$287,300
New Mexico RSA 6-III Partnership	2	104,370	\$346,500
North Alabama Cellular, LLC	4	907,319	\$2,017,147
Northeast Communications of Wisconsin, Inc.	5	461,505	\$578,000
OPCS Three, LLC	34	18,858,695	\$45,071,938
OPM Auction Co.	6	1,514,250	\$4,048,550
Pegasus PCS Partners, L.P.	1	1,351,600	\$4,822,000
Personal Communications Services, Inc.	1	56,981	\$40,500
Pine Belt PCS, Inc.	1	324,397	\$123,596
PinPoint Wireless, Inc.	1	36,618	\$45,000
Pioneer Telephone Association, Inc.	1	65,059	\$42,500
Redwood Wireless Corporation	7	720,097	\$813,264
RTSC Communications, Inc.	2	101,705	\$54,400
S & S Communications	1	79,415	\$104,250
Shenandoah Mobile Company	1	128,910	\$607,750
Telepak, Inc.	2	2,011,911	\$6,953,000
TLA Spectrum, LLC	1	243,888	\$1,602,000
Vincent D. McBride	1	113,943	\$23,222
Viper Wireless, Inc.	6	4,768,737	\$32,285,993
VMN Consortium	2	137,284	\$40,650
West Enfield Communications, Inc.	1	165,671	\$41,677
Westel, L.P.	4	550,845	\$466,841
Wireless Communications Venture	3	256,264	\$103,700
Wireless II, L.L.C.	2	185,359	\$74,144
Zuma PCS, Inc.	5	1,862,761	\$2,703,000

Source: Federal Communications Commission

Table 6: Local Multipoint Distribution Service Re-Auction

Bidder Name	Total High Bids	POPs	Net High Bids
ABS LMDS Venture	1	122,988	\$127,050
Ace Link Telecommunication, Inc.	2	323,434	\$651,950
Actel Corporation	4	868,656	\$1,610,000
Adams Telcom, Inc.	1	177,213	\$244,200
AirCom Communication Consultants, Inc.	7	841,994	\$1,545,500
Airlinx, G.P.	2	328,783	\$359,150
Bluegrass Telecom, L.L.C.	1	222,748	\$509,000
Cloudnine Communications, Inc.	31	4,556,808	\$4,148,100
Command Connect, LLC	5	1,073,405	\$1,185,000
CRH Consortium	3	471,859	\$744,000
Duckhorn Broadcasting, Inc.	3	219,964	\$125,950
Eastern Illini Electric Cooperative	3	463,595	\$721,500
EER Systems Incorporated	4	955,027	\$1,758,000
Fleming-Mason Service Corporation	1	217,082	\$86,450
Grand Connectivity L.L.C.	7	2,701,219	\$2,674,650
Highland Cellular, Inc.	6	1,336,130	\$1,289,200
HighSpeed.Com, L.L.C.	2	858,257	\$1,486,650
KINI L.C.	1	143,408	\$793,000
Lightspeed Communications, LP	2	3,521,846	\$2,801,700
LMDS Communications Inc.	12	1,560,602	\$990,550
LMDS Ventures	2	788,647	\$606,100
LORALEN CORP LLC	2	471,425	\$336,050
Madison County Telephone Company	1	282,187	\$277,750
Mary J Kuiken	2	408,667	\$305,800
McLeodUSA, Incorporated	13	2,965,367	\$4,963,000
Message Express Company	2	579,925	\$664,950
Miles Communications, Inc.	2	244,070	\$201,300
Moline Dispatch Publishing Company, L.L.C.	2	831,770	\$1,801,500
NettWork Consulting, LLC	1	215,795	\$178,750
Network Wireless	2	232,364	\$111,100
New Wave Networks, L.L.C.	5	577,043	\$741,950
PIONEER CONSOLIDATED, INC.	1	115,066	\$134,750
Rainier Cable, Inc.	2	387,538	\$797,500
Sunshine LMDS Network, Inc.	4	1,395,666	\$1,341,450
TLA Spectrum, LLC	13	2,542,102	\$7,039,000
Totelcom of Oklahoma, Inc.	3	273,761	\$224,400
Townes Telecommunications, Inc.	1	222,526	\$536,000
VERSO LMDS, LLC	2	603,974	\$283,800
West Carolina Rural Telephone Cooperative, Inc.	2	373,555	\$353,650
Wytec, Incorporated	1	254,696	\$314,050

Source: Federal Communications Commission

APPENDIX B: MOBILE TELEPHONY

Table of Contents

Table 1: CTIA's Semi-Annual Mobile Telephone Industry Survey	B-2
Tables 2A-2B: Mobile Telephone Industry New Entrant Rollout Summary	B-3
Table 3: Mobile Telephone Industry Top 50 Operators	B-4
Table 4: Top 25 Mobile Telephone Operators by Subscribers	B-6
Table 5: Estimated U.S Digital Mobile Telephone Subscribers	B-7
Table 6: Quarterly Mobile Telephone Subscriber Growth	B-8
Table 7: Mobile Telephone Industry Subscriber Churn.....	B-9
Table 8: Mobile Telephone Digital Coverage	B-10
Tables 9A - 9E: Cellular Industry Financial Summary.....	B-11
Table 10: Broadband PCS Industry Growth.....	B-16
Table 11: Broadband PCS Operator Capital Expenditures: 1995 – 1998	B-17
Table 12: Broadband PCS Operator Income Data: 1995 – 1998	B-18
Tables 13A-13D: Broadband PCS Rollout Summary	B-19
Table 14: Potential New Broadband PCS Competition in the 20 Most Populated BTAs	B-21
Table 15: Top 20 Mobile Telephone Resellers: 1995 and 1996	B-22

Table 1: CTIA's Semi-Annual Mobile Telephone Industry Survey

Date	Estimated Subscribers	Total Six- Month Service Revenues (000s)	Roamer Services Revenues	Cell Sites	Employees	Cumulative Capital Investment (000s)	Average Local Monthly Bill
Jan 85	91,600	\$178,085		346	1,404	\$354,760	
June 85	203,600	\$176,231		599	1,697	\$588,751	
Dec 85	340,213	\$306,197		913	2,727	\$911,167	
June 86	500,000	\$360,585		1,194	3,556	\$1,140,163	
Dec 86	681,825	\$462,467		1,531	4,334	\$1,436,753	
June 87	883,778	\$479,514		1,732	5,656	\$1,724,348	
Dec 87	1,230,855	\$672,005		2,305	7,147	\$2,234,635	\$96.83
June 88	1,608,697	\$886,075		2,789	9,154	\$2,589,589	\$95.00
Dec 88	2,069,441	\$1,073,473	\$89,331	3,209	11,400	\$3,274,105	\$98.02
June 89	2,691,793	\$1,406,463	\$121,368	3,577	13,719	\$3,675,473	\$85.52
Dec 89	3,508,944	\$1,934,132	\$173,199	4,169	15,927	\$4,480,141	\$83.94
June 90	4,368,686	\$2,126,362	\$192,350	4,768	18,973	\$5,211,765	\$83.94
Dec 90	5,283,055	\$2,422,458	\$263,660	5,616	21,382	\$6,281,596	\$80.90
June 91	6,380,053	\$2,653,505	\$302,329	6,685	25,545	\$7,429,739	\$74.56
Dec 91	7,557,148	\$3,055,017	\$401,325	7,847	26,327	\$8,671,544	\$72.74
June 92	8,892,535	\$3,633,285	\$436,725	8,901	30,595	\$9,276,139	\$68.51
Dec 92	11,032,753	\$4,189,441	\$537,146	10,307	34,348	\$11,262,070	\$68.68
June 93	13,067,318	\$4,819,259	\$587,347	11,551	36,501	\$12,775,967	\$67.31
Dec 93	16,009,461	\$6,072,906	\$774,266	12,805	39,775	\$13,946,406	\$61.48
June 94	19,283,306	\$6,519,030	\$778,116	14,740	45,606	\$16,107,920	\$58.65
Dec 94	24,134,421	\$7,710,890	\$1,052,666	17,920	53,902	\$18,938,677	\$56.21
June 95	28,154,415	\$8,740,352	\$1,120,337	19,833	60,624	\$21,709,286	\$52.45
Dec 95	33,785,661	\$10,331,614	\$1,422,233	22,663	68,165	\$24,080,466	\$51.00
June 96	38,195,466	\$11,194,247	\$1,314,943	24,802	73,365	\$26,707,046	\$48.84
Dec 96	44,042,992	\$12,440,724	\$1,465,992	30,045	84,161	\$32,573,522	\$47.70
June 97	48,705,553	\$13,134,551	\$1,392,440	38,650	97,039	\$37,454,294	\$43.86
Dec 97	55,312,293	\$14,351,082	\$1,581,765	51,600	109,387	\$46,057,911	\$42.78
June 98	60,831,431	\$15,286,660	\$1,584,891	57,674	113,111	\$50,178,812	\$39.88
Dec 98	69,209,321	\$17,846,515	\$1,915,578	65,887	134,754	\$60,542,774	\$39.43

Source: *Wireless Industry Posts 'Astonishing' Subscriber Increase 13,897,028 New Subscribers in 1998*, News Release, Cellular Telecommunications Industry Association, April 1, 1999.

Tables 2A - 2B: Mobile Telephone Industry New Entrant (1) Rollout Summary

Table 2A: Estimated Mobile Telephone New Entrant (1) Rollouts by Number of Launches

Number of Providers in a BTA	Number of BTAs	POPs Contained in Those BTAs (2)	% of Total US POPs
1	116	28,100,071	11.1%
2	87	26,190,530	10.4%
3	80	95,000,108	37.6%
4	45	82,580,227	32.7%
5	8	10,000,492	4.0%
Total	336	241,871,428	95.8%

Table 2B: Estimated Mobile Telephone New Entrant (1) Rollouts by Market Size

Size of BTAs	Number of BTAs	Percent of BTAs in Quartile	POPs in Those BTAs (2)	Percent of POPs in Quartile
1st Quartile	120	97.6%	190,662,794	99.2%
2nd Quartile	101	82.1%	27,626,916	82.8%
3rd Quartile	65	52.8%	9,605,010	54.1%
4th Quartile	50	40.3%	3,976,216	42.9%

Source: Federal Communications Commission estimates based on publicly available information.

Notes:

- 1) For the analysis, mobile telephone new entrants are defined as broadband PCS operators plus Nextel Communications.
- 2) POPs from the 1990 Census.

Table 3: Mobile Telephone Industry Top 50 Operators
(In Millions)

Company	Cellular POPs (1)	ABC POPs (1)	DEF POPs (1)	Broadband POPs (2)		Broadband MHz- POPs (3)		Unduplicated Brdbnd. POPS (4)	
				Total	Rank	Total	Rank	Total	Rank
AT&T	81.29	114.85	151.70	347.84	1	6,609.25	1	235.98	2
Sprint PCS		188.89	90.87	279.76	2	6,575.37	2	265.05	1
Nextel Comm.				230.00	3	2,300.00	4	230.00	3
Nextwave Telecom		111.87	53.86	165.73	4	3,894.69	3	165.73	4
Omnipoint Comm.		32.67	98.98	131.65	5	1,772.11	8	93.71	5
AirTouch Comm. (5)	64.67		21.03	85.70	6	1,827.05	6	64.67	8
SBC (6)	45.36	35.55	2.29	83.20	7	2,223.28	5	83.20	6
Western Wireless (7)	7.73	19.99	46.43	74.15	8	1,210.85	12	73.17	7
ALLTEL	35.28		32.40	67.68	9	1,206.05	13	55.63	13
GTE Mobilnet	52.32	11.08		63.40	10	1,640.33	9	61.81	9
BellSouth	38.91	7.72	13.59	60.22	11	1,340.16	11	58.64	11
Primeco		59.08		59.08	12	1,772.31	7	59.08	10
Bell Atlantic (5)	56.80			56.80	13	1,420.00	10	56.80	12
Northcoast Oper. Co.			47.86	47.86	14	478.64	19	47.86	14
Powertel	0.33	17.80	12.74	30.87	15	669.62	16	24.54	19
Ameritech (6)	22.00	8.26		30.26	16	797.76	15	30.11	15
Century Tele. Ent.	9.77		19.72	29.49	17	441.46	20	29.40	16
Aerial Comm.		27.87		27.87	18	836.14	14	27.49	17
US Cellular	25.27			25.27	19	631.67	17	25.27	18
US West		3.56	20.16	23.72	20	237.19	25	23.72	20
Aerforce			21.82	21.82	21	218.18	26	21.55	21
General Wireless	20.38			20.38	22	509.38	18	20.38	22
Comcast (6)	8.26		9.91	18.17	23	305.53	21	11.56	28
Rivgam Comm.			17.32	17.32	24	173.22	29	17.32	23
Telecorp PCS (8)		9.89	4.94	14.83	25	247.15	23	14.83	24
Cook Inlet/WW (SEC) (7)		2.98	9.83	12.81	26	142.95	32	12.81	25
Triton PCS (8)	0.91	11.01		11.92	27	242.90	24	11.92	26
Mercury PCS (PK)		2.50	9.16	11.65	28	129.03	34	11.65	27
Centennial Cellular	7.00	3.77		10.77	29	288.06	22	10.77	29
Dobson Comm. (SEC)	5.58		4.20	9.78	30	181.39	28	9.78	30
Devon Mobile (PK)		0.95	8.54	9.49	31	99.70	40	9.49	31
Urban Comm. PCS (PK)		3.47	4.42	7.89	32	148.28	31	7.89	32
21st Cent. Telesis (PK)		4.32	3.51	7.83	33	99.83	39	7.83	33
Radiofone	2.19		5.22	7.41	34	106.98	38	7.41	34
Pocket Comm.		7.33		7.33	35	109.89	37	7.33	35
Magnacom (PK)		1.77	5.47	7.23	36	81.17	43	7.23	36
McLeod, Inc.			7.15	7.15	37	71.47	46	7.15	37
Puerto Rico Telephone (9)	3.52		3.52	7.04	38	123.27	35	3.52	46
Vanguard Cellular	6.80			6.80	39	170.11	30	6.80	38
Chase Telecom		6.16		6.16	40	184.89	27	6.16	39
American Cellular	5.17			5.17	41	129.35	33	5.17	40
Clearcomm		5.12		5.12	42	76.78	45	5.12	41
Poka Lambro (PK)	0.06	1.34	3.29	4.69	43	54.58	49	4.69	42
DCC PCS (PK)			4.49	4.49	44	44.85	51	4.49	43
Texas Utilities		4.10		4.10	45	122.98	36	4.10	44
Commnet (SEC)	3.88			3.88	46	97.00	41	3.88	45
CC Puerto Rico	3.30			3.30	47	82.53	42	3.30	47
Cincinnati Bell (8)		3.20		3.20	48	63.96	48	3.20	48
Price Comm.	3.18			3.18	49	79.39	44	3.18	49
Rural Cellular	2.36	0.59		2.95	50	70.71	47	2.95	50

Notes:

- (1) All of the operators' POPs equal their total net POPs. Net POPs are calculated for each individual license by multiplying that license's population by the operator's percentage ownership of the license.
- (2) Broadband POPs are the sum of cellular, ABC block PCS, and DEF block PCS POPs.
- (3) Broadband MHz-POPs equals cellular POPs multiplied by 25 MHz plus AB block PCS POPs multiplied by 30 MHz plus C block PCS POPs multiplied by either 15 MHz or 30 MHz plus DEF block PCS POPs multiplied by 10 MHz.
- (4) Unduplicated POPs adjusts Broadband POPs to account for a licensee having multiple licenses in the same geographic area.
- (5) PrimeCo is owned by AirTouch (50%), Bell Atlantic (50%).
- (6) SBC Communications has announced plans to merge with both Ameritech and Comcast.
- (7) Cook Inlet Western is a joint venture in which Western Wireless owns 49.9%.
- (8) Telecorp, Triton PCS and Cincinnati Bell have entered into joint ventures with AT&T
- (9) Acquired by GTE.

Sources: Unless otherwise noted, Dennis Leibowitz et al, THE WIRELESS COMMUNICATIONS INDUSTRY, Donaldson, Lufkin & Jenrette, Winter 1998/1999, at 100-173.

PK - Paul Kagan Associates, Inc., *Tops in Wireless POPs*, WIRELESS MARKET STATS, Aug. 25, 1997, at 8-9. These figures have been adjusted for the June 1998 C block elections.

SEC - Filings made with the Securities and Exchange Commission.

Nextel Broadband POPs - Paul Kagan Associates, Inc., *Tops in Wireless POPs*, WIRELESS MARKET STATS, Aug. 25, 1997, at 8.

Nextel Broadband MHz-POPs - Calculated assuming an average of 10 MHz across all licenses. See John M. Bensché & Briar Mewbourne, *Nextel Communications: Initiating Coverage*, Wireless Services, Lehman Brothers, Sep. 3, 1997, at 8.

**Table 4: Top 25 Mobile Telephone Operators by Subscribers
(in thousands)**

Year-End 1997				Year-End 1998			
Operator	Cellular	PCS	Total	Operator	Cellular	PCS	Total
1 AT&T (2)	5,931	88	6,019	AirTouch	7,915	0	7,915
2 SBC	5,068	365	5,433	AT&T (2)	6,635	563	7,198
3 Bell Atlantic	5,356	0	5,356	SBC	5,924	846	6,770
4 BellSouth	4,900	141	5,041	Bell Atlantic	6,201	0	6,201
5 GTE	4,487	(1)	4,487	BellSouth	4,575	326	4,901
6 AirTouch	4,309	0	4,309	GTE	4,817	(1)	4,817
7 Ameritech	3,177	0	3,177	ALLTEL	4,009	(1)	4,009
8 360 Communications	2,583	0	2,583	Ameritech	3,577	(1)	3,577
9 US West Media Group	2,374	0	2,374	Nextel	0	0	2,790
10 US Cellular	1,710	0	1,710	Sprint PCS	0	2,590	2,590
11 Nextel	0	0	1,271	US Cellular	2,183	0	2,183
12 ALLTEL	941	0	941	Western Wireless	660	322	983
13 Sprint PCS	0	883	883	PrimeCo	0	902	902
14 Comcast	783	0	783	Comcast	815	0	815
15 Western Wireless	520	129	649	Vanguard Cellular	664	0	664
16 Vanguard Cellular	645	0	645	Century Tele. Ent.	624	0	624
17 Century Tele. Ent.	570	0	570	Centennial Cellular	286	99	385
18 SNET	457	0	457	Price Communications	382	0	382
19 PrimeCo	0	387	387	Omnipoint	0	376	376
20 Price Communications	310	0	310	CommNet Cellular	359	0	359
21 Commnet Cellular	290	0	290	Dobson Comm.	347	0	347
22 Centennial Cellular	218	51	269	American Cellular	334	0	334
23 American Cellular	244	0	250	Powertel	29	295	324
24 CCPR	196	0	196	Aerial Comm.	0	312	312
25 Aliant Communications	183	0	183	Aliant Comm.	303	0	303

Sources: Publicly available company documents such as operators' news releases and filings made with the Securities and Exchange Commission.

Notes:

- 1) Indicates that the operator has broadband PCS based systems but does not report those subscribers separately.
- 2) AT&T's PCS subscriber total is the average of estimates made by Merrill Lynch, SalomonSmith Barney, Toronto-Dominion, and Paul Kagan Associates.

Table 5: Estimated U.S Digital Mobile Telephone Subscribers

Technology	1997 Subscribers	1998 Subscribers	Percent Change
GSM Subs	1,200,000	2,700,000	125%
TDMA Subs	3,800,000	8,000,000	111%
CDMA Subs	1,400,000	6,400,000	357%
iDEN Subs	1,300,000	2,900,000	123%
Total Digital Subs	7,700,000	20,000,000	160%
Percent of Total	14%	29%	107.6%
Analog Cellular Subs	47,600,000	49,200,000	3%
Percent of Total	86%	71%	-17%
Total Mobile Phone Subs	55,300,000	69,200,000	25%

Sources:

CDMA: 1997 – CDMA Development Group, *Survival of the Fittest*, (visited Feb. 11, 1999) <<http://www.cdg.org/magazines/spectrum/us.html>>. 1998 – *cdmaOne Subscribers reach Almost 23 Million Globally; All Regions Showing Substantial Growth*, New Release, CDMA Development Group, Feb. 8, 1999. The figures for both years were reported for North America as a whole. They were adjusted for the United States by removing the publicly available CDMA subscriber totals of BCE Mobile Communications, Inc. and Clearnet Communications, Inc.

TDMA: 1997 – *Universal Wireless Communications Consortium (UWCC) Announces Over 100 Percent Worldwide Subscriber Growth for TDMA in 1998*, News Release, Universal Wireless Communications Consortium, Apr. 6, 1999. 1998 – Email from Universal Wireless Communications Consortium personnel, Feb. 15, 1999. The figures for both years were reported for North America as a whole. They were adjusted for the United States by removing the publicly available TDMA subscriber totals of Rogers Cantel Mobile Communications, Inc.

GSM: 1997 – *GSM Customers to Hit 100 Million Mark in 1998*, News Release, GSM MoU Association, Feb. 18, 1998. 1998 – *GSM Continues Record Growth in North America; Customers Top 3 Million in United States & Canada*, News Release, North American GSM Alliance L.L.C., Feb. 8, 1999. The figures for both years were reported for North America as a whole. They were adjusted for the United States by removing the publicly available GSM subscriber totals of Microcell Telecommunications, Inc.

iDEN: The iDEN figures are the combined digital SMR subscriber totals for Nextel and Southern Company (“Southern”). Southern’s 1997 figure is estimated and the 1998 figure is as of November 1998. Nextel: *Nextel Reports 1998 Results*, News Release, Nextel Communications, Inc., Feb. 23, 1999. Southern: *Southern LINC Hits 100,000th Customer Milestone*, News Release, Southern Company, Nov. 5, 1998.

Total Mobile Telephone Subs: Appendix B, Table 1, p. B-2.

Table 6: Quarterly Mobile Telephone Subscriber Growth

	95Q4	96Q1	96Q2	96Q3	96Q4	97Q1	97Q2	97Q3	97Q4	98Q1	98Q2	98Q3	98Q4
Cellular													
AirTouch (6)	2,262	2,392	2,550	3,072	3,403	3,550	3,745	3,901	4,309	4,560	7,290	7,461	7,915
AT&T (1)	3,950	4,232	4,539	4,784	5,204	5,325	5,542	5,747	5,931	6,023	6,233	6,417	6,635
Bell Atlantic	3,356	3,575	3,822	4,054	4,410	4,634	4,875	5,064	5,356	5,483	5,707	5,914	6,201
SBC (3)	3,659	3,807	3,961	4,125	4,398	4,623	4,781	4,890	5,068	5,090	5,188	5,234	5,924
GTE	3,011	3,094	3,243	3,393	3,749	4,009	4,151	4,286	4,487	4,545	4,631	4,685	4,817
BellSouth (3)	3,559	3,791	4,018	4,142	4,460	4,645	4,836	4,860	4,900	5,027	5,222	5,399	4,575
ALLTEL	625	663	708	738	795	844	890	921	941	977	1,010	3,863	4,009
Ameritech	1,891	2,043	2,185	2,293	2,512	2,709	2,856	2,970	3,177	3,345	3,462	3,576	3,600
US Cellular	710	785	860	940	1,073	1,164	1,263	1,357	1,710	1,817	1,922	2,018	2,183
Comcast	665	705	746	745	762	766	768	766	783	790	799	810	815
Vanguard (3) (4)	381	405	430	461	513	540	580	615	645	667	692	678	664
Western Wireless	210	239	264	290	324	351	390	426	520	547	583	620	660
Century Tele. Ent. (5)	290	307	325	337	368	380	398	430	570	576	584	592	624
Price Comm.	212	227	244	262	280	311	326	337	310	327	347	364	382
Commnet	168	181	195	211	230	244	257	275	290	307	320	336	359
Dobson Comm.	27	30	30	32	34	79	96	85	100	110	151	163	347
American Cellular	73	89	110	126	140	169	191	214	244	264	286	305	335
Aliant Comm.	110	118	126	133	147	154	161	170	183	271	281	290	303
CCPR	116	128	139	150	159	167	176	182	196	212	234	265	302
Centennial	116	128	135	141	160	177	187	199	218	238	253	268	286
Rural Cellular (4)	27	31	36	39	45	48	77	80	85	87	92	176	187
Powertel	39	40	42	44	48	50	24	25	26	27	28	28	29
360 Comm.	1,502	1,643	1,750	1,851	2,156	2,281	2,379	2,450	2,583	2,644	2,733	0	0
US West MG	1,339	1,437	1,557	1,664	1,873	1,984	2,073	2,200	2,374	2,424	0	0	0
Sygnel Wireless	45	48	51	54	107	114	121	130	143	148	157	167	0
	28,340	30,137	32,066	34,082	37,350	39,317	41,144	42,580	45,148	46,506	48,206	49,629	51,151
		1,798	1,929	1,655	3,268	1,967	1,827	1,435	2,481	1,358	1,700	1,381	2,118
Broadband PCS													
Sprint PCS (2)					1	46	116	281	890	1,110	1,370	1,750	2,590
PrimeCo					37	114	195	260	388	508	598	707	902
SBC Comm.					10	27	137	287	365	446	568	670	846
AT&T							1	22	88	136	251	392	563
Omnipoint						16	42	80	141	190	255	274	376
BellSouth				12	51	81	106	126	141	167	205	249	326
Western Wireless		2	6	18	36	49	74	101	129	165	213	265	322
Aerial Comm.							28	65	125	165	204	231	312
Powertel					15	35	45	66	119	157	181	229	295
US West									15	28	54	104	185
Centennial						7	17	33	51	61	70	86	99
Cincinnati Bell											14	25	56
Intelos												7	12
Rural Cellular													5
Chase Telecomm.													4
APC/Sprint	32	60	90	118	158	181	201	225	0	0	0	0	0
Total	32	62	96	147	308	555	962	1,546	2,451	3,132	3,982	4,987	6,892
Net Adds	32	31	34	51	161	247	408	583	905	681	850	1,005	1,905
Digital SMR													
Nextel Subs	85	129	176	228	300	423	624	947	1,271	1,642	2,042	2,417	2,790
Nextel Net Adds		44	47	52	72	123	202	322	324	371	401	375	373
Tot Net Adds		1,872	2,010	1,758	3,501	2,336	2,437	2,341	3,711	2,410	2,951	2,761	4,396
PCS/Nextel %		4.0%	4.0%	5.8%	6.7%	15.8%	25.0%	38.7%	33.1%	43.6%	42.4%	50.0%	51.8%
Cellular %		96.0%	96.0%	94.2%	93.3%	84.2%	75.0%	61.3%	66.9%	56.4%	57.6%	50.0%	48.2%

Sources: Except as noted, publicly available company documents such as news releases and filings made with the Securities and Exchange Commission.

Notes:

- 1) AT&T's broadband PCS subscriber totals are the average of estimates made by Merrill Lynch, SalomonSmith Barney, Toronto-Dominion, and Paul Kagan Associates.
- 2) APC/Sprint and Sprint PCS subscriber totals prior to 1998 are based on the average of estimates made by: SalomonSmith Barney, Paul Kagan Associates, Inc., and Merrill Lynch.
- 3) Adjustments to the cellular net adds in the fourth quarter of 1998 were made for system divestitures by Vanguard Cellular, the restructuring of BellSouth's subscribership reduction caused by the restructuring of its joint ventures with AT&T, and SBC Communications' acquisition of Southern New England Telecommunications.
- 4) Adjustments to the cellular net adds in the third quarter of 1998 were made for system divestitures by Vanguard Cellular and system acquisitions by Rural Cellular.
- 5) Adjustments to the cellular net adds in the fourth quarter of 1997 were made for Century Telephone Enterprises' acquisition of Pacific Telecom.
- 6) Adjustments to the cellular net adds in the third quarter of 1996 were made for system acquisitions by AirTouch.

Table 7: Mobile Telephone Industry Subscriber Churn

	1996	1997	1998
Cellular			
ALLTEL	1.95%	2.04%	2.12%
American Cellular	1.60%	1.80%	1.80%
Bell Atlantic	1.80%	1.73%	1.85%
Century Tele. Ent.	2.37%	2.31%	2.23%
Dobson Comm.	1.83%	1.89%	2.00%
Powertel	1.60%	1.60%	1.90%
Price Comm.	1.84%	1.87%	1.91%
Rural Cellular	1.30%	1.60%	1.50%
US Cellular	1.90%	1.90%	1.90%
Vanguard Cellular	2.20%	2.20%	2.00%
Weighted Average	1.89%	1.89%	1.95%
Broadband PCS			
Powertel		3.70%	4.10%
Omnipoint (1) (2)		2.70%	4.50%
Aerial Comm. (2)		3.40%	5.50%
Western Wireless (2)		3.00%	2.40%
Centennial (3)		2.60%	4.60%
Weighted Average		3.20%	4.20%
Digital SMR			
Nextel	1.00%	1.30%	1.80%

Source: Publicly available company documents such as news releases and filings made with the Securities and Exchange Commission or

Note:

- (1) Excluding 30 day returns (prepaid customers).
- (2) Source: *See* Tomas J. Lee, *1Q99 Quarterly Preview*, Equity Research United States, SalomonSmith Barney, Inc., Apr. 14, 1999 and Tomas J. Lee, *Mobile Metrics – Fall 1998*, Equity Research United States, SalomonSmith Barney, Inc., Sep. 21, 1998.
- (3) Centennial's figures are for the 12 months ending in May of each year.

Table 8: Mobile Telephone Digital Coverage

Technology	Band	Number of License Areas	POPs in Those License Areas (3)	% of Total POPs
CDMA	Broadband PCS (1)	210	199,804,727	79.1%
	Digital Cellular (2)	148	145,292,249	57.5%
	Combined Total	-	208,497,555	82.4%
TDMA	Broadband PCS (1)	48	68,400,640	27.1%
	Digital Cellular (2)	293	163,531,737	64.7%
	Combined Total	-	191,625,143	75.8%
GSM	Broadband PCS (1)	231	174,533,734	69.1%
iDEN	Digital SMR (1)	187	191,547,195	75.8%

Source: Federal Communications Commission estimates based on publicly available information.
Notes:

- (1) The license areas used for broadband PCS and digital SMR are BTAs.
- (2) The license areas used for digital cellular are MSAs and RSAs.
- (3) The POPs are from the 1990 census.

Tables 9A - 9E: Cellular Industry Financial Summary

**Table 9A:
Cellular Operator Year-End Subscribership - 1995 to 1998 (1)**

	1995	Percent Change	1996	Percent Change	1997	Percent Change	1998	Percent Change
AirTouch (2)	3,601,000	45.0%	5,276,000	50.4%	6,683,000	26.6%	7,915,000	18.4%
AT&T (3)	3,950,000	41.1%	5,204,000	31.7%	6,019,000	15.7%	7,198,000	19.6%
Bell Atlantic	3,356,000	43.4%	4,410,000	31.4%	5,356,000	21.5%	6,201,000	15.8%
SBC (4)	3,982,000	22.3%	4,790,000	20.2%	5,525,000	15.2%	5,924,000	7.2%
GTE (3)	3,011,000	28.7%	3,749,000	24.5%	4,487,000	19.7%	4,817,000	7.4%
BellSouth	3,558,662	30.1%	4,460,000	25.3%	4,900,000	9.9%	4,575,000	-6.6%
ALLTEL (3) (5)	2,126,299	33.3%	2,951,548	27.3%	3,523,839	18.4%	4,008,660	13.8%
Ameritech (3)	1,891,000	45.6%	2,512,000	32.8%	3,177,000	26.5%	3,577,000	12.6%
US Cellular	710,000	68.6%	1,073,000	51.1%	1,710,000	59.4%	2,183,000	27.7%
Comcast	665,000	32.7%	762,000	14.6%	783,000	2.8%	829,000	5.9%
Vanguard Cellular	381,000	55.5%	513,000	34.6%	645,000	25.7%	664,000	2.9%
Western Wireless	209,500	85.7%	324,200	54.7%	520,000	60.4%	660,400	27.0%
Century Tele. Ent.	290,075	37.0%	368,233	26.9%	569,983	54.8%	624,119	9.5%
Price Comm.	211,985	80.8%	279,816	32.0%	309,606	10.6%	381,977	23.4%
Commnet Cellular	168,465	46.6%	229,879	36.5%	289,841	26.1%	358,665	23.7%
Dobson Comm.	71,279	23.9%	140,880	28.9%	243,027	191.8%	347,306	42.9%
American Cellular	73,000	322.0%	139,800	91.5%	243,700	74.3%	334,500	37.3%
Aliant Comm.	109,708	309.7%	146,702	34.5%	182,987	24.6%	302,740	65.4%
Cellular Comm. PR	115,500	69.1%	159,300	37.9%	196,400	23.3%	301,000	53.3%
Centennial Cellular (6)	135,000	20.0%	187,000	38.5%	268,600	43.6%	285,900	6.4%
Rural Cellular	26,764	53.8%	45,094	68.5%	84,600	87.6%	186,892	120.9%
Powertel	38,582	34.8%	47,617	23.4%	25,848	-45.7%	28,989	12.2%
Total	28,681,819	39.3%	37,769,069	31.7%	45,743,431	21.1%	51,704,148	13.0%

Source: Publicly available company documents such as news releases and filings made with the Securities and Exchange Commission.

Notes:

- (1) Unless otherwise noted all figures are consolidated domestic subscribers. Unless notes, no corrections have been made for mergers and acquisitions.
- (2) On April 6, 1998, AirTouch completed its acquisition of US West Media Group's wireless properties. The AirTouch figures for 1995, 1996, and 1997 include the US West subscribers.
- (3) 1997 and/or 1998 figures include subscribers on broadband PCS systems.
- (4) On October 26, 1998, SBC merged with Southern New England Telecommunications. The SBC figures for 1995, 1996, and 1997 include the Southern New England Telecommunications subscribers.
- (5) On July 1, 1998, 360 Communications and ALLTEL merged. The ALLTEL figures for 1995, 1996, and 1997 include the 360 Communications subscribers.
- (6) Centennial Cellular's figures are as of November 30 of each year.

**Table 9B:
Cellular Operator Year-End Subscriber Penetration - 1994 to 1998**

	1994	1995	1996	1997	1998
Airtouch (1)	4.38%	6.22%	8.29%	10.48%	11.72%
Aliant Comm.	7.50%	10.00%	13.20%	16.30%	17.70%
ALLTEL (2)	5.50%	7.60%	9.10%	10.70%	12.00%
American Cellular	1.00%	2.00%	3.60%	5.30%	6.84%
Ameritech (3)	4.93%	7.17%	9.53%	12.09%	13.59%
Bell Atlantic	4.20%	6.00%	7.80%	9.40%	10.80%
BellSouth	5.50%	7.13%	8.90%	10.20%	11.90%
CCPR	2.00%	3.40%	4.10%	5.10%	7.80%
Centennial Cellular (4)	1.97%	2.08%	2.52%	3.39%	4.59%
Century Tele. Ent.	3.33%	4.22%	5.19%	6.30%	6.90%
Comcast	6.80%	8.50%	9.30%	9.50%	10.20%
Commnet Cellular	2.53%	3.59%	5.15%	6.35%	7.82%
Dobson Comm. (5)	4.78%	5.75%	4.81%	6.05%	6.80%
GTE	4.80%	6.30%	7.80%	9.10%	9.70%
Price Comm.	4.58%	6.41%	7.45%	9.40%	11.57%
Rural Cellular	2.90%	4.50%	7.50%	7.60%	8.00%
SBC (6)	7.20%	8.70%	10.50%	11.50%	12.30%
US Cellular	1.98%	3.18%	4.94%	7.11%	8.84%
Vanguard Cellular	3.65%	5.34%	6.77%	8.51%	9.81%
Western Wireless	2.20%	3.60%	5.40%	6.97%	8.69%
Average	5.3%	6.8%	8.5%	10.0%	11.2%
Percent Change		29.5%	24.7%	17.4%	12.3%
Net Growth		1.55%	1.68%	1.48%	1.23%
Percent Change			8.6%	-12.2%	-16.8%

Source: Publicly available company documents such as news releases and filings made with the Securities and Exchange Commission.

Notes:

- (1) The AirTouch figures for 1994-1997 are pro forma figures estimated to include the US West Media Group's operations.
- (2) The ALLTEL figures for 1994-1997 are pro forma figures estimated to include 360 Communications' operations.
- (3) Ameritech's 1994 and 1995 figures are calculated using its 1996 POPs.
- (4) The Centennial Cellular figures are for May of each year.
- (5) The Dobson Communications figures for 1994-1997 are pro forma figures estimated to include Sygnet Wireless' operations.
- (6) The SBC figures for 1994-1997 are pro forma figures estimated to include Southern New England Telecommunications' operations.

**Table 9C:
Cellular Operator Annual Revenues - 1995 to 1998
(in millions) (1)**

	1995	Percent Change	1996	Percent Change	1997	Percent Change	1998	Percent Change
AirTouch (2)	\$2,292.300	35.6%	\$2,965.200	29.4%	\$3,516.000	18.6%	\$3,831.000	9.0%
AT&T (3)	n/a	n/a	\$4,238.000	n/a	\$4,642.000	9.5%	\$5,007.000	7.9%
Bell Atlantic	\$2,092.100	28.6%	\$2,651.300	26.7%	\$3,097.900	16.8%	\$3,481.300	12.4%
SBC (4) (5) (10)	\$2,408.000	30.1%	\$3,137.000	20.7%	\$3,697.000	17.9%	\$4,185.000	13.2%
GTE (4) (5)	\$2,019.000	31.2%	\$2,634.000	16.2%	\$2,922.000	10.9%	\$3,070.000	5.1%
BellSouth	\$1,888.259	28.9%	\$2,312.289	22.5%	\$2,520.101	9.0%	\$2,632.932	4.5%
ALLTEL (4) (6)	\$1,232.515	34.9%	\$1,544.500	25.3%	\$1,838.500	19.0%	\$2,137.200	16.2%
Ameritech (4) (7)	\$1,074.240	22.1%	\$1,342.530	25.0%	\$1,759.780	31.1%	\$1,886.940	7.2%
US Cellular	\$492.395	48.1%	\$707.820	43.8%	\$876.965	23.9%	\$1,162.467	32.6%
Comcast	\$374.880	31.0%	\$426.053	13.7%	\$444.946	4.4%	\$455.199	2.3%
Vanguard Cellular	\$236.071	40.5%	\$302.054	28.0%	\$374.518	24.0%	\$421.706	12.6%
Western Wireless	\$146.555	132.2%	\$221.307	51.0%	\$302.848	36.8%	\$416.620	37.6%
Century Tele. Ent.	\$197.494	33.6%	\$250.243	26.7%	\$307.742	23.0%	\$407.749	32.5%
Price Comm.	\$104.906	52.1%	\$159.743	52.3%	\$185.449	16.1%	\$197.329	6.4%
Commnet Cellular	\$113.084	40.1%	\$148.517	31.3%	\$183.705	23.7%	\$205.271	11.7%
Dobson Comm. (9)	\$44.260	32.4%	\$71.735	62.1%	\$152.348	112.4%	\$240.303	57.7%
American Cellular	\$41.504	696.8%	\$112.616	171.3%	\$181.000	60.7%	\$246.157	36.0%
Aliant Comm.	\$34.121	217.7%	\$63.696	86.7%	\$76.710	20.4%	\$119.067	55.2%
Cellular Comm. PR	\$108.668	61.9%	\$133.818	23.1%	\$148.494	11.0%	\$180.198	21.4%
Centennial Cellular (8)	\$101.057	46.0%	\$125.286	24.0%	\$169.123	35.0%	\$206.053	21.8%
Rural Cellular	\$20.327	29.6%	\$30.461	49.9%	\$47.591	56.2%	\$87.720	84.3%
Powertel	\$29.312	34.7%	\$34.652	18.2%	\$22.918	-33.9%	\$19.610	-14.4%
Total (11)	\$15,051.048	32.8%	\$23,612.820	28.7%	\$27,467.638	16.3%	\$30,596.821	11.4%

Source: Publicly available company documents such as news releases and filings made with the Securities and Exchange Commission.

Notes:

- (1) Unless otherwise noted, all figures are for consolidated domestic holdings. Unless noted, no corrections have been made for mergers and acquisitions.
- (2) The AirTouch figures are pro forma figures estimated to include the US West Media Group's operations.
- (3) AT&T's figures are for what it refers to as "core" wireless services which it describes as being primarily cellular operations and excludes: broadband PCS systems, wireless data, two-way messaging, and fixed wireless systems. Some analysts use this figure as a proxy for AT&T's cellular operations.
- (4) Includes revenues from broadband PCS operations.
- (5) Figures for periods prior to 1996 include service revenues only. The percent change between 1995 and 1996 was calculated using only service revenues.
- (6) The ALLTEL figures are pro forma figures estimated to include 360 Communications' operations.
- (7) Ameritech's figures are calculated using the numbers it reported for its cellular and paging unit's percentage of its total revenues.
- (8) The Centennial Cellular figures are for the twelve months ending in November of each year.
- (9) The Dobson Communications figures are pro forma figures estimated to include Sygnet Wireless' operations.
- (10) The SBC figures are pro forma figures estimated to include Southern New England Telecommunications' operations.
- (11) The percentage increase for the total revenue figures are calculated using only the operators for whom data was available for all four years

**Table 9D:
Cellular Operator Annual Operating Cash Flow - 1995 to 1998
(in millions) (1)**

	1995	Percent Change	1996	Percent Change	1997	Percent Change	1998	Percent Change
AirTouch (2)	\$849.200	34.8%	\$1,176.400	38.5%	\$1,535.000	30.5%	\$1,716.000	11.8%
AT&T (3)	n/a	n/a	\$1,496.000	n/a	\$1,654.000	n/a	\$1,563.000	-5.5%
Bell Atlantic	\$655.000	80.4%	\$873.700	33.4%	\$1,158.700	32.6%	\$1,349.800	16.5%
SBC (4) (8)	n/a	n/a	\$1,143.000	n/a	\$1,087.000	-4.9%	\$1,399.000	28.7%
GTE (4)	\$742.000	36.6%	\$880.000	14.0%	\$865.000	-1.7%	\$1,104.000	27.6%
BellSouth	\$823.618	30.4%	\$1,004.111	21.9%	\$1,156.728	15.2%	\$1,187.643	2.7%
ALLTEL (4)	\$436.482	45.7%	\$587.009	34.5%	\$719.366	22.5%	\$895.718	24.5%
Ameritech	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
US Cellular	\$132.213	59.6%	\$196.205	48.4%	\$261.922	33.5%	\$382.854	46.2%
Comcast	\$133.300	21.8%	\$154.001	15.5%	\$170.038	10.4%	\$174.950	2.9%
Vanguard Cellular	\$68.028	89.3%	\$102.563	50.8%	\$123.145	20.1%	\$151.494	23.0%
Western Wireless	\$28.929	1276.3%	\$60.289	108.4%	\$103.875	72.3%	\$155.682	49.9%
Century Tele. Ent.	\$82.436	56.4%	\$101.487	23.1%	\$129.208	27.3%	\$192.582	49.0%
Price Comm.	\$41.586	67.0%	\$66.190	59.2%	\$80.980	22.3%	\$88.595	9.4%
Commet Cellular	\$30.627	95.5%	\$52.846	72.5%	\$74.821	41.6%	\$88.140	17.8%
Dobson Comm. (7)	\$15.279	44.9%	\$27.424	79.5%	\$66.622	142.9%	\$96.348	44.6%
American Cellular	\$9.347	-366.9%	\$38.470	311.6%	\$69.233	80.0%	\$118.760	71.5%
Aliant Comm.	\$13.763	217.1%	\$27.216	97.7%	\$35.404	30.1%	\$60.590	71.1%
Cellular Comm. PR	\$26.678	92.2%	\$37.419	40.3%	\$44.185	18.1%	\$69.797	58.0%
Centennial Cellular (6)	\$46.286	104.2%	\$58.588	26.6%	\$77.400	32.1%	\$104.359	34.8%
Rural Cellular	\$5.740	58.9%	\$8.779	53.0%	\$19.860	126.2%	\$39.357	98.2%
Powertel	\$11.992	55.3%	\$16.461	37.3%	\$9.434	-42.7%	\$10.019	6.2%
Total (9)	\$4,152.504	45.7%	\$8,108.158	31.7%	\$9,441.921	16.4%	\$10,948.688	16.0%

Source: Publicly available company documents such as news releases and filings made with the Securities and Exchange Commission.

Notes:

- (1) Unless otherwise noted, all figures are for consolidated domestic holdings. Unless noted, no corrections have been made for mergers and acquisitions.
- (2) The AirTouch figures are pro forma figures estimated to include the US West Media Group's operations.
- (3) AT&T's figures are for what it refers to as "core" wireless services which it describes as being primarily cellular operations and excludes: broadband PCS systems, wireless data, two-way messaging, and fixed wireless systems. Some analysts use this figure as a proxy for AT&T's cellular operations.
- (4) Includes cash flows from broadband PCS operations.
- (5) The ALLTEL figures are pro forma figures estimated to include 360 Communications' operations.
- (6) The Centennial Cellular figures are for the twelve months ending in November of each year.
- (7) The Dobson Communications figures are pro forma figures estimated to include Sygnet Wireless' operations.
- (8) The SBC figures are pro forma figures estimated to include Southern New England Telecommunications' operations.
- (9) The percentage increase for the total cash flow figures are calculated using only the operators for whom data was available for all four years

Table 9E:
Cellular Operator Annual Operating Cash Flow Margin - 1995 to 1998 (1)

	1995	Percent Change	1996	Percent Change	1997	Percent Change	1998	Percent Change
AirTouch (2)	37.0%	-0.6%	39.7%	7.1%	43.7%	10.0%	44.8%	2.6%
AT&T (3)	n/a	n/a	35.3%	n/a	35.6%	0.9%	31.2%	-12.4%
Bell Atlantic	31.3%	40.3%	33.0%	5.3%	37.4%	13.5%	38.8%	3.7%
SBC (4) (8)	n/a	n/a	36.4%	n/a	29.4%	-19.3%	33.4%	13.7%
GTE (4)	36.8%	4.2%	33.4%	-9.1%	29.6%	-11.4%	36.0%	21.5%
BellSouth	43.6%	1.2%	43.4%	-0.4%	45.9%	5.7%	45.1%	-1.7%
ALLTEL (4) (5)	35.4%	8.1%	38.0%	7.3%	39.1%	3.0%	41.9%	7.1%
Ameritech	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
US Cellular	26.9%	7.7%	27.7%	3.2%	29.9%	7.7%	32.9%	10.3%
Comcast	35.6%	-7.0%	36.1%	1.7%	38.2%	5.7%	38.4%	0.6%
Vanguard Cellular	28.8%	34.7%	34.0%	17.8%	32.9%	-3.2%	35.9%	9.3%
Western Wireless	19.7%	492.6%	27.2%	38.0%	34.3%	25.9%	37.4%	8.9%
Century Tele. Ent.	41.7%	17.1%	40.6%	-2.8%	42.0%	3.5%	47.2%	12.5%
Price Comm.	39.6%	9.8%	41.4%	4.5%	43.7%	5.4%	44.9%	2.8%
Commnet Cellular	27.1%	39.6%	35.6%	31.4%	40.7%	14.5%	42.9%	5.4%
Dobson Comm. (7)	34.5%	9.5%	38.2%	10.7%	43.7%	14.4%	40.1%	-8.3%
American Cellular	22.5%	-133.5%	34.2%	51.7%	38.3%	12.0%	48.2%	26.1%
Aliant Comm.	40.3%	-0.2%	42.7%	5.9%	46.2%	8.0%	50.9%	10.3%
Cellular Comm. PR	24.6%	18.8%	28.0%	13.9%	29.8%	6.4%	38.7%	30.2%
Centennial Cellular (6)	45.8%	39.9%	46.8%	2.1%	45.8%	-2.1%	50.6%	10.7%
Rural Cellular	28.2%	22.7%	28.8%	2.1%	41.7%	44.8%	44.9%	7.5%
Powertel	40.9%	15.3%	47.5%	16.1%	41.2%	-13.3%	51.1%	24.1%
Total (9)	35.9%	8.4%	36.7%	2.3%	38.6%	5.1%	40.9%	6.1%

Source: Publicly available company documents such as news releases and filings made with the Securities and Exchange Commission.

Notes:

- (1) Unless otherwise noted, all figures are for consolidated domestic holdings. Unless noted, no corrections have been made for mergers and acquisitions.
- (2) The AirTouch figures are pro forma figures estimated to include the US West Media Group's operations.
- (3) AT&T's figures are for what it refers to as "core" wireless services which it describes as being primarily cellular operations and excludes: broadband PCS systems, wireless data, two-way messaging, and fixed wireless systems. Some analysts use this figure as a proxy for AT&T's cellular operations.
- (4) Includes cash flows from broadband PCS operations.
- (5) The ALLTEL figures are pro forma figures estimated to include 360 Communications' operations.
- (6) The Centennial Cellular figures are for the twelve months ending in November of each year.
- (7) The Dobson Communications figures are pro forma figures estimated to include Sygnet Wireless' operations.
- (8) The SBC figures are pro forma figures estimated to include Southern New England Telecommunications' operations.
- (9) The percentage increase for the total cash flow margin figures are calculated using only the operators for whom data was available for all four years.

Table 10: Broadband PCS Industry Growth

Operator	Technology Choice	Launch Date	Subscribers 12/31/95	Subscribers 12/31/96	Subscribers 12/31/97	Subscribers 12/31/98
APC/Sprint (1)	GSM	11/15/95	31,667	158,333	-	-
Western Wireless	GSM	2/28/96		35,500	128,600	322,400
BellSouth	GSM/TDMA	7/18/96		51,000	141,000	326,000
Powertel	GSM	10/15/96		14,892	118,757	295,295
SBC Communications (2)	GSM/TDMA	10/29/96		10,000	365,000	846,000
PrimeCo	CDMA	11/13/96		38,000	387,000	902,000
Omnipoint	GSM	11/14/96		n/a	141,000	375,500
Centennial Cellular (3)	CDMA	12/12/96		16,900	50,700	98,700
Sprint PCS (1) (4)	CDMA	12/16/96		1,333	890,000	2,590,000
GTE (5)	CDMA	2/18/97			n/a	n/a
Aerial Communications	GSM	3/27/97			125,000	311,900
Airadigm	GSM	5/3/97			n/a	n/a
AT&T (6)	TDMA	6/5/97			88,000	562,688
Horizon PCS (7)	CDMA	8/29/97			n/a	n/a
US West Communications	CDMA	9/23/97			15,000	185,000
WirelessNorth	CDMA	10/1/97			n/a	n/a
Third Kentucky Cellular (8)	GSM	10/7/97			n/a	n/a
Intelos	CDMA	10/9/97			n/a	12,000
NPI Wireless	GSM	10/13/97			n/a	n/a
US Unwired (7)	CDMA	Nov-97			n/a	n/a
PCS One (9)	GSM	11/17/97			n/a	16,000
DIGIPH PCS	GSM	1/22/98				n/a
Poka Lambro	CDMA	Jan-98				n/a
Southeast Telephone	GSM	2/8/98				n/a
ALLTEL	CDMA	2/23/98				n/a
3 Rivers Wireless	CDMA	3/30/98				n/a
Hargrey Wireless	CDMA	4/1/98				n/a
Blackfoot Communications	CDMA	4/8/98				n/a
Rural Cellular (10)	GSM	4/21/98				5,129
Conestoga Enterprises	GSM	5/1/98				n/a
Cincinnati Bell (11)	TDMA	5/5/98				56,000
Via Wireless (7)	CDMA	7/15/98				n/a
Ameritech (5)	CDMA	7/21/98				n/a
Lifecom	CDMA	8/10/98				n/a
Century Telephone Enterprises	TDMA	8/12/98				n/a
Panhandle Telecomm. Systems	GSM	9/22/98				n/a
Chase Telecommunications	CDMA	9/23/98				3,500
AlaskaDigital	CDMA	10/26/98				n/a
Iowa Wireless Services (12)	GSM	11/6/98				n/a
Amica Wireless	CDMA	12/14/98				n/a
Cellular South	TDMA	1/20/99				-
Triton PCS (11)	TDMA	1/26/99				-
Telecorp (11)	TDMA	2/4/99				-
Southwest PCS (7)	CDMA	3/22/99				-
Industar	TDMA	4/1/99				-
South Central (Utah) Comm.	CDMA	4/1/99				-
PinPoint Communications	GSM	2Q99				-
Pyxis Communications	CDMA	April 99				-
Roseville Communications	CDMA	6/1/99				-

Sources:

- Except as noted below, all subscriber figures come from operators' news releases and filings made with the Securities and Exchange Commission.

Notes:

(1) APC/Sprint and Sprint PCS subscriber totals prior to 1998 are based on the average of estimates made by: Salomon Smith Barney, Paul Kagan Associates, Inc., and Merrill Lynch.

(2) SBC Communication's information includes the PCS operations added with the acquisition of Pacific Telesis. SBC launched its lone existing broadband PCS license in Tulsa on 5/22/97.

(3) Centennial Cellular's subscriber figures are as of November 30 of each year.

(4) Sprint PCS acquired APC/Sprint Spectrum on January 6, 1998. APC/Sprint Spectrum's 4th quarter 1997 subscribers are included with Sprint PCS.

- (5) GTE and Ameritech report their broadband PCS subscribers with their existing cellular operations.
 (6) AT&T does not report its broadband PCS subscribers separately. The subscriber totals here are the average of estimates made by Merrill Lynch, SalomonSmith Barney, Toronto-Dominion, and Paul Kagan Associates.
 (7) Entered in affiliation agreements with Sprint PCS.
 (8) Operates under the name Wireless 2000.
 (9) PCS One is a joint venture between D&E Communications and Omnipoint.
 (10) Rural Cellular controls 51% of Wireless Alliance LLC, a joint venture between it and Aerial Communications.
 (11) Joint Venture with AT&T.
 (12) Joint Venture with Western Wireless.

Table 11: Broadband PCS Capital Expenditures: 1995 - 1998

Operator	1995	1996	1997	1998	Cumulative Capital Ex	Covered POPs 12/31/98 (thous.)	Cell Sites in Service 12/31/98
Aerial (1)	\$297.551	\$242.270	\$387.718	\$96.950	\$1,024.489	27,500	1,180
AT&T (2)	n/a	\$1,088.000	\$1,338.000	\$522.000	\$2,948.000	n/a	n/a
Centennial (3)	\$0.219	\$15.478	\$50.056	\$57.108	\$137.522	3,839	125
Conestoga Enterprises (4)	\$0.000	\$0.000	\$7.246	\$20.848	\$28.094	402	70
Omnipoint (5)	\$14.844	\$164.116	\$435.167	\$560.864	\$1,174.991	46,000	2,800
Powertel	\$0.000	\$224.647	\$289.594	\$204.990	\$719.231	15,600	1,409
Rural Cellular (6)	\$0.000	\$0.000	\$8.801	\$13.300	\$22.101	708	53
Sprint PCS	\$31.806	\$1,419.216	\$2,278.300	\$2,903.600	\$6,632.922	170,000	9,000
Western Wireless	\$16.891	\$234.362	\$264.432	\$206.503	\$722.188	16,121	n/a

Sources: Publicly available information such as operators' news releases and filings made with the Securities and Exchange Commission.

Notes:

- (1) Aerial's figures include non-cash transactions.
 (2) AT&T's figures are for what it refers to as "new" wireless services which include: broadband PCS systems, wireless data, two-way messaging, and fixed wireless systems. Some analysts use this figure as a proxy for AT&T's broadband PCS operations.
 (3) Centennial's years are the 12 months ending in May. The cumulative figure includes 14.661 million for the six months ending November 1998. Its "covered" POPs are the entire population of Puerto Rico.
 (4) Conestoga's figures includes some paging expenditures and its covered POPs include all of the Reading, Sunbury, and Williamsport BTAs.
 (5) Omnipoint's covered POPs represents the population to which it was marketing service as of 12/31/98.
 (6) Rural Cellular is a joint venture with Aerial Communications. Its covered POPs are the entire population of its broadband PCS service area.

Table 12: Broadband PCS Income Data: 1995 - 1998

Operator	Statistic	1996	Percent Change	1997	Percent Change	1998	Percent Change
Aerial	Revenue			\$55.952	-	\$155.154	177.3%
	EBITDA			(\$177.611)	-	(\$196.584)	10.7%
	EBITDA Margin			-317.4%	-	-126.7%	-60.1%
AT&T (1)	Revenue			\$26.000	-	\$399.000	1434.6%
	EBITDA			(\$426.000)	-	(\$343.000)	-19.5%
	EBITDA Margin			-1638.5%	-	-86.0%	-94.8%
Centennial	Revenue			\$26.163	-	\$86.059	228.9%
	EBITDA			(\$4.139)	-	\$32.826	-893.1%
	EBITDA Margin			-15.8%	-	38.1%	-341.1%
Omnipoint	Revenue	\$0.531	-	\$42.377	-	\$167.753	295.9%
	EBITDA	(\$48.941)	-	(\$145.924)	-	(\$282.528)	93.6%
	EBITDA Margin	-	-	-344.3%	-	-168.4%	-51.1%
PCS One (3)	Revenue			\$0.179	-	\$5.208	2813.3%
	EBITDA			(\$1.777)	-	(\$11.562)	550.5%
	EBITDA Margin			-994.3%	-	-222.0%	-77.7%
Powertel (2)	Revenue	\$4.473	-	\$55.998	-	\$155.826	178.3%
	EBITDA	(\$23.728)	-	(\$95.253)	-	(\$114.601)	20.3%
	EBITDA Margin	-530.5%	-	-170.1%	-	-73.5%	-56.8%
PrimeCo	Revenue	\$12.000	-	\$208.000	-	\$509.000	144.7%
	EBITDA	n/a	-	(\$341.300)	-	(\$214.100)	-37.3%
	EBITDA Margin		-	-164.1%	-	-42.1%	-74.4%
Sprint PCS (4)	Revenue	\$4.175	-	\$400.800	-	\$1,225.400	375.0%
	EBITDA	(\$346.278)	-	(\$1,324.500)	-	(\$1,600.600)	47.9%
	EBITDA Margin	-	-	-330.5%	-	-130.6%	-68.9%
Western Wireless	Revenue	\$17.539	-	\$77.730	343.2%	\$167.962	116.1%
	EBITDA	(\$67.434)	-	(\$130.066)	92.9%	(\$120.877)	-7.1%
	EBITDA Margin	-384.5%	-	-167.3%	-56.5%	-72.0%	-57.0%

Sources: Publicly available information such as operators' news releases and filings made with the Securities and Exchange Commission.

Notes:

- (1) AT&T's figures are for what it refers to as "new" wireless services which include: broadband PCS systems, wireless data, two-way messaging, and fixed wireless systems. Some analysts use this figure as a proxy for AT&T's broadband PCS operations.
- (2) Powertel's 1996 figures are for the 4th quarter only.
- (3) PCS One is a joint venture between D&E Communications and Omnipoint.
- (4) Sprint PCS's 1997 and 1998 figures are pro forma to include all of the operations of the various partnerships that make up Sprint PCS, including APC-Sprint Spectrum in the Washington, DC MTA. The 1996 figures only reflect operations on the non-pioneers preference licenses launched late in the year.

Tables 13A - 13D: Broadband PCS Rollout Summary

Table 13A: Estimated Broadband PCS Rollouts by Number of Providers in a BTA

Number of Providers in a BTA	Number of BTAs	POPs in Those BTAs (1)	% of Total US POPs
1	147	39,410,133	15.6%
2	111	103,084,989	40.8%
3	54	76,224,527	30.2%
4	8	10,000,492	4.0%
Total	320	228,720,141	90.6%

Table 13B: Estimated Broadband PCS Rollouts by Technology

Technology	Number of BTAs	POPs in Those BTAs (1)	% of Total US POPs
CDMA (2)	210	199,804,727	79.1%
GSM	231	174,533,734	69.1%
TDMA	48	68,400,640	27.1%

Table 13C: Estimated Broadband PCS Rollouts by Service Block

Service Block	Number of BTAs (3)	POPs in Those BTAs (1)	% of Total US POPs
A	164	180,526,325	71.5%
B	214	199,141,939	78.9%
C (4)	35	17,028,852	6.7%
D	86	90,827,413	36.0%
E	56	52,918,097	21.0%
F	40	28,418,339	11.3%

Table 13D: Estimated Broadband PCS Rollouts by Number of Providers in a BTA

Size of BTAs	Number of BTAs	Percent of BTAs in Quartile	POPs in Those BTAs (1)	Percent of POPs in Quartile
1st Quartile	119	96.7%	190,047,430	98.9%
2nd Quartile	94	76.4%	25,991,595	77.9%
3rd Quartile	61	49.6%	9,043,626	50.9%
4th Quartile	46	37.1%	3,637,490	39.3%

Notes:

1) POPs from 1990 Census.

2) The CDMA coverage includes Sprint PCS' CDMA overlay in the Washington, DC and Baltimore, MD BTAs of the APC/Sprint Spectrum GSM-based network.

3) There are several BTAs where a single operator controls multiple license blocks. This analysis assumes that they are all in use (except for AT&T's DEF block licenses). This was not done in the *Third Report*, making the numbers from Table 13C not comparable with the equivalent table in the *Third Report*.

4) A number of licensee returned their C block licenses as a part of the June 1998 elections and switched to using licenses owned by Sprint PCS in the A or B blocks.

**Table 14: Potential New Broadband PCS Competition
in the 20 Most Populated BTAs
(As of 3/23/99)**

BTA	BTA Name	Total Broadband PCS License Blocks	Operators in Service	Licenses Controlled by Those Operators	Remaining Unlaunched Licenses	Licenses Involved in Bankruptcy Litigation	Licenses in 1999 Broadband PCS Auction	Licenses With Announced Plans for Fixed Services (4)	Remaining Potential Near- Term Mobile Telephone Competitors (5)	Number of Those Operators with Publicly Announced Equipment Contracts (6)
321	New York, NY	6	2	3	3	1	0	1	1	0
262	Los Angeles, CA (1)	6	2	3	3	1	0	1	1	0
78	Chicago, IL	6	3	4	2	1	1	0	0	0
404	San Francisco, CA (2)	6	2	2	4	2	0	1	1	0
346	Philadelphia, PA (3)	7	3	3	4	1	1	0	2	0
112	Detroit, MI	6	3	4	2	1	1	0	0	0
101	Dallas, TX	6	2	2	4	1	1	2	0	0
51	Boston, MA	6	3	4	2	1	0	0	1	0
461	Washington, DC	6	2	2	4	1	0	0	3	1
196	Houston, TX	6	3	3	3	1	0	1	1	1
293	Miami, FL	6	3	4	2	1	0	1	0	0
24	Atlanta, GA	6	3	3	3	2	0	0	1	1
84	Cleveland, OH	6	3	3	3	1	0	0	2	1
298	Minneapolis, MN	6	3	3	3	1	0	1	1	0
394	St Louis, MO	6	2	2	4	1	1	0	2	2
413	Seattle, WA	6	4	4	2	1	0	1	0	0
350	Pittsburgh, PA	6	2	2	4	1	0	1	2	0
402	San Diego, CA (1)	6	2	3	3	1	0	1	1	0
29	Baltimore, MD	6	2	2	4	1	0	0	3	1
347	Phoenix, AZ	6	4	5	1	0	1	0	0	0

Source: Federal Communications Commission estimates based on publicly available information.

Notes:

- (1) In Los Angeles and San Diego, the E block broadband PCS license has been acquired by one of the cellular operators in that area, AirTouch, and are included in the "Licenses Owned by Those Operators" column.
- (2) According to a recent analyst report, Western Wireless' San Francisco BTA license is unfunded. See Thomas J. Lee and Peter E. de Boer, *VoiceStream Wireless*, Equity Research: United States Wireless Services, Salomon Smith Barney, Inc., May 24, 1999, at 8.
- (3) The C block license for the Philadelphia BTA was disaggregated. See "Wireless Telecommunications Bureau Announces Broadband Personal Communications Services (PCS) C Block Unconditional Elections," *Public Notice*, DA 98-1340 (rel. Jul. 2, 1998).
- (4) These are licenses on which AT&T has stated it plans to deploy its fixed wireless service, called "Project Angel" (see Appendix F for a discussion).
- (5) While there have been a few exceptions, most broadband PCS operators have taken a minimum of 12 months to launch their networks after being granted their licenses. Therefore, this analysis assumes it unlikely that any license not currently in the hands of an operator will be in active use prior to the end of 1999.
- (6) It is possible that some operators have entered into contracts with equipment vendors without the Commission's knowledge. In addition, the contracts known to the Commission might not apply to the licenses in this analysis.

Table 15: Top 20 Mobile Telephone Resellers: 1997 and 1998

1997		1998	
Operator	Resale Subscribers	Operator	Resale Subscribers
MCI Communications	450,000	MCI Worldcom	565,000
WorldCom Wireless	130,000	Progressive Concepts	76,000
Progressive Concepts	76,000	Prime Matrix Wireless	72,000
Connecticut Telephone	65,100	Connecticut Telephone	70,000
CellNet Communications	60,000	CellNet Communications	65,000
Prime Matrix Wireless Comm.	52,000	Select Wireless	40,000
NW Communications	51,104	DCN Wireless/Robo Wireless	39,414
Phase 2 Cellular	46,000	Discount Cellular Inc.	24,831
DCN Wireless/Robo Wireless	38,655	Cellular Plus Systems	22,000
Select Wireless	35,000	Marathon Communications	21,000
Cellular Plus Systems	20,000	Phase 2 Cellular	20,000
Cellnet Telecommunications	16,500	Cellnet of Ohio Inc.	17,500
One Source Communications	15,000	SkyNet	15,677
SkyNet	12,456	CoreComm	15,031
Marathon Communications	10,000	The Mobile Phone Co.	13,000
The Mobile Phone Co.	9,600	One Source Communications	11,500
Cellular Dynamics	9,500	Pacific Cellular	10,200
Worldwide Mobilcom	8,000	Cellular Dynamics	10,000
Cortelco Puerto Rico	7,400	Car Phones Express	10,000
San Diego Wireless Comm.	6,100	San Diego Wireless Comm.	8,100
	1,118,415		1,126,253
	40.2%		50.2%

Sources:

1997: *RCR Top 20 Wireless Resellers*, RCR RADIO COMMUNICATIONS, Dec. 28, 1998, at S7.1998: *RCR Top 20 Wireless Resellers*, RCR RADIO COMMUNICATIONS, Jan. 11, 1999, at 16.

**APPENDIX C:
PAGING/MESSAGING****Table of Contents**

Table 1: 1995 - 1998 Paging Industry Numbers	C-2
Table 2: 1995 – 1998 Number of Paging Units by Publicly-Held Company	C-3
Table 3: 1995 – 1998 Revenues by Publicly-Held Company	C-4
Table 4: 1995 – 1998 EBITDA/Operating Cash Flow by Publicly-Held Company.....	C-5
Table 5: 1995 – 1998 EBITDA/Operating Cash Flow Margin.....	C-6
Table 6: Narrowband PCS Services and Subscribers	C-7
Table 7: Estimated Narrowband PCS Rollouts by Number of Launches	C-8
Table 8: Narrowband PCS Deployment	C-9

	Paging Units	Percent growth	Revenues	Percent growth	Average Monthly Revenue Per Unit
1995	34,500,000	31.86%	\$3,814,000,000	17.97%	\$10.51
1996	42,100,000	22.03%	\$4,467,000,000	17.12%	\$9.79
1997	48,200,000	14.49%	\$5,181,000,000	15.98%	\$9.57
1998	53,300,000	10.58%	\$6,196,000,000	19.59%	\$10.17

Table 1: 1995 – 1998 Paging Industry Numbers

Sources:

(1) THE STRATEGIS GROUP, THE STATE OF THE US PAGING INDUSTRY: 1998 (1998), at 14, 28, 34. (“*Strategis Paging Report*”)

Table 2: 1995 – 1998 Number of Paging Units by Publicly-Held Company

Company	1995	growth	1996	growth	1997	growth	1998 (1)
PageNet	6,737,907	26.92%	8,551,574	19.33%	10,204,743	-3.33%	9,864,908
Metrocall (2)	944,013	126.94%	2,142,351	88.15%	4,030,836	40.41%	5,659,550
Arch	2,006,000	64.26%	3,295,000	18.06%	3,890,000	9.92%	4,276,000
MobileMedia	4,145,696	6.13%	4,400,000	-22.73%	3,400,000	-8.82%	3,100,000
AirTouch	2,338,000	21.90%	2,850,000	8.81%	3,101,000	10.35%	3,422,000
PageMart	1,240,024	49.31%	1,851,445	35.75%	2,513,337	4.19%	2,618,527
ProNet	856,302	48.42%	1,270,954	n/a	n/a	n/a	n/a
Ameritech	745,000	53.02%	1,140,000	31.58%	1,500,000	2.80%	1,542,000
AT&T	983,668	18.21%	1,162,843	11.82%	1,300,341	n/a	n/a
SkyTel (3)	830,800	9.21%	907,300	20.90%	1,096,900	29.62%	1,421,800
American Paging (4)	784,500	-0.91%	777,400	4.33%	811,100	n/a	n/a
Preferred Networks	153,901	135.53%	362,481	25.47%	454,795	15.50%	525,274
Teletouch (5)	68,500	185.40%	195,500	64.25%	321,100	8.91%	349,700
Paging Partners	59,000	40.68%	83,000	81.93%	151,000	n/a	181,000

Sources:

- Information is based on publicly available company documents such as news releases and filings made with the Securities and Exchange Commission.
- Includes both traditional one-way as well as advanced messaging units.

Notes:

- (1) Based on Fall 1998 data, the following privately-held firms would be ranked above by paging units: TSR Wireless, LLC (largest privately-held at seventh – 2.4 million customers), SourceOne Wireless Inc. (between Preferred Networks and Teletouch – 450,000 customers), and Network Services LLC, Bell Atlantic (now part of Aquis Communications), and Southern Net Association of Paging (all between Teletouch and Paging Partners).
- (2) Metrocall's 1997 pagers in service include ProNet. Metrocall's 1998 numbers include AT&T.
- (3) SkyTel's pagers in service does not include fixed telemetry units.
- (4) American Paging was merged with TSR Wireless, LLC, a privately-held company.
- (5) Teletouch files its SEC Form 10-KSB on a fiscal year ended May 31.

Company	1995	growth	1996	growth	1997	growth	1998
PageNet (2)	\$646,022	27.32%	\$822,487	16.84%	\$960,976	8.85%	\$1,046,027
Metrocall (3)	\$110,859	35.27%	\$149,957	92.96%	\$289,364	60.60%	\$464,724
Arch	\$162,590	103.81%	\$331,370	19.76%	\$396,841	4.23%	\$413,635
MobileMedia (4)	\$252,996	153.25%	\$640,710	-17.69%	\$527,392	-14.73%	\$449,681
AirTouch (2)	\$265,000	29.43%	\$343,000	7.58%	\$369,000	13.55%	\$419,000
PageMart (2)	\$159,191	39.20%	\$221,592	25.36%	\$277,778	12.19%	\$311,652
ProNet	\$60,704	60.03%	\$97,144	n/a	n/a	n/a	n/a
Ameritech (5)	n/a	n/a	n/a	n/a	n/a	n/a	n/a
AT&T (5)	n/a	n/a	n/a	n/a	n/a	n/a	n/a
SkyTel (6)	\$235,870	40.01%	\$330,239	14.27%	\$377,366	28.87%	\$486,304
American Paging	\$107,150	-2.77%	\$104,187	-9.38%	\$94,413	n/a	n/a
Preferred Networks	\$7,353	81.56%	\$13,350	169.52%	\$35,981	8.74%	\$39,126
Teletouch (7)	\$8,674	265.75%	\$31,725	30.46%	\$41,389	9.11%	\$45,159
Paging Partners	\$5,474	26.23%	\$6,910	31.24%	\$9,069	n/a	\$9,902

Table 3: 1995 – 1998 Revenues by Publicly-Held Company (000s) (1)

Sources:

- Information is based on publicly available company documents such as news releases and filings made with the Securities and Exchange Commission.

Notes:

(1) Revenues include service, rents, maintenance, and equipment revenues.

(2) PageNet (beginning in 1996), AirTouch (all years), and PageMart (all years) include results from international operations.

(3) Metrocall's revenues include the results of operations of acquired companies from their acquisition dates. Metrocall, Form 10-K, Dec. 31, 1998, at 18.

(4) MobileMedia did not file an SEC Form 10-K for the years ended December 31, 1996 through December 31, 1998. The 1996 through 1998 amounts in the table above are from MobileMedia's March 1, 1999 SEC Form 8-K. The amounts are unaudited.

(5) AT&T and Ameritech do not separately report paging operations in their SEC Form 10-Ks.

(6) SkyTel's numbers include the revenues associated with fixed telemetry services.

(7) Teletouch files its SEC Form 10-KSB on a fiscal year ended May 31.

Company	1995	growth	1996	growth	1997	growth	1998
PageNet (2)	\$201,131	27.70%	\$256,837	20.52%	\$309,550	7.56%	\$332,939
Metrocall (3)	\$27,771	17.93%	\$32,751	115.17%	\$70,469	77.34%	\$124,969
Arch	\$47,186	124.22%	\$105,801	23.19%	\$130,332	8.64%	\$141,587
MobileMedia (4)	\$61,771	68.99%	\$104,386	-23.54%	\$79,816	42.40%	\$113,658
AirTouch (2)	\$74,600	17.69%	\$87,800	23.01%	\$108,000	13.89%	\$123,000
PageMart (2)	(\$10,076)	-185.58%	\$8,623	216.14%	\$27,261	68.26%	\$45,870
ProNet	\$15,144	38.27%	\$20,939	n/a	n/a	n/a	n/a
Ameritech (5)	n/a	n/a	n/a	n/a	n/a	n/a	n/a
AT&T (5)	n/a	n/a	n/a	n/a	n/a	n/a	n/a
SkyTel (6)	\$331	3761.03%	\$12,780	447.93%	\$70,026	85.96%	\$130,218
American Paging	\$15,695	-118.15%	(\$2,849)	n/a	(\$3,267)	n/a	n/a
Preferred Networks	(\$2,153)	n/a	(\$8,600)	n/a	(\$11,336)	n/a	(\$6,533)
Teletouch (7)	\$1,720	442.85%	\$9,337	32.83%	\$12,402	15.43%	\$14,316
Paging Partners	(\$1,555)	n/a	(\$1,500)	n/a	(\$47)	n/a	\$578

Table 4: 1995 – 1998 EBITDA/Operating Cash Flow by Publicly-Held Company (000s) (1)

Sources:

- Information is based on publicly available company documents such as news releases and filings made with the Securities and Exchange Commission.

Notes:

(1) EBITDA is the company's earnings before interest, taxes, depreciation and amortization and is a standard measure of financial performance.

(2) PageNet (beginning in 1996), AirTouch (all years), and PageMart (all years) include results from international operations.

(3) Metrocall's EBITDA numbers include the results of operations of acquired companies from their acquisition dates. Metrocall, Form 10-K, Dec. 31, 1998, at 18.

(4) MobileMedia did not file an SEC Form 10-K for the years ended December 31, 1996 through December 31, 1998. The 1996 through 1998 amounts in the table above are from MobileMedia's March 1, 1999 SEC Form 8-K. The amounts are unaudited.

(5) Ameritech and AT&T do not separately report paging operations in their SEC Form 10-Ks.

(6) SkyTel's numbers include the EBITDA associated with fixed telemetry services.

(7) Teletouch files its SEC Form 10-KSB on a fiscal year ended May 31.

Company	1995	growth	1996	growth	1997	growth	1998
PageNet	31.13%	0.30%	31.23%	3.15%	32.21%	-1.19%	31.83%
Metrocall	25.05%	-12.82%	21.84%	11.51%	24.35%	10.42%	26.89%
Arch	29.02%	10.02%	31.93%	2.86%	32.84%	4.22%	34.23%
MobileMedia	24.42%	-33.27%	16.29%	-7.11%	15.13%	67.01%	25.28%
AirTouch	28.15%	-9.07%	25.60%	14.34%	29.27%	0.30%	29.36%
PageMart	-6.33%	-161.48%	3.89%	152.20%	9.81%	49.97%	14.72%
ProNet	24.95%	-13.60%	21.55%	n/a	n/a	n/a	n/a
Ameritech	n/a	n/a	n/a	n/a	n/a	n/a	n/a
AT&T	n/a	n/a	n/a	n/a	n/a	n/a	n/a
SkyTel	0.14%	2657.70%	3.87%	379.51%	18.56%	44.30%	26.78%
American Paging	14.65%	-118.67%	-2.73%	n/a	-3.46%	n/a	n/a
Preferred Networks	-29.28%	n/a	-64.42%	n/a	-31.51%	n/a	-16.70%
Teletouch	19.83%	48.42%	29.43%	1.81%	29.96%	5.80%	31.70%
Paging Partners	-28.41%	n/a	-21.71%	n/a	-0.52%	n/a	n/a

Table 5: 1995 – 1998 EBITDA/Operating Cash Flow Margin (1)

Notes:

- (1) EBITDA margin, or cash flow margin, equals the company's EBITDA divided by its total revenue. It is used as a measure of a company's efficiency and profitability.

Service	Subscribers (1)
SkyTel SkyWord Plus (guaranteed)	300,600
SkyTel SkyWriter (two-way)	116,400
PageNet VoiceNow	4,248
CONXUS (Pocketalk and Pocketext)	87,000
PageMart Guaranteed Messaging	775

Table 6: Narrowband PCS Services and Subscribers

Sources:

- Company information is based on publicly available company documents such as news releases and filings made with the Securities and Exchange Commission.
- Antony Bruno, *Conxus Refocuses Amid Layoffs*, RCR RADIO COMMUNICATIONS REPORT, Mar. 29, 1999, at 1, 42.
- *Strategis Paging Report*, at 241.

Notes:

(1) SkyTel's and PageMart's numbers are from year-end 1998, PageNet's number is from mid-1998, and CONXUS' number was reported in March 1999.

Table 7: Estimated Narrowband PCS Rollouts by Number of Launches (1)

Number of Narrowband PCS Operators with Coverage in a BTA	Number of BTAs	POPs in Those BTAs (2)	Percent of Total U.S. POPs
4	22	80,600,988	31.9%
3	154	110,855,261	43.9%
2	104	32,837,376	13.0%
1	99	15,348,685	6.1%
Total	379	239,642,310	94.9%

Notes:

(1) There are several important caveats to note when using these data. First, to be considered as having “coverage” only a portion of a BTA territory needs to be covered. This means that some of the BTAs included in this summary have only a small amount of coverage, possibly resulting from the buildout of a neighboring market. Second, because of the size of some of the BTAs in the Western U.S., the maps included in this report overstate actual coverage. Third, multiple operators shown in the same market are not necessarily providing service to the same areas. Fourth, the POPs figures used in this analysis include all of the POPs in a BTA with coverage. This results in an overstatement of the total number of POPs actually covered.

(2) POPs from the 1990 census.

Carrier	Deployment
SkyTel	Two-way (September 1995) and guaranteed messaging (April 1997) covering approximately 80 percent of the U.S. population.
PageNet	Reselling SkyTel services. Voice messaging (February 1997) operational in 4 markets. Launched advanced text messaging network in first quarter 1999.
CONXUS	Voice messaging (November 1997) operational in 13 major metropolitan areas. Launched text messaging in December 1998. In process of launching text messaging in existing voice messaging markets.
PageMart	Reselling SkyTel services. Launched guaranteed messaging in June 1998 covering more than 70 percent of the U.S. population. Launching of two-way announced for 1999.
Metrocall	Reselling SkyTel services. Recently formed alliance with PageMart to resell its services and then construct own network sharing capital and expenses with PageMart. Obtained one nationwide license through AT&T acquisition.
TSR Wireless, LLC	Reselling SkyTel and CONXUS services. Merged with American Paging and gained regional licenses. Also purchased one nationwide license from AT&T. Has completed network in Southern California and Nevada and is field testing the system. Signed agreement with PageMart to begin reselling its services throughout rest of country in third quarter of 1999.
MobileMedia	Reselling SkyTel and CONXUS services. Launching of advanced messaging announced for mid-year 1999.
AirTouch Paging	Reselling SkyTel services. Recently formed alliance with PageMart to resell its services by mid-1999 and then construct own network sharing capital and expenses with Metrocall and PageMart.
Benbow PCS (Arch)	Arch owns 49.9 percent of Benbow, owner of one nationwide license. Arch is reselling SkyTel and CONXUS services. Arch is in the process of merging with MobileMedia who also owns several licenses.
InstaPage Network, LTD	Operating in Puerto Rico.
Ameritech	Reselling SkyTel services.

Table 8: Narrowband PCS Deployment

Sources:

- *Third Report Appendixes*, Appendix C, Table 6, p. C-8.
- Publicly-available company documents such as news releases and filings made with the Securities and Exchange Commission.
- *TSR Wireless Signals Plans for Major Presence in Narrowband PCS Market*, LAND MOBILE RADIO NEWS, Aug. 28, 1998, available in 1998 WL 6631792.
- *Metrocall, PageMart Join on Narrowband PCS Buildout Effort*, RCR RADIO COMMUNICATIONS REPORT, Nov. 2, 1998, at 23.
- *TSR Tries its Hand at Two-Way in Florida*, INSIDE PAGING, Aug. 6, 1998.
- *Mtel Signs Reseller Agreements with 20 Carriers*, LAND MOBILE RADIO NEWS, Feb. 28, 1997, available in 1998 WL 8474293.
- *Strategy Analytics' Outlook on Paging Conservative*, RCR RADIO COMMUNICATIONS REPORT, Mar. 30, 1998, available in 1998 WL 8225762.
- *AirTouch Paging and PageMart Wireless Form Narrowband PCS Strategic Alliance; AirTouch to Offer ReFLEX 25 Advanced Messaging Services by Middle of Year*, Press Release, PageMart Wireless, Inc., Mar. 30, 1999.
- Telephone Conversation with Hugh Fagan, Director, Investor Relations, Paging Network, Inc., (Apr. 9, 1999).
- *TSR Builds ReFLEX 25 Network*, WIRELESS WEEK, May 3, 1999, at 24.
- *TSR Wireless Signs Two-Way Deal With PageMart Wireless*, Press Release, TSR Wireless LLC, Jun. 8, 1999.

**APPENDIX D:
DISPATCH SERVICES**

Table of Contents

Table 1: SMR OperatorsD-2

Table 2: SMR Subscribers D-3

Table 3: SMR ARPU D-3

Table 4: Analog SMR Growth..... D-3

Table 1: 1998 SMR OPERATORS

Rank (1)	SMR Provider	Total Subscribers	Analog Subscribers
1	Nextel (2)	3,143,900	354,000
2	Southern Co.(1)	100,000	N/A
3	Mobex (1)	50,000	N/A
N/A	Chadmoore Wireless Group, Inc.(3)	27,000	27,000
N/A	Intek Global Corp. (4)	11,400	N/A
N/A	21st Century Wireless	N/A	N/A
N/A	Industrial Communications & Electronics, Inc.	N/A	N/A
N/A	Fleet Talk, Inc	N/A	N/A

(1) Jeffrey Silva, *Nextel Sues To Lift Decree; Bankruptcy Judge Approves Geotek Spectrum Sale*, RCR, Feb. 22, 1999.

(2) Nextel Communications, Inc., Form 10-K, Dec. 31, 1999, at 1.

(3) *Chadmoore Wireless Group Gets Credit Approval for \$21 Million; Capital to Complete Buildout*, News Release, Chadmoore Wireless Group, Inc., Jan. 8, 1999.

(4) Intek Global Corp., 10-Q, Feb. 12, 1999.

**Table 2: SMR SUBSCRIBERS
(millions)**

	Analog	Digital	Total
1996	1.86	.35	2.2
1997	1.79	1.35	3.1
1998	1.73	2.92	4.6

Source:

- The Stategis Group, Inc., "Dispatch Service in a Competitive Market," Presentation at AMTEX'98 Conference & Exposition, Nov. 13, 1998.

Table 3: SMR AVERAGE REVENUE PER UNIT

	Dispatch-Only	Dispatch / Interconnect
1996	\$16.10	\$49.40
1997	\$16.30	\$40.50
1998	\$16.40	\$38.70

Source:

- The Stategis Group, Inc., "Dispatch Service in a Competitive Market," Presentation at AMTEX'98 Conference & Exposition, Nov. 13, 1998.

Table 4: ANALOG SMR SUBSCRIBER GROWTH

Band	Growth
800 MHz	-6%
800 MHz (excluding Nextel)	8%
900 MHz	2%
450 MHz	273%
220 MHz	43%
All Analog bands	9%

Source:

- The Stategis Group, Inc., "Dispatch Service in a Competitive Market," Presentation at AMTEX'98 Conference & Exposition, Nov. 13, 1998.

**APPENDIX E:
MOBILE WIRELESS DATA**

Table of Contents

Table 1: Mobile Wireless Data Networks E-2

Table 1: Mobile Wireless Data Networks

Network	Spectrum Used	Primary Target Markets (1)	Coverage	Speed
Paging	35-36, 43-44, 152-159, 454-460, and 929-931 MHz.	One-way messaging.	Nationwide.	512-6400 bps.
Narrowband PCS	901-902, 930-931, 940-941 MHz.	Two-way messaging.	Coverage is provided by SkyTel, CONXUS, PageMart, and PageNet. Potential coverage is nationwide.	6400-25600 bps.
Circuit-Switched Cellular Data ("CSCD")	800 MHz.	Facsimiles, file transfer, Internet.	Potential coverage is same as analog voice cellular. (3)	1200-9600 bps up to 14400 under optimal.
Cellular Digital Packet Data ("CDPD")	800 MHz.	Two-way messaging, transaction-based applications (<i>I.e.</i> , credit card authorization), database query, dispatch/field service.	Built out to approximately 55 percent of U.S. POPs. <i>See</i> Appendix I, Map 9. Potential coverage is the same as analog voice cellular.	4800-12000 bps.
Digital Cellular/PCS/SMR Networks	800, 900 and 1900 MHz.	One- and two-way messaging, file transfer, Internet.	Coverage is limited to a few companies. Potential coverage is nationwide.	9600-14400 bps.
ARDIS	800 MHz.	Two-way messaging, data services to field services and transportation markets.	427 of the largest U.S. cities. <i>See</i> Appendix I, Map 10.	1200-9600 bps.
BellSouth Wireless Data	900 MHz.	Two-way messaging, dispatch/field service, database query, Internet.	Covers 92 percent of U.S. POPs. <i>See</i> Appendix I, Map 11.	4800 bps.
Metricom	902-928 MHz and 2.4 GHz - unlicensed, 2.3 GHz - licensed.	Two-way messaging, file transfer, Internet, access to LANs, intranets.	In four areas, several airports and university campuses. <i>See</i> Appendix I, Map 12.	9400-28800 bps. Planning to launch at 128000 bps.
Teletrac	902-928 MHz - unlicensed.	Vehicle location, fleet management.	Operating in 13 metropolitan areas.	2400 bps.

Sources:

- Publicly-available company documents such as news releases and filings made with the Securities and Exchange Commission.
- Jeanine Oburchay & Brian Park, CELLNET DATA SYSTEMS, INC., Bear, Stearns & Co. Inc., Feb. 5, 1999, at 24. (“Oburchay & Park”)
- THE BISHOP COMPANY, WIRELESS DATA NETWORKS, A GUIDE TO MOBILE COMPUTING (1998)
- AT&T WIRELESS SERVICES, CDPD, DIGITAL CELLULAR AND PCS NETWORKS (1997).
- THE STRATEGIS GROUP, THE U.S. MOBILE DATA MARKETPLACE: 1997 (1997), at 124.
- *TSR to Resell PockeTalk*, RCR RADIO COMMUNICATIONS REPORT, Sep. 7, 1998, available in 1998 WL 8227110.
- *TSR Wireless Makes Bid for MobileMedia; Arch's Acquisition Thrown Into Question*, LAND MOBILE RADIO NEWS, Apr. 2, 1999, available in 1999 WL 6446879.
- *Arch Enters into Definitive Agreement with CONXUS to Be Carrier of Its Mobile Voice Messaging Services*; PR NEWSWIRE, Dec. 11, 1996.

Notes:

- (1) In this context, messaging refers generally to paging, e-mail, and data such as specific Internet content (e.g., stock quotes, sports scores, etc.).
- (2) Capacity refers to the amount of data that can be economically handled by the network. *Bishop Report*, at 115.
- (3) See *Third Report Appendixes*, Appendix H, Map 1, p. H-2.

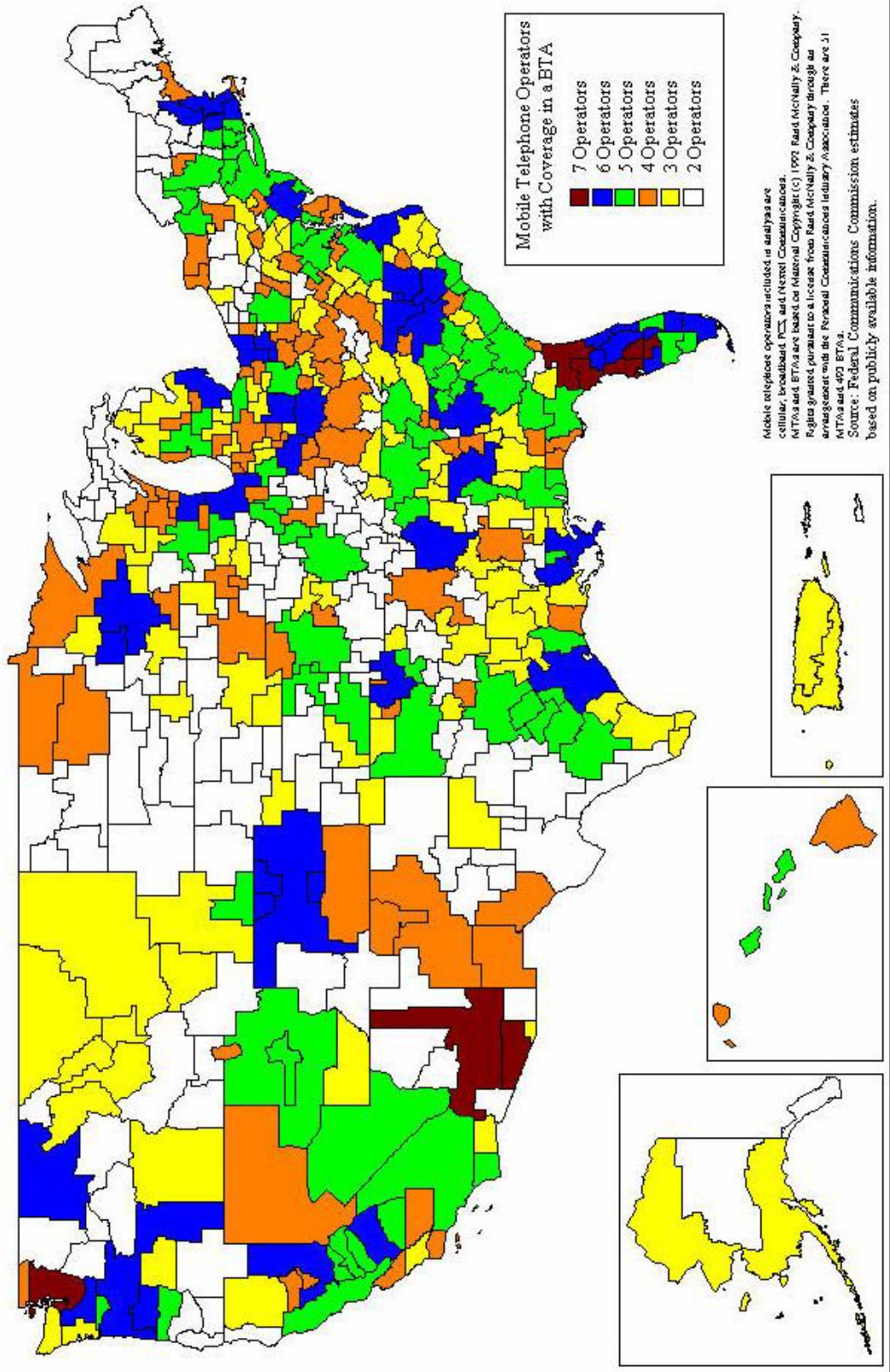
APPENDIX H: MAPS

Table of Contents

Map 1: Estimated Mobile Telephony Deployment	H-2
Map 2: Mobile Telephone Coverage Using CDMA Technology	H-3
Map 3: Mobile Telephone Coverage Using TDMA Technology	H-4
Map 4: BTAs with Some Level of GSM-Based Broadband PCS Coverage	H-5
Map 5: Nextel Communications, Inc. Digital SMR Coverage Using iDEN Technology.....	H-6
Map 6: Deployment of TDMA and CDMA Technologies by 800 MHz Cellular Operators	H-7
Map 7: Broadband PCS Service Rollouts	H-8
Map 8: Narrowband PCS Rollout	H-9
Map 9: CDPD Coverage Third Quarter 1998	H-10
Map 10: ARDIS Coverage	H-11
Map 11: BellSouth Wireless Data Coverage	H-12
Map 12: Metricom Ricochet Coverage	H-13
Map 13: Teligent License Areas and Rollout Status	H-14
Map 14: Nextlink Coverage Area	H-15
Map 15: Winstar's Upperband Licenses and Rollout Status	H-16
Map 16: Advanced Radio Telecom's 39 GHz Licenses and Rollout Status	H-17
Map 17: AT&T's 39 GHz Licenses	H-18

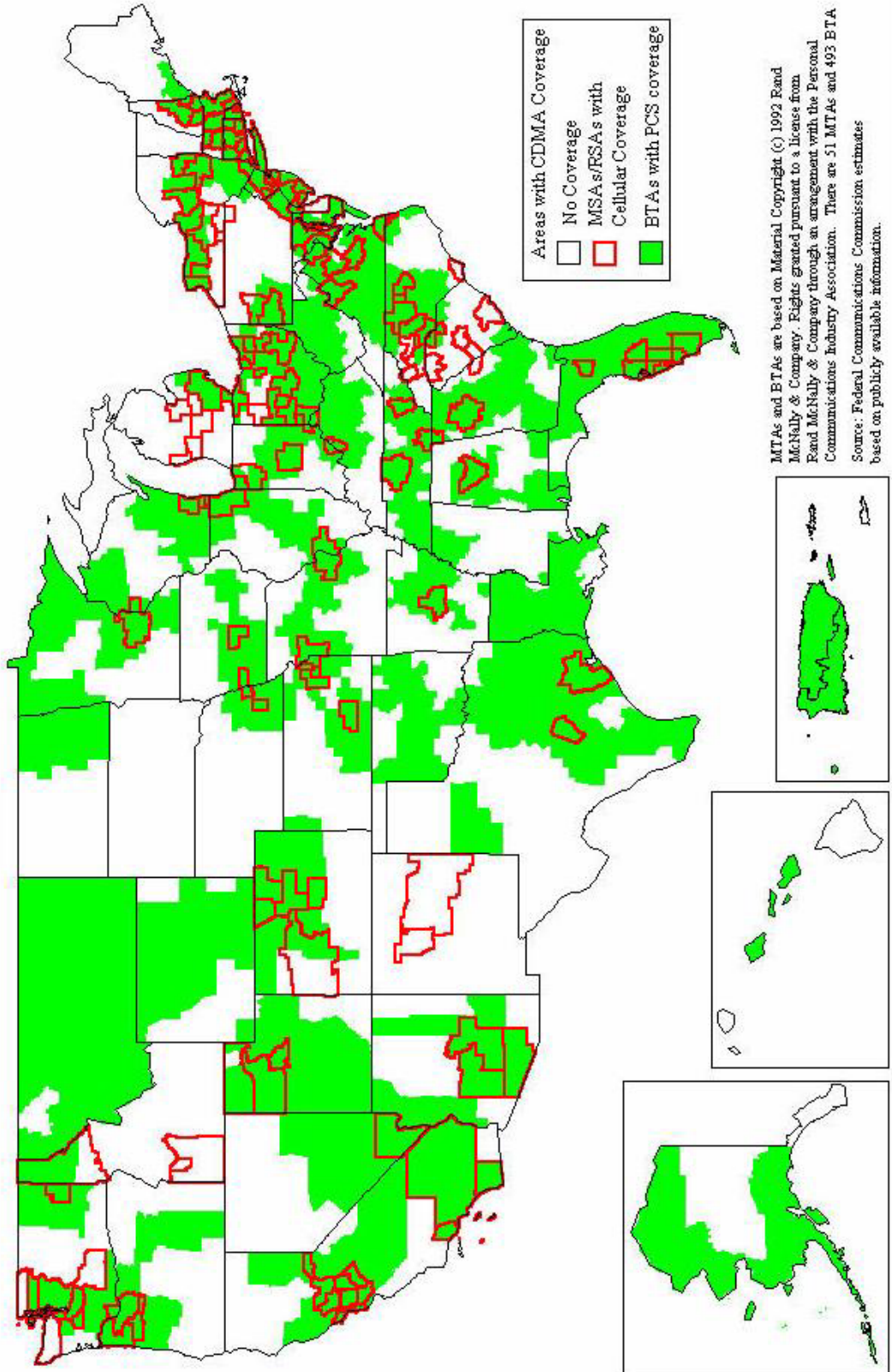
Map 1

Estimated Mobile Telephony Service Deployment: Number of Operators in Each BTA with Some Level of Coverage



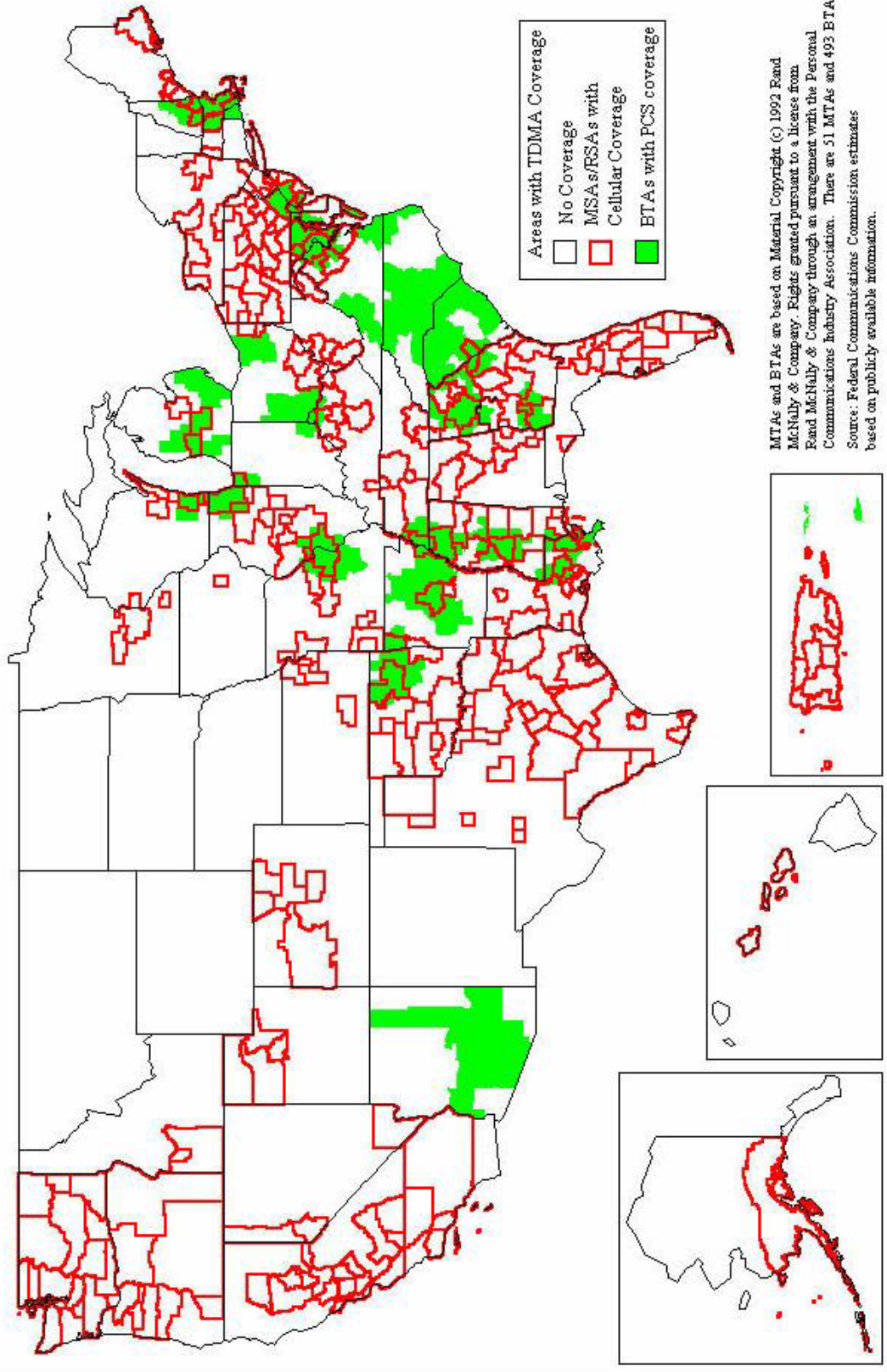
Map 2

Estimated Combined Rollouts of CDMA Technology
On Both Broadband PCS and 800 MHz Cellular Networks



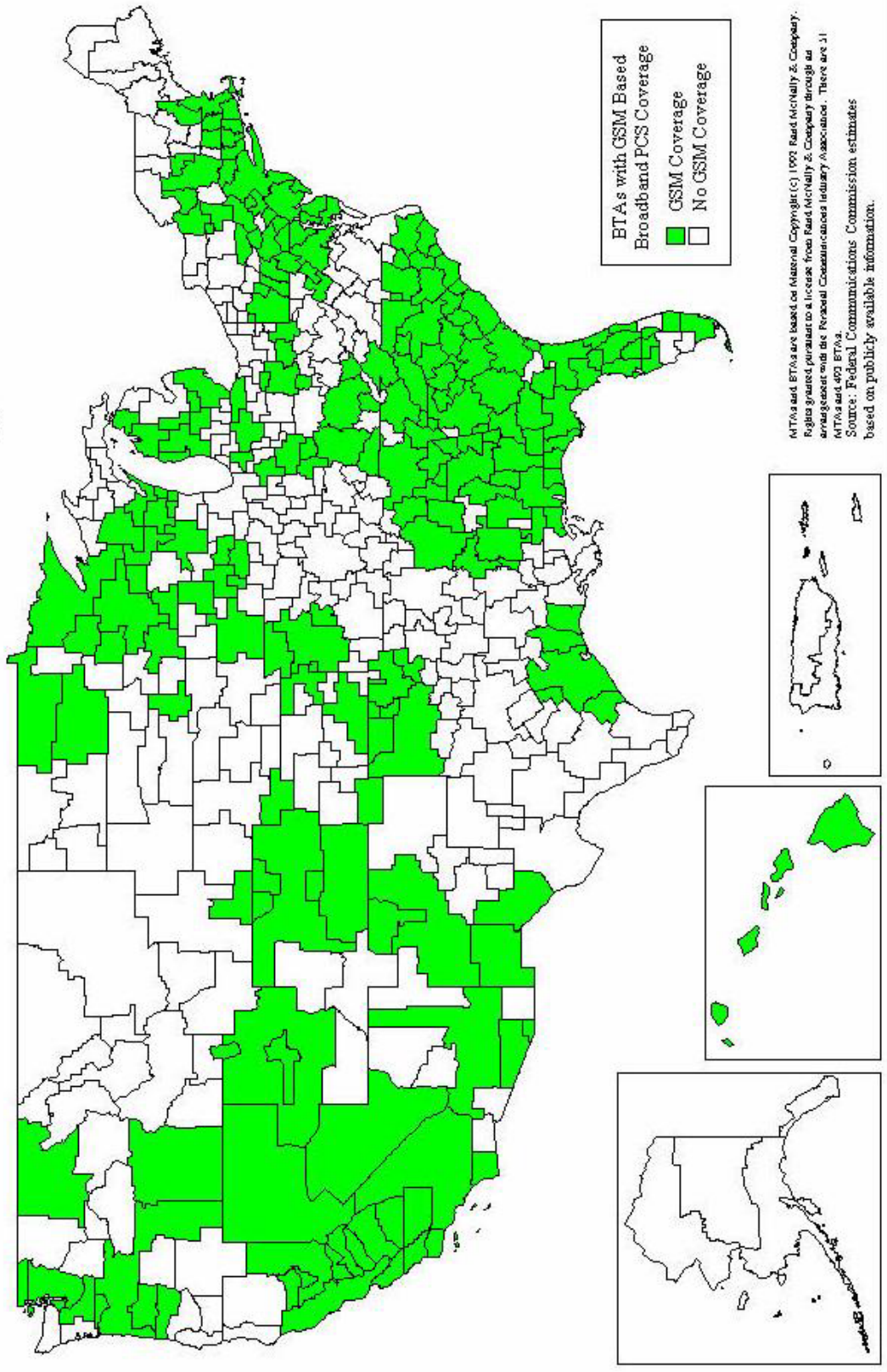
Map 3

Estimated Combined Rollouts of TDMA Technology
On Both Broadband PCS and 800 MHz Cellular Networks



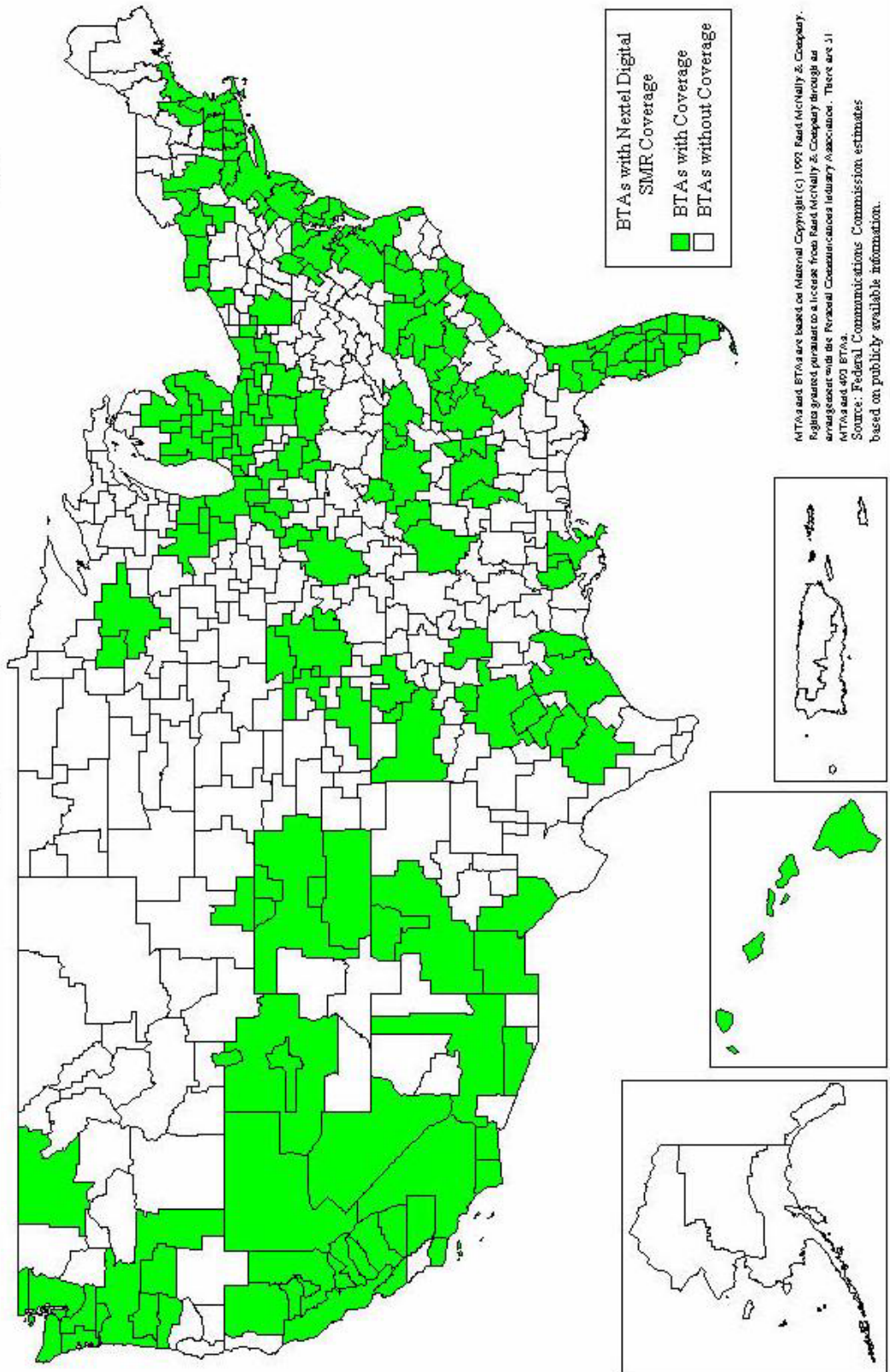
Map 4

Estimated BTAs with Some Level of GSM Based Broadband PCS Coverage



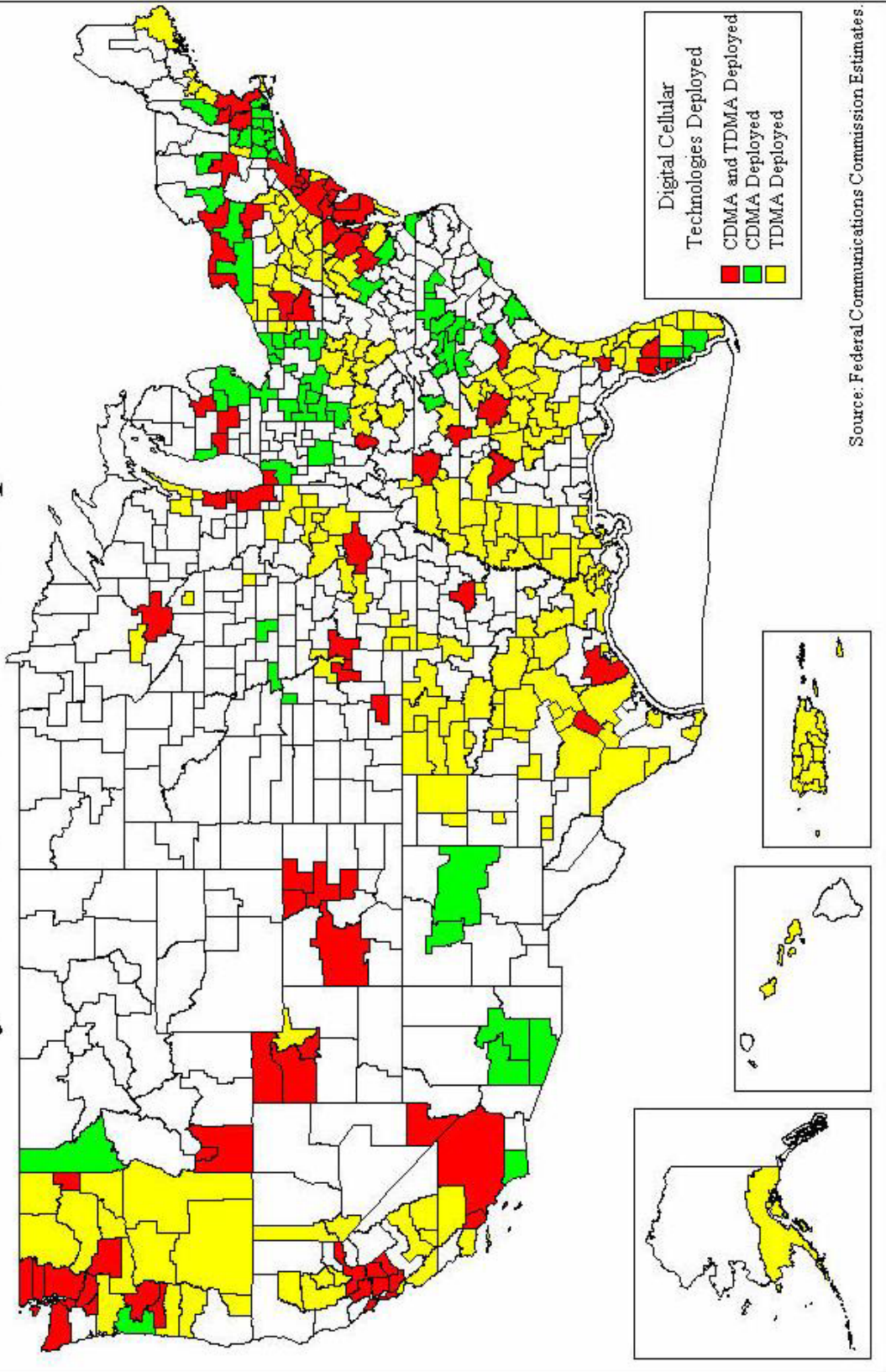
Map 5

Estimated Nextel Communications Inc. Digital SMR Network Coverage Using iDEN Technology



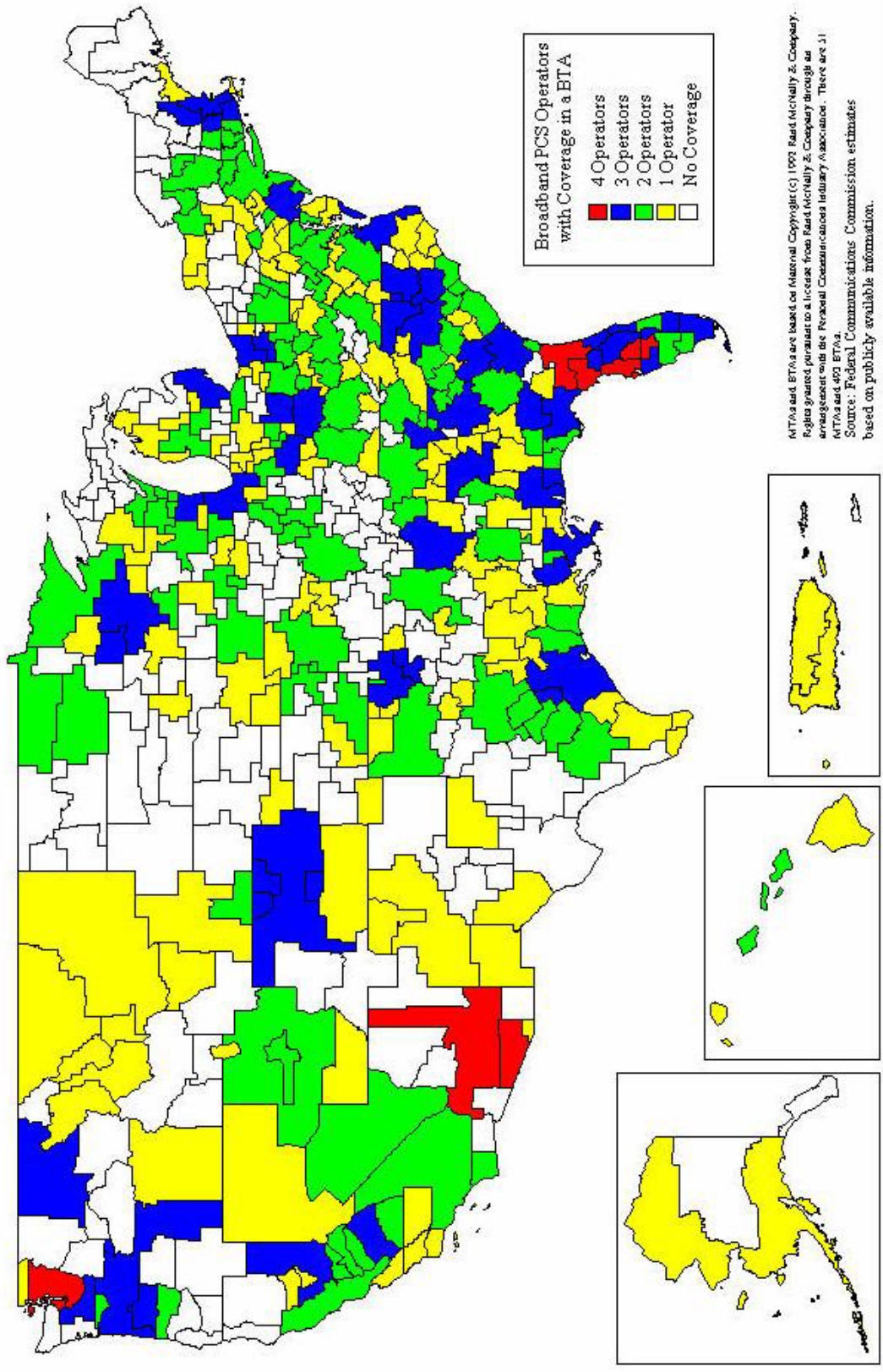
Map 6

Deployment of TDMA and CDMA Technologies by 800 MHz Cellular Operators



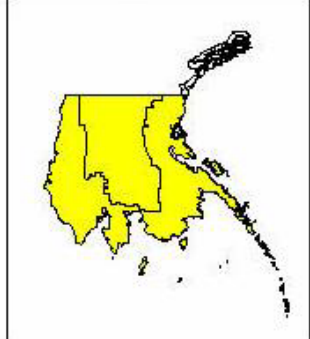
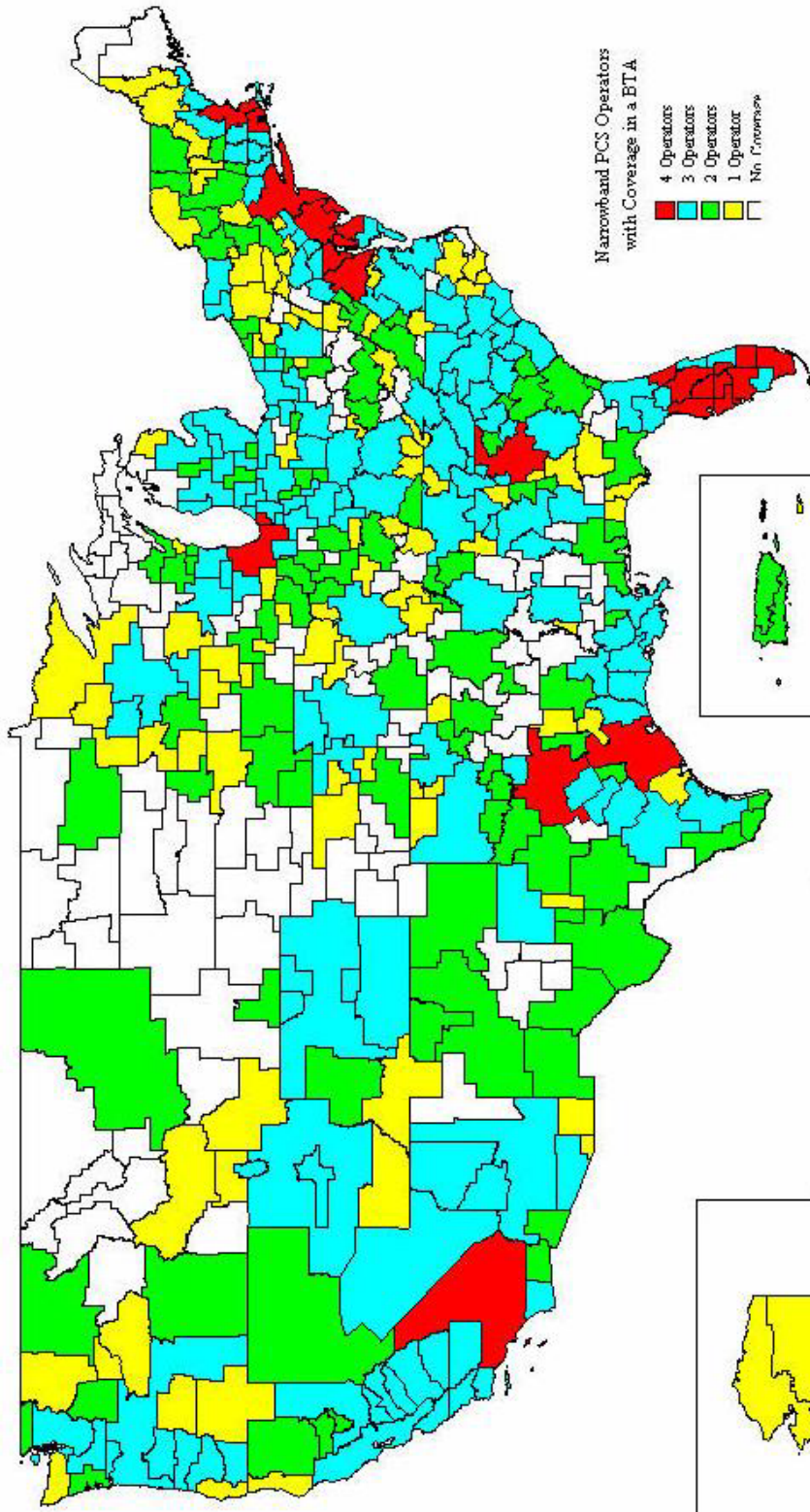
Map 7

Estimated Broadband PCS Service Rollouts: Number of Operators in Each BTA with Some Level of Coverage



Map 8

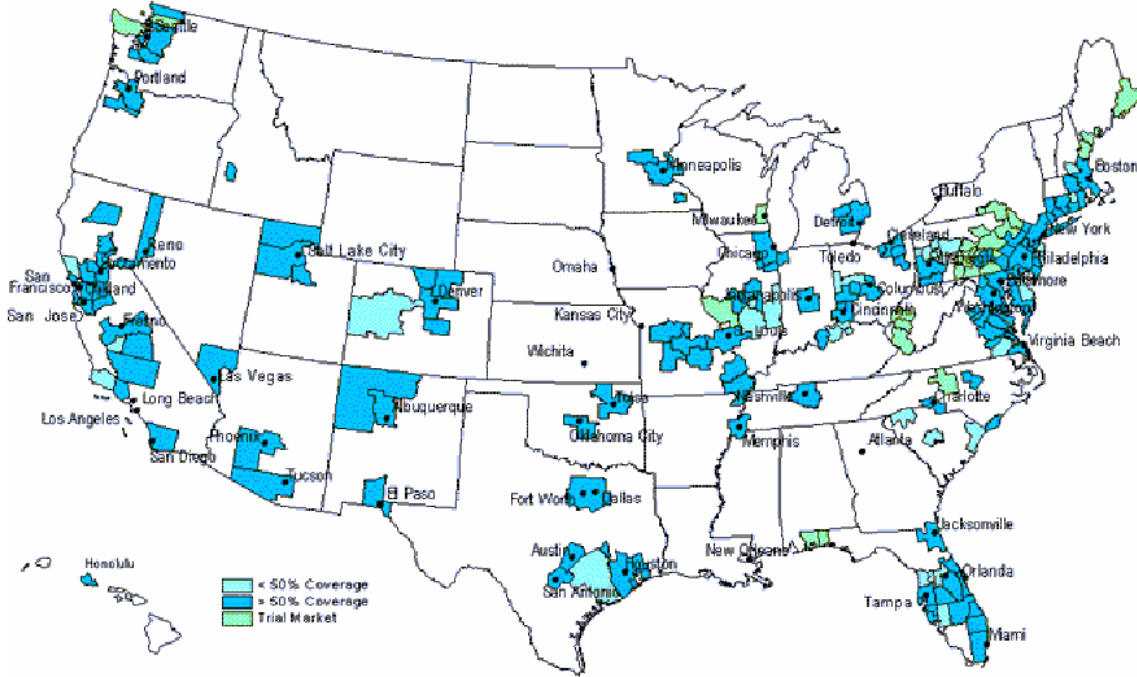
Estimated Narrowband PCS Service Rollouts: Number of Narrowband PCS Operators in Each BTA with Some Level of Coverage



MTAs and BTAs are based on Material Copyright (C) 1992 Rand McNally & Company. Rights granted pursuant to a license from Rand McNally & Company through an arrangement with the Personal Communications Industry Association. There are 51 MTAs and 493 BTAs.
Source: Federal Communications Commission estimates.

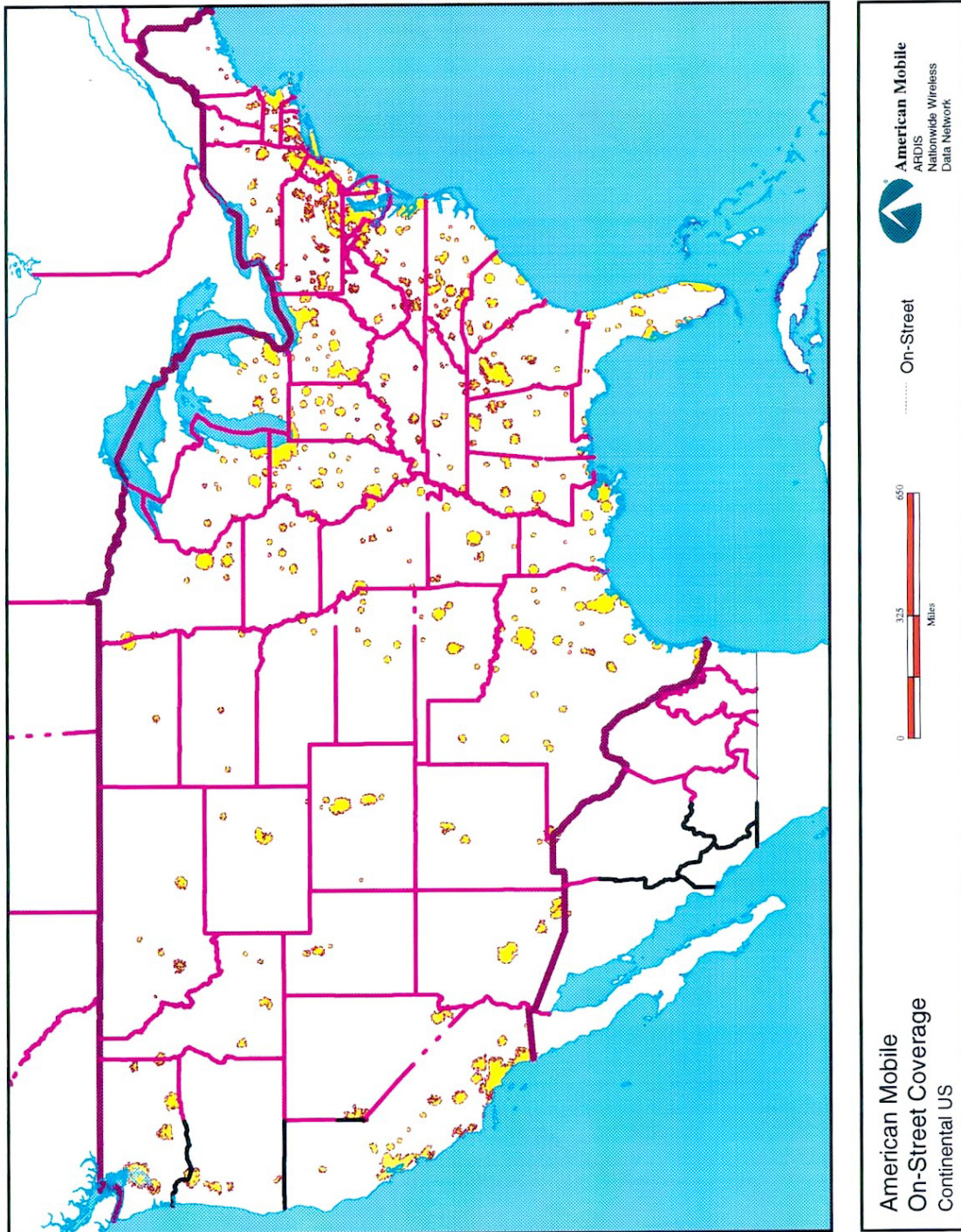
Map 9

CDPD COVERAGE THIRD QUARTER 1998



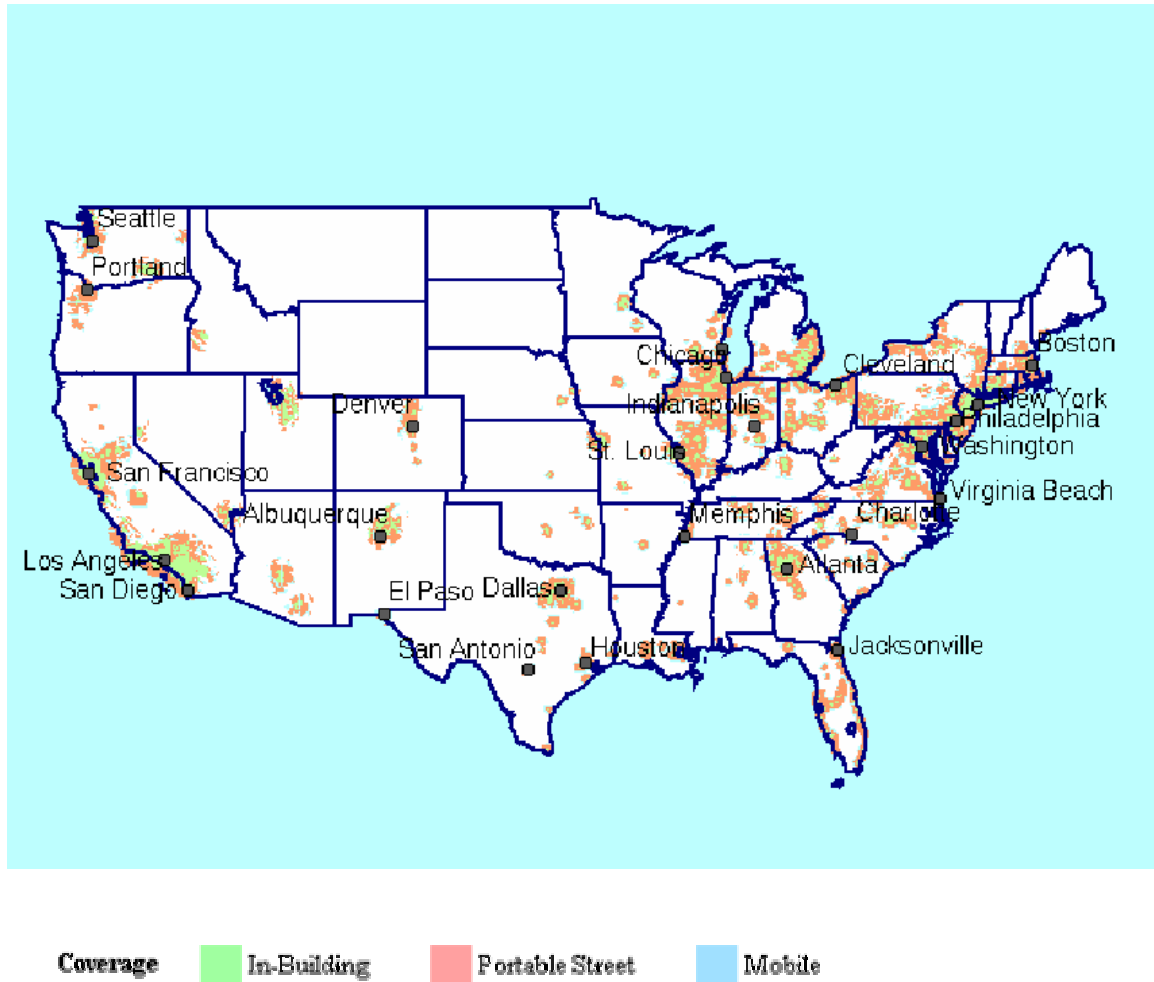
Source: *WDF: Coverage Maps* (visited Feb. 23, 1999) <http://www.wirelessdata.org/maps/index.asp>.

Map 10 ARDIS Coverage



Source: American Mobile Satellite Company (ARDIS Company). The company also has coverage in Alaska and Hawaii.

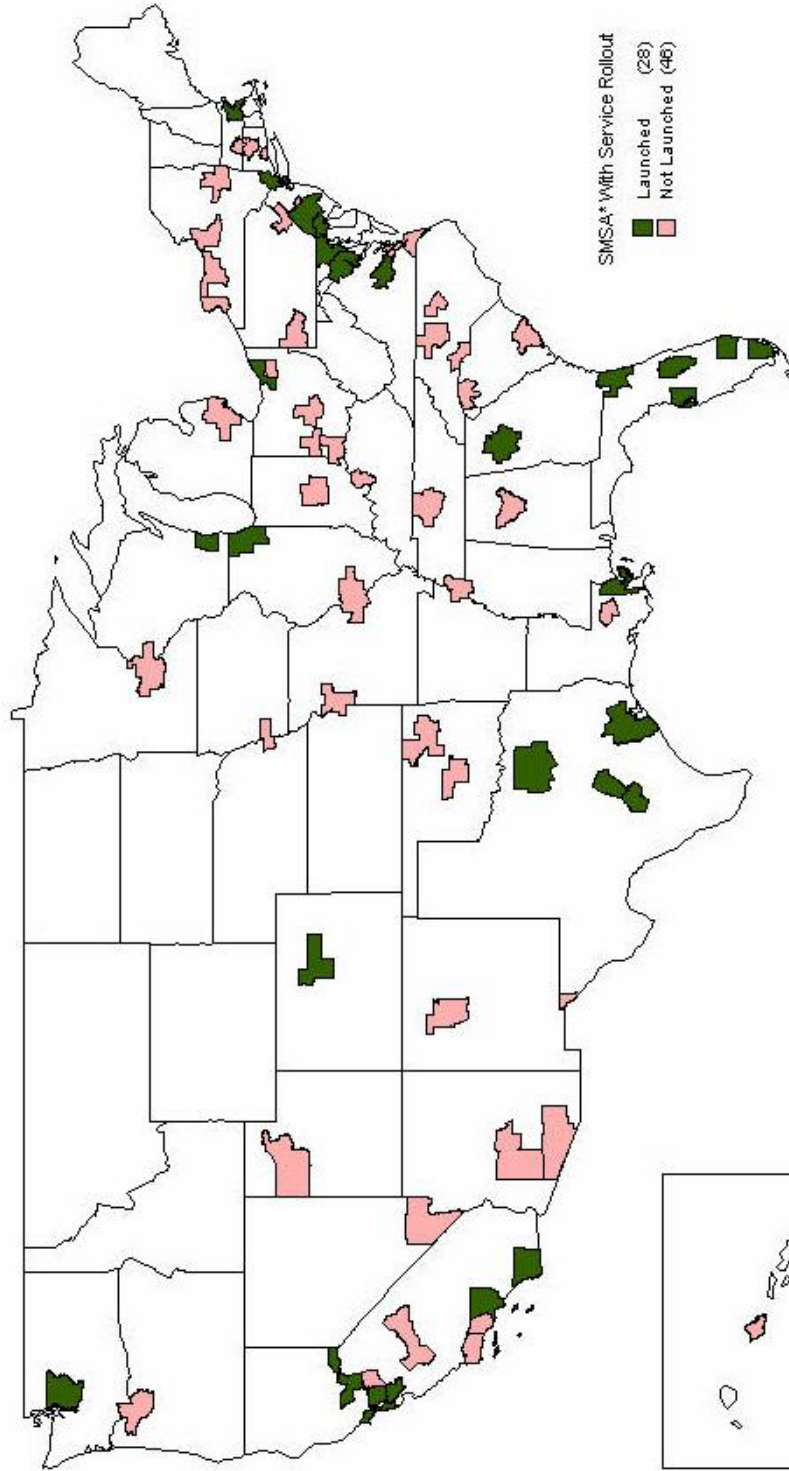
Map 11 BellSouth Wireless Data Coverage



Source: *BellSouth Wireless Data – Mobitex Coverage* (visited Feb. 23, 1998)
<<http://www.bellsouthwd.com/covapp/>>.

Map 13

Teligent License Areas and Rollout Status

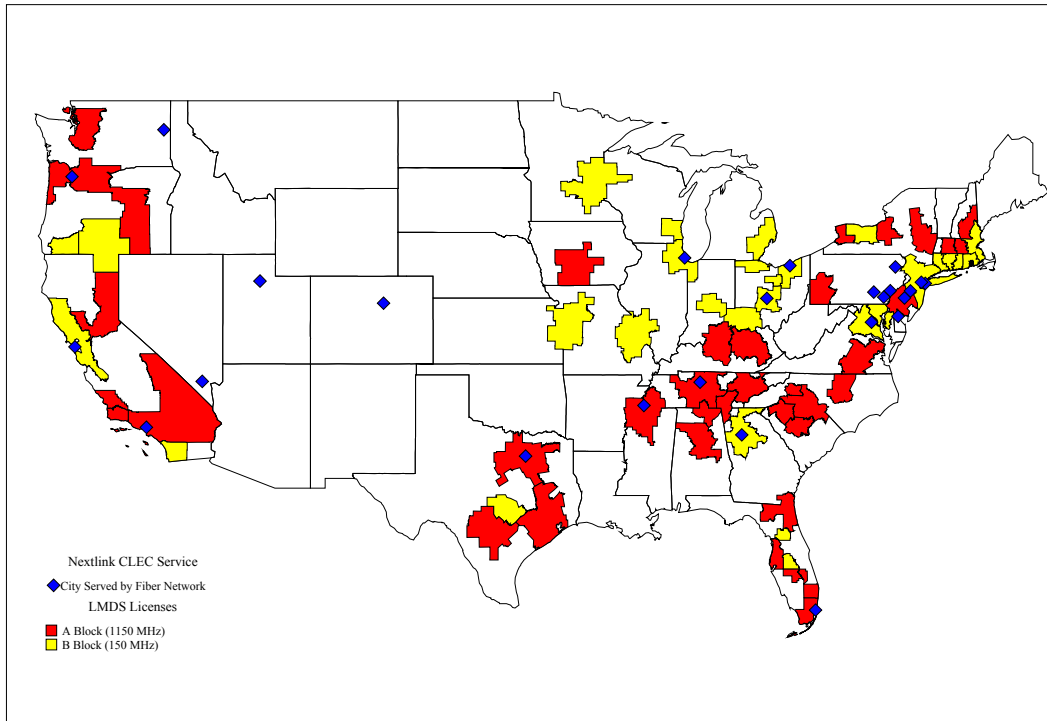


*Teligent license areas are defined by Standard Metropolitan Statistical Areas ("SMSAs") based on the definitions listed in the Standard Metropolitan Areas, 1975, Office of Management and Budget as Amended June 1981.

Source: Teligent Brings More Bandwidth at Lower Cost to Seattle Small and Mid-Sized Businesses, News Release, Teligent, Inc., Jun. 8, 1999.

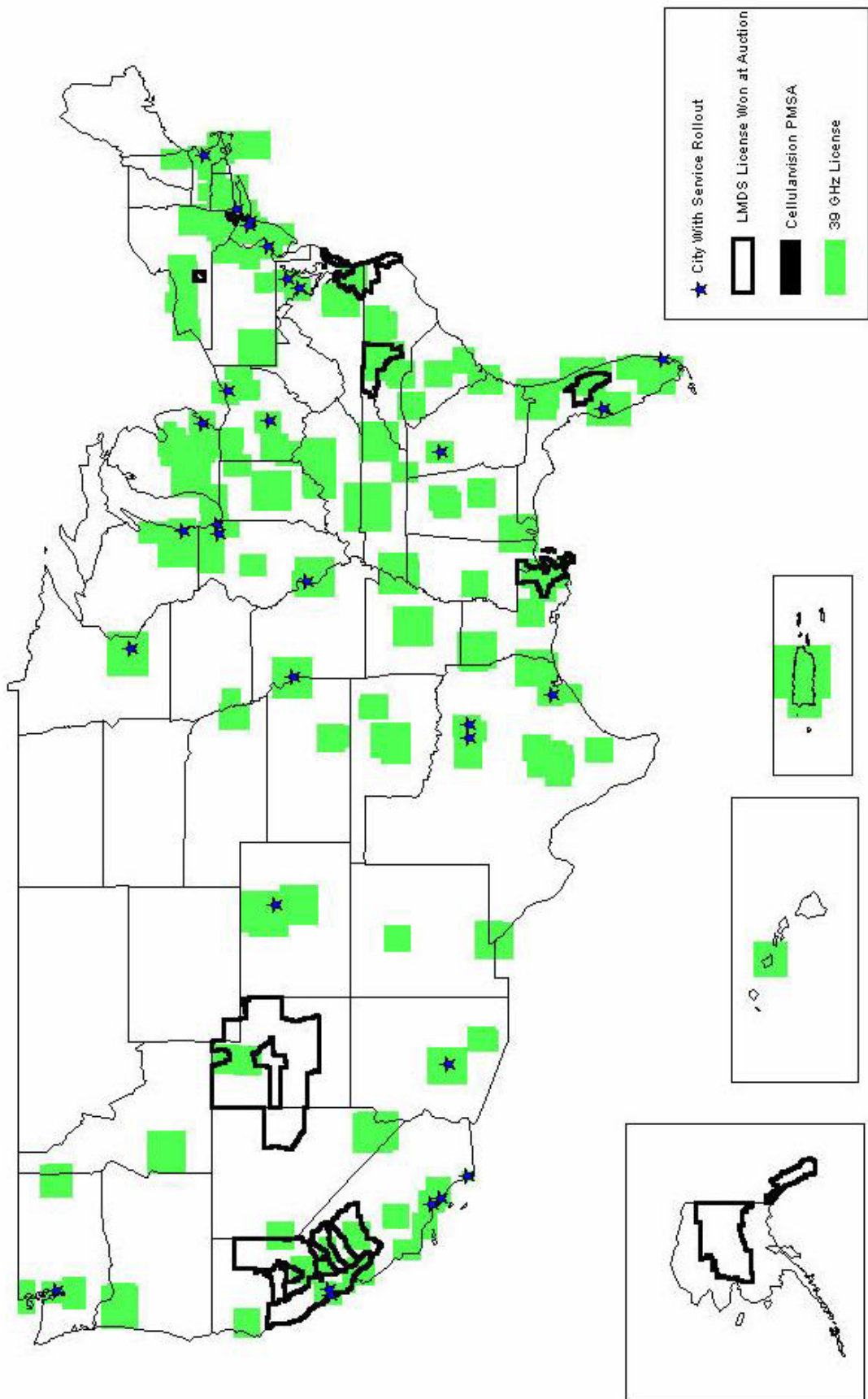
Map 14

Nextlink Coverage Area
(Combined WNP and Nextband License Areas)



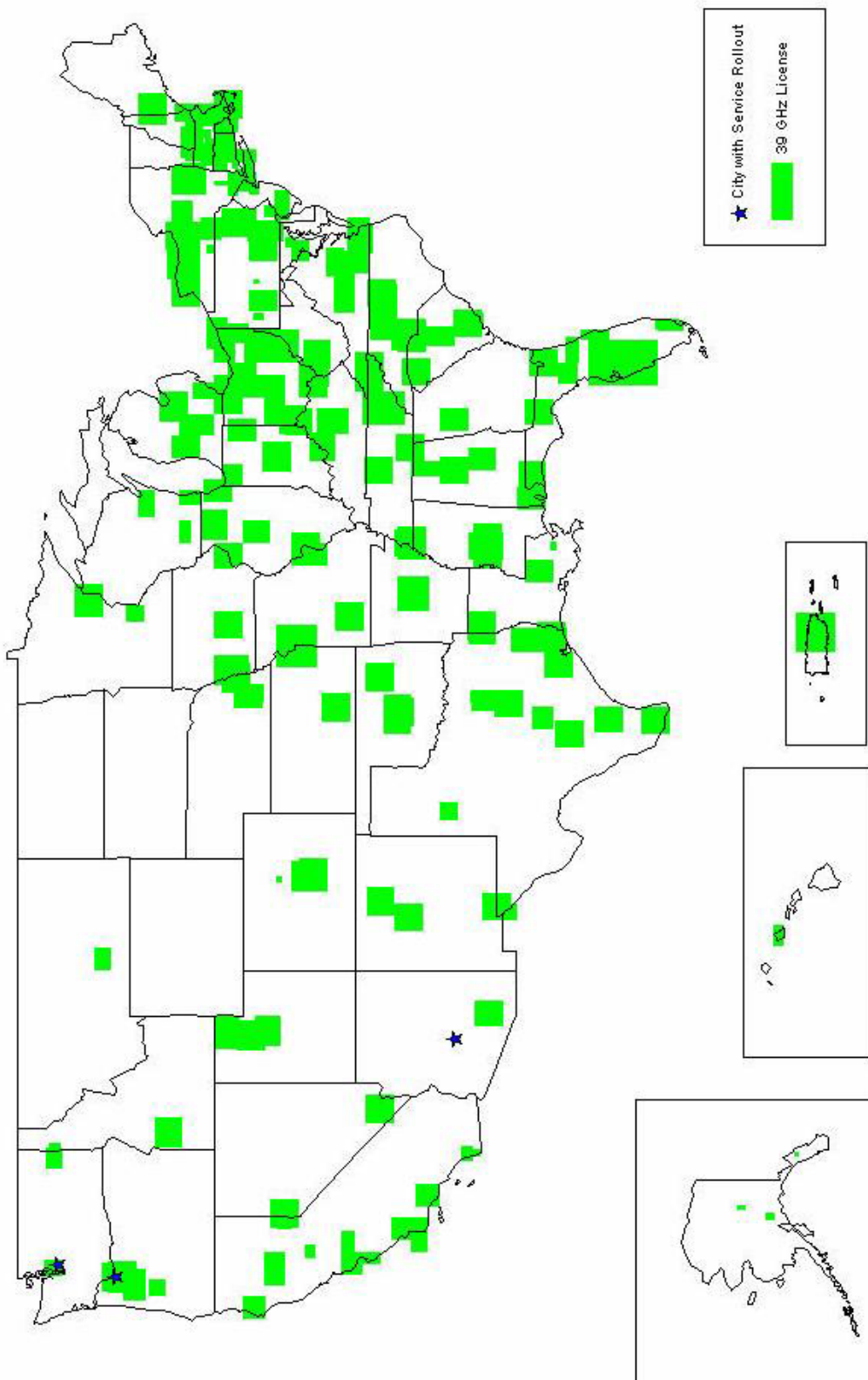
Map 15

WinStar's Upperband Licenses and Rollout Status



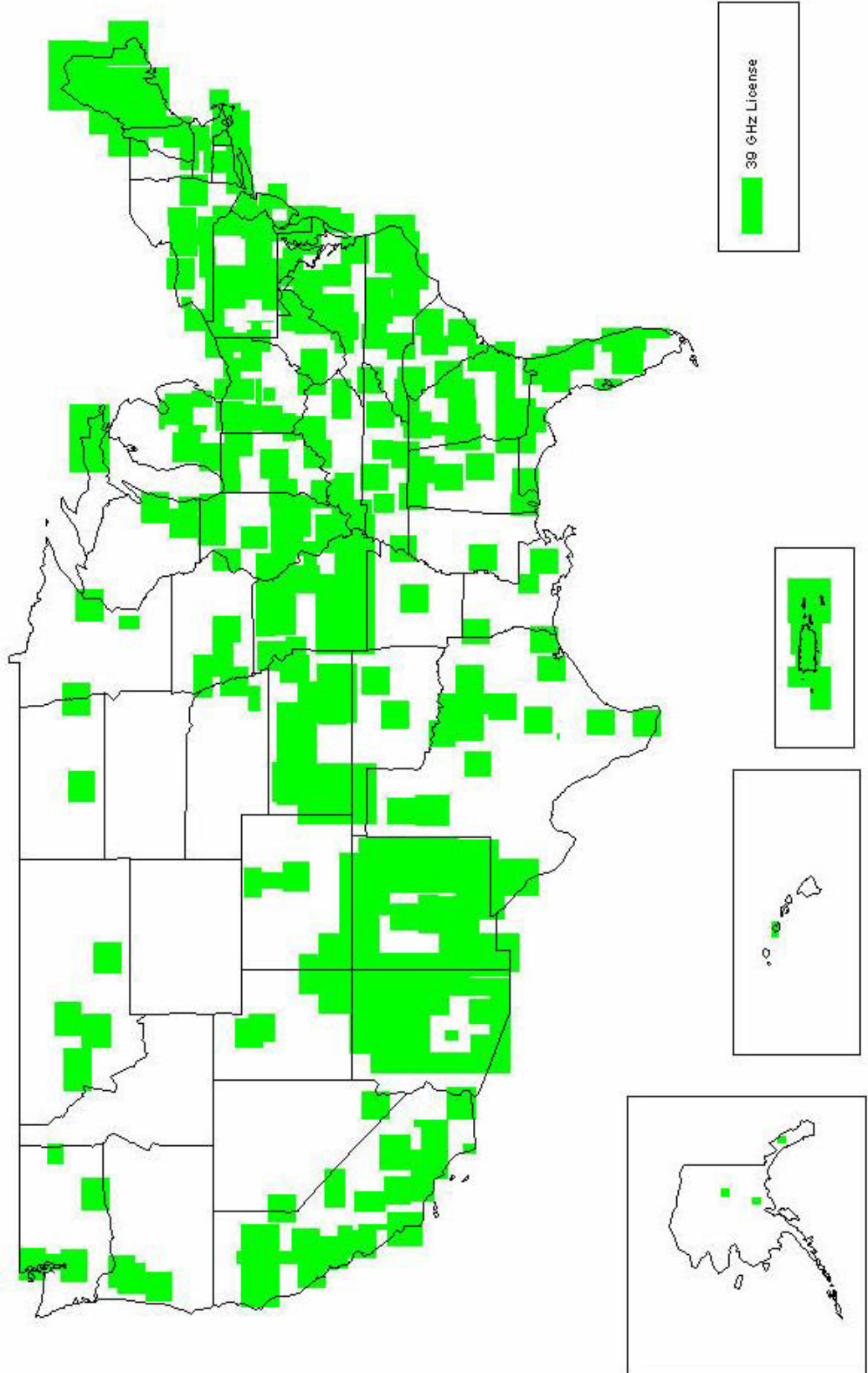
Map 16

Advanced Radio Telecom's 39 GHz Licenses and Rollout Status



Map 17

AT&T's 39 GHz Licenses



APPENDIX I: CELLULAR LICENSE OWNERSHIP

Below are the cellular licenses owned by a selection of mobile telephone operators. This information was gathered from either public sources, such as filings with the Securities and Exchange Commission and operators' World Wide Web sites, or through contacts with the operators themselves. Some of this information may no longer be accurate due to mergers, acquisitions, and exchanges, some of which are noted. When available, the following information is provided for each license:

MSA/RSA Name: The market name for a license.

MSA/RSA Number: The market's number. Markets 1 through 306 are Metropolitan Statistical Areas ("MSAs"). Markets 308 through 724 are Rural Service Areas ("RSAs"). Market 307 is for the Gulf of Mexico.

Frequency Block: For each market, there are two 25 MHz licenses. They are referred to as A block (or non-wireline) and B block (or wireline).

Submarket: For various reasons, the licenses for some markets have been further subdivided (referred to as either Submarkets 1, 2, 3, etc. or A, B, C, etc.).

As of Date: The date on which a license was owned by an operator. Unless the operator provided a specific "as of date," the date was assumed to be: the period for which a filing was made with the Securities and Exchange Commission, the date a World Wide Web site was visited, the date a list was provided by an operator, or the date an acquisition or exchange was completed.

% Owned: Percentage of license the operator claimed to control.

POPs: The population covered by license as reported by the operator. POPs reported by different operators can be for different time periods and from different sources. Multiple operators can report different POPs for the same license area.

Net POPs: Equals POPs multiplied by the percentage ownership.

AirTouch Communications

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
Los Angeles-Long Beach/Anaheim-Santa Ana-Garden Grove/Riverside-San Bernardino-Ontario, CA	2	B	1	82.30%	12/31/98	15,116,000	12,440,468
Detroit/Ann Arbor, MI	5	A	1	100.00%	12/31/98	4,654,000	4,654,000
San Francisco-Oakland, CA	7	A	1	47.00%	12/31/98	3,989,000	1,874,830
Dallas-Forth Worth, TX	9	A	1	17.00%	6/30/98	4,610,000	783,700
Minneapolis-St. Paul, MN-WI	15	B	1	100.00%	12/31/98	2,703,000	2,703,000
Cleveland, OH	16	A	1	100.00%	12/31/98	1,829,000	1,829,000
Atlanta, GA	17	A	1	100.00%	12/31/98	3,405,000	3,405,000
San Diego, CA	18	B	1	100.00%	12/31/98	2,758,000	2,758,000
Denver-Boulder, CO	19	B	1	100.00%	12/31/98	2,219,000	2,219,000
Seattle-Everett, WA	20	B	1	99.13%	12/31/98	2,219,000	2,199,695
Cincinnati, OH-KY-IN	23	A	1	100.00%	12/31/98	1,535,000	1,535,000
Kansas City, MO-KS	24	A	1	50.00%	12/31/98	1,564,000	782,000
Phoenix, AZ	26	B	1	100.00%	12/31/98	2,693,000	2,693,000
San Jose, CA	27	A	1	47.00%	12/31/98	1,636,000	768,920
Portland, OR-WA	30	B	1	100.00%	12/31/98	1,701,000	1,701,000
Columbus, OH	31	A	1	100.00%	6/30/98	1,349,000	1,349,000
Sacramento, CA	35	B	1	49.88%	12/31/98	1,528,000	762,166
Salt Lake City-Ogden, UT	39	B	1	100.00%	6/30/98	1,305,000	1,305,000
Dayton, OH	40	A	1	100.00%	6/30/98	843,000	843,000
Toledo, OH-MI	48	A	1	100.00%	6/30/98	797,000	797,000
Akron, OH	52	A	1	100.00%	6/30/98	695,000	695,000
Grand Rapids, MI	64	A	1	100.00%	6/30/98	768,000	768,000
Omaha, NE-IA	65	A	1	93.75%	6/30/98	644,000	603,750
Flint, MI	68	A	1	100.00%	6/30/98	512,000	512,000
Oxnard-Simi Valley-Ventura, CA	73	B	1	82.30%	6/30/98	741,000	609,843
Fresno, CA	74	B	1	1.10%	6/30/98	800,000	8,800
Tucson, AZ	77	B	1	100.00%	6/30/98	834,000	834,000
Lansing-East Lansing, MI	78	A	1	100.00%	6/30/98	505,000	505,000
Tacoma, WA	82	B	1	99.13%	6/30/98	680,000	674,084
Albuquerque, NM	86	B	1	100.00%	6/30/98	634,000	634,000
Canton, OH	87	A	1	100.00%	6/30/98	409,000	409,000
Wichita, KS	89	A	1	100.00%	6/30/98	481,000	481,000

Federal Communications Commission

FCC 99-136

Las Vegas, NV	93	B	1	27.79%	6/30/98	1,178,000	327,366
Saginaw-Bay City-Midland, MI	94	A	1	100.00%	6/30/98	402,000	402,000
Bakersfield, CA	97	B	1	1.10%	6/30/98	655,000	7,205
Des Moines, IA	102	B	1	76.00%	6/30/98	439,000	333,640
Stockton, CA	107	B	1	49.88%	6/30/98	556,000	277,333
Spokane, WA	109	B	1	100.00%	6/30/98	426,000	426,000
Vallejo-Fairfield-Napa, CA	111	A	1	50.00%	6/30/98	508,000	254,000
Colorado Springs, CO	117	B	1	100.00%	6/30/98	537,000	537,000
Santa Rosa-Petaluma, CA	123	A	1	40.18%	6/30/98	442,000	177,596
Santa Barbara-Santa Maria-Lompoc, CA	124	B	1	10.00%	6/30/98	401,000	40,100
Salinas-Seaside-Monterey, CA	126	A	1	42.96%	6/30/98	344,000	147,782
Eugene-Springfield, OR	135	B	1	100.00%	6/30/98	315,000	315,000
Lorain-Elyria, OH	136	A	1	100.00%	6/30/98	287,000	287,000
Duluth, MN-WI	141	B	1	83.66%	6/30/98	238,000	199,111
Modesto, CA	142	B	1	49.88%	6/30/98	437,000	217,976
Hamilton-Middletown, OH	145	A	1	99.60%	6/30/98	330,000	328,680
Salem, OR	148	B	1	100.00%	6/30/98	334,000	334,000
Visalia-Tulare-Porterville, CA	150	B	1	1.10%	6/30/98	373,000	4,103
Lima, OH	158	A	1	100.00%	6/30/98	221,000	221,000
Provo-Orem, UT	159	B	1	100.00%	6/30/98	327,000	327,000
Reno, NV	171	B	1	49.88%	6/30/98	319,000	159,117
Springfield, IL	176	B	1	12.65%	6/30/98	202,000	25,553
Topeka, KS	179	A	1	78.01%	6/30/98	203,000	158,360
Springfield, OH	180	A	1	89.23%	6/30/98	186,000	165,968
Muskegon, MI	181	A	1	79.41%	6/30/98	195,000	154,850
Boise City, ID	190	B	1	100.00%	6/30/98	281,000	281,000
Champaign-Urbana-Rantoul, IL	196	B	1	12.65%	6/30/98	157,000	19,861
Fort Collins-Loveland, CO	210	B	1	100.00%	6/30/98	241,000	241,000
Bremerton, WA	212	B	1	99.13%	6/30/98	242,000	239,895
Chico	215	B	1	49.88%	6/30/98	207,000	103,252
Fargo-Moorehead, ND-MN	221	B	1	100.00%	6/30/98	170,000	170,000
Decatur, IL	230	B	1	12.65%	6/30/98	113,000	14,295
Mansfield, OH	231	A	1	100.00%	6/30/98	129,000	129,000
Athens, GA	234	A	1	86.84%	6/30/98	179,000	155,444
Olympia, WA	242	B	1	100.00%	6/30/98	207,000	207,000
Greeley, CO	243	B	1	100.00%	6/30/98	160,000	160,000
Bloomington-Normal, IL	250	B	1	12.65%	6/30/98	145,000	18,343
Redding, CA	254	B	1	48.43%	6/30/98	169,000	81,847
Bellingham, WA	270	B	1	100.00%	6/30/98	161,000	161,000
Yuba City, CA	274	B	1	49.88%	6/30/98	147,000	73,324
St. Joseph, MO	275	A	1	43.50%	6/30/98	97,000	42,195
Grand Forks, ND-MN	276	B	1	100.00%	6/30/98	104,000	104,000
Casper, WY	299	B	1	100.00%	6/30/98	66,000	66,000
Lawrence, KS	301	A	1	50.00%	6/30/98	95,000	47,500
Arizona 1 - Mohave	318	B	1	33.33%	6/30/98	139,000	46,329
Arizona 2 - Coconino	319	B	1	100.00%	6/30/98	273,000	273,000
Arizona 3 - Navajo	320	B	1	100.00%	6/30/98	170,000	170,000
Arizona 4 - Yuma	321	B	1	100.00%	6/30/98	161,000	161,000
Arizona 6 - Graham	323	B	2	100.00%	6/30/98	209,000	209,000
California 1 - Del Norte	336	B	1	5.60%	6/30/98	216,000	12,096
California 2 - Modoc	337	B	1	25.00%	6/30/98	61,000	15,250
California 5 - San Luis Obispo	340	B	1	10.00%	6/30/98	238,000	23,800
California 8 - Tehama	343	B	1	49.88%	6/30/98	103,000	51,376
California 10 - Sierra	345	B	1	49.88%	6/30/98	96,000	47,885
Colorado 3 - Garfield	350	B	1	100.00%	6/30/98	303,000	303,000
Georgia 3 - Chattooga	373	A	1	100.00%	6/30/98	210,000	210,000
Georgia 4 - Jasper	374	A	1	100.00%	6/30/98	126,000	126,000
Idaho 1 - Boundary	388	B	1	75.00%	6/30/98	263,000	197,250
Idaho 2 - Idaho	389	B	1	50.00%	6/30/98	75,000	37,500
Idaho 3 - Lemhi	390	B	1	66.67%	6/30/98	18,000	12,001
Idaho 4 - Elmore	391	B	1	100.00%	6/30/98	155,000	155,000
Idaho 5 - Butte	392	B	2	100.00%	6/30/98	164,000	164,000
Illinois 2 - Bureau	395	B	3	2.53%	6/30/98	259,000	6,553
Illinois 4 - Adams	397	B	1	0.13%	6/30/98	218,000	283
Illinois 5 - Mason	398	B	2	12.65%	6/30/98	96,000	12,144
Illinois 6 - Montgomery	399	B	1	7.72%	6/30/98	203,000	15,672
Illinois 7 - Vermilion	400	B	1	7.72%	6/30/98	241,000	18,605
Iowa 1 - Mills	412	B	1	7.62%	6/30/98	64,000	4,877
Iowa 2 - Union	413	B	1	50.00%	6/30/98	49,000	24,500
Iowa 7 - Audubon	418	B	1	14.29%	6/30/98	55,000	7,860
Iowa 10 - Humbolt	421	B	1	27.46%	6/30/98	178,000	48,879
Minnesota 4 - Lake	485	B	1	100.00%	6/30/98	15,000	15,000
Nevada 2 - Lander	544	B	1	50.00%	6/30/98	55,000	27,500
Nevada 3 - Storey	545	B	1	49.88%	6/30/98	124,000	61,851
Nevada 4 - Mineral	546	B	1	50.00%	6/30/98	34,000	17,000
Nevada 5 - White Pine	547	B	1	100.00%	6/30/98	14,000	14,000
New Mexico 1 - San Juan	553	B	1	100.00%	6/30/98	265,000	265,000
New Mexico 4 - Santa Fe	556	B	2	100.00%	6/30/98	278,000	278,000
North Dakota 3 - Barnes	582	B	1	15.41%	6/30/98	91,000	14,023
Ohio 3 - Ashtabula	587	A	1	100.00%	6/30/98	104,000	104,000

Ohio 4 - Mercer	588	A	1	100.00%	6/30/98	230,000	230,000
Ohio 6 - Morrow	590	A	1	100.00%	6/30/98	466,000	466,000
Ohio 8 - Clinton	592	A	1	100.00%	6/30/98	182,000	182,000
Oregon 1 - Clatsop	606	B	1	100.00%	6/30/98	189,000	189,000
Oregon 4 - Lincoln	609	B	1	100.00%	6/30/98	233,000	233,000
Utah 1 - Box Elder	673	B	1	100.00%	6/30/98	125,000	125,000
Utah 2 - Morgan	674	B	1	66.67%	6/30/98	48,000	32,002
Washington 1 - Clallam	693	B	1	99.13%	6/30/98	282,000	279,547
Washington 2 - Okanogan	694	B	1	100.00%	6/30/98	135,000	135,000
Washington 3 - Ferry	695	B	1	100.00%	6/30/98	61,000	61,000
Washington 4 - Grays Harbor	696	B	1	37.50%	6/30/98	123,000	46,125
Wyoming 4 - Niobrara	721	B	1	100.00%	6/30/98	137,000	137,000
Wyoming 5 - Converse	722	B	1	100.00%	6/30/98	12,000	12,000

Aliant Communications

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
Omaha, NE-IA	65	B	1	100.00%	1/1/99	634,489	634,489
Lincoln, NE	172	B	1	100.00%	12/31/98	231,114	231,114
Iowa 1 - Mills	412	B	1	9.20%	12/31/98	62,364	5,737
Nebraska 1 - Sioux	533	B	1	100.00%	12/31/98		
Nebraska 2 - Cherry	534	B	1	100.00%	12/31/98		
Nebraska 3 - Knox	535	B	1	100.00%	12/31/98		
Nebraska 4 - Grant	536	B	1	100.00%	12/31/98		
Nebraska 5 - Boone	537	B	1	100.00%	12/31/98		
Nebraska 6 - Keith	538	B	1	100.00%	12/31/98		
Nebraska 7 - Hall	539	B	1	100.00%	12/31/98		
Nebraska 8 - Chase	540	B	1	100.00%	12/31/98		
Nebraska 9 - Adams	541	B	1	100.00%	12/31/98		
Nebraska 10 - Cass	542	B	1	100.00%	12/31/98		

Notes: On December 18, 1998, Aliant Communications has announced its intention to merge with ALLTEL.

ALLTEL

MSA/RSA Name	MSA/RSA Number	Frequency Block	Sub Market	% Owned	As of Date	POPs	Net POPs
New York, NY-NJ/Nassau-Suffolk, NY/Newark, Jersey City and Paterson-Clifton-Passaic, NJ	1	B	1	10.0000%	12/31/98	15,104,441	1,510,444
Chicago, IL	3	B	1	5.0000%	12/31/98	7,603,156	380,158
Houston, TX	10	B	1	11.1100%	12/31/98	3,977,290	441,877
St. Louis, MO-IL	11	B	1	2.0000%	12/31/98	2,464,311	49,286
Pittsburgh, PA	13	B	1	1.9300%	12/31/98	2,088,938	40,317
Cleveland, OH	16	B	1	3.5000%	12/31/98	1,841,736	64,461
Cincinnati, OH-KY-IN	23	B	1	1.2016%	12/31/98	1,516,955	18,228
Kansas City, MO-KS	24	B	1	19.0000%	12/31/98	1,523,475	289,460
Columbus, OH	31	B	1	1.2016%	12/31/98	1,313,279	15,780
Hartford-New Britain-Bristol, CT	32	B	1	0.1485%	12/31/98	1,112,760	1,652
Rochester, NY	34	B	1	15.0000%	12/31/98	1,037,866	155,680
Dayton, OH	40	B	1	1.2016%	12/31/98	850,238	10,216
Bridgeport-Stamford-Norwalk-Danbury, CT	42	B	1	0.1485%	12/31/98	830,330	1,233
Norfolk-Virginia Beach-Portsmouth, VA/NC	43	A	1	100.0000%	12/31/98	1,048,228	1,048,228
Greensboro-Winston-Salem-High Point, NC	47	B	1	80.5817%	12/31/98	983,707	792,688
Toledo, OH-MI	48	B	1	85.1000%	12/31/98	653,698	556,297
New Haven-West Haven-Waterbury-Meriden, CT	49	B	1	0.1485%	12/31/98	791,830	1,176
Akron, OH	52	B	1	3.5000%	12/31/98	683,997	23,940
Syracuse, NY	53	B	1	45.0000%	12/31/98	673,310	302,990
Gary-Hammond-East Chicago, IN	54	B	1	5.0000%	12/31/98	625,006	31,250
Northeast Pennsylvania, PA	56	B	1	78.9800%	12/31/98	659,594	520,947
Allentown-Bethlehem-Easton, PA-NJ	58	B	1	20.7700%	12/31/98	714,126	148,324
Richmond, VA	59	A	1	50.0000%	Jan-99	802,859	401,430
Charlotte-Gastonia, NC	61	B	1	100.0000%	12/31/98	865,754	865,754
New Brunswick-Perth Amboy-Sayreville, NJ	62	B	1	10.0000%	12/31/98	701,446	70,145
Springfield-Chicopee-Holyoke, MA	63	B	1	0.1485%	12/31/98	591,653	879
Youngstown-Warren, OH	66	B	1	96.8630%	12/31/98	491,908	476,477
Greenville-Spartanburg, SC	67	B	1	89.1700%	12/31/98	686,113	611,807
Long Branch-Asbury Park, NJ	70	B	1	10.0000%	12/31/98	589,068	58,907
Raleigh-Durham, NC	71	B	1	92.0228%	12/31/98	827,723	761,694
Austin, TX	75	B	1	0.8200%	12/31/98	940,500	7,712
Harrisburg, PA	84	B	1	100.0000%	12/31/98	499,994	499,994
Johnson City-Kingsport-Bristol, TN-VA	85	B	1	100.0000%	12/31/98	386,589	386,589
Canton, OH	87	B	1	3.5000%	12/31/98	405,596	14,196
Chattanooga, TN-GA	88	B	1	8.1200%	12/31/98	454,735	36,924
Wichita, KS	89	B	1	40.0000%	12/31/98	481,811	192,724
Charleston-North Charleston, SC	90	B	1	75.0000%	12/31/98	526,281	394,711

Federal Communications Commission

FCC 99-136

Little Rock-North Little Rock, AR	92	B	1	64.0000%	12/31/98	547,406	350,340
Las Vegas, NV	93	B	1	72.2061%	12/31/98	1,018,224	735,220
Columbia, SC	95	B	1	53.6000%	12/31/98	497,046	266,417
Fort Wayne, IN	96	B	1	25.0000%	12/31/98	437,208	109,302
York, PA	99	B	1	100.0000%	12/31/98	450,097	450,097
Beaumont-Port Arthur, TX	101	B	1	11.1100%	12/31/98	376,781	41,860
Peoria, IL	103	B	1	100.0000%	12/31/98	344,465	344,465
Newport News-Hampton, VA	104	A	1	100.0000%	12/31/98	480,498	480,498
Lancaster, PA	105	B	1	100.0000%	12/31/98	449,868	449,868
Jackson, MS	106	B	1	26.7460%	12/31/98	418,523	111,938
Augusta, GA/SC	108	B	1	100.0000%	12/31/98	440,003	440,003
Huntington-Ashland, WV/KY/OH	110	B	1	100.0000%	12/31/98	317,680	317,680
Reading, PA	118	B	1	10.0000%	12/31/98	351,468	35,147
South Bend-Mishawaka, IN	129	B	1	100.0000%	12/31/98	303,760	303,760
Erie, PA	130	B	1	3.5000%	12/31/98	281,760	9,862
Lorain-Elyria, OH	136	B	1	3.5000%	12/31/98	282,160	9,876
Melbourne-Titusville-Palm Bay, FL	137	B	1	25.0000%	12/31/98	459,621	114,905
Montgomery, AL	139	B	1	100.0000%	12/31/98	319,623	319,623
Charleston, WV	140	B	1	100.0000%	12/31/98	256,504	256,504
Johnstown, PA	143	B	1	100.0000%	12/31/98	238,787	238,787
Daytona Beach, FL	146	B	1	25.0000%	12/31/98	413,373	103,343
Fayetteville, NC	149	B	1	92.0228%	12/31/98	291,322	268,083
New London-Norwich, CT	154	B	1	0.1485%	12/31/98	248,221	369
Savannah, GA	155	B	1	100.0000%	12/31/98	282,837	282,837
Lima, OH	158	B	1	85.1000%	12/31/98	221,480	188,479
Killeen-Temple, TX	160	B	1	100.0000%	12/31/98	300,940	300,940
Springfield, MO	163	B	1	100.0000%	12/31/98	272,218	272,218
Fort Smith, AK-OK	165	B	1	100.0000%	12/31/98	234,418	234,418
Hickory, NC	166	B	1	100.0000%	12/31/98	237,102	237,102
Tallahassee, FL	168	B	1	100.0000%	12/31/98	278,223	278,223
Galveston-Texas City, TX	170	B	1	11.1100%	12/31/98	241,736	26,857
Wheeling, WV-OH	178	B	1	100.0000%	12/31/98	157,197	157,197
Fayetteville-Springdale, AK	182	B	1	89.9000%	12/31/98	255,554	229,743
Gainesville, FL	192	B	1	100.0000%	12/31/98	220,689	220,689
Waco, TX	194	B	1	100.0000%	12/31/98	200,740	200,740
Cedar Rapids, IA	195	B	1	100.0000%	12/31/98	180,058	180,058
Steubenville-Weirton, OH-WV	199	B	1	100.0000%	12/31/98	139,291	139,291
Parkersburg-Marietta, OH-WV	200	B	1	100.0000%	12/31/98	158,115	158,115
Waterloo-Cedar Falls, IA	201	B	1	88.5417%	12/31/98	146,645	129,842
Lynchburg, VA	203	B	1	100.0000%	12/31/98	158,437	158,437
Longview-Marshall, TX	206	B	1	60.0000%	12/31/98	169,960	101,976
Wilmington, NC	218	B	1	100.0000%	12/31/98	202,394	202,394
Elkhart-Goshen, IN	223	B	1	100.0000%	12/31/98	167,253	167,253
Altoona, PA	225	B	1	100.0000%	12/31/98	132,079	132,079
Anderson, SC	227	B	1	89.1700%	12/31/98	155,628	138,773
Mansfield, OH	231	B	1	100.0000%	12/31/98	128,300	128,300
Petersburg-Colonial Heights-Hopewell, VA	235	A	1	79.0783%	12/31/98	136,960	108,306
Tyler, TX	237	B	1	60.0000%	12/31/98	162,194	97,316
Sharon, PA	238	B	1	96.8630%	12/31/98	122,370	118,531
Ocala, FL	245	B	1	100.0000%	12/31/98	229,539	229,539
Dothan, AL	246	B	1	100.0000%	4/1/99	133,618	133,618
Williamsport, PA	251	B	1	100.0000%	12/31/98	121,493	121,493
Charlottesville, VA	256	B	1	100.0000%	12/31/98	102,516	102,516
Jacksonville, NC	258	B	1	100.0000%	12/31/98	145,653	145,653
State College, PA	259	B	1	100.0000%	12/31/98	131,792	131,792
Albany, GA	261	B	1	100.0000%	12/31/98	118,751	118,751
Danville, VA	262	B	1	100.0000%	12/31/98	110,259	110,259
Florence, SC	264	B	1	53.6000%	12/31/98	123,586	66,242
Fort Walton Beach, FL	265	B	1	100.0000%	12/31/98	167,808	167,808
Kankakee, IL	273	B	1	5.0000%	12/31/98	103,307	5,165
St. Joseph, MO	275	B	1	49.0000%	12/31/98	98,084	48,061
Burlington, NC	280	B	1	92.0228%	12/31/98	115,453	106,243
Panama City, FL	283	B	1	100.0000%	12/31/98	145,363	145,363
Dubuque, IA	286	B	1	85.0000%	12/31/98	88,756	75,443
Iowa City, IA	296	B	1	100.0000%	12/31/98	101,682	101,682
Lawrence, KS	301	B	1	19.0000%	12/31/98	90,776	17,247
Aurora-Elgin, IL	303	B	1	5.0000%	12/31/98	46,062	2,303
Joliet, IL	304	B	1	5.0000%	12/31/98	35,562	1,778
Alabama 4 - Bibb	310	B	1	100.0000%	12/31/98	140,259	140,259
Alabama 5 - Cleburne	311	B	2	100.0000%	12/31/98	51,598	51,598
Alabama 6 - Washington	312	B	1	100.0000%	12/31/98	121,283	121,283
Alabama 7 - Butler	313	B	1	100.0000%	12/31/98	170,120	170,120
Alabama 8 - Lee	314	B	1	100.0000%	12/31/98	76,554	76,554
Arkansas 1 - Madison	324	B	1	51.0000%	12/31/98	35,882	18,300
Arkansas 1 - Madison	324	B	2	51.0000%	12/31/98	39,771	20,283
Arkansas 2 - Marion	325	B	2	51.0000%	12/31/98	7,508	3,829
Arkansas 4 - Clay	327	B	1	55.4500%	12/31/98	200,169	110,994
Arkansas 5 - Cross	328	B	1	55.4500%	12/31/98	118,707	65,823
Arkansas 6 - Cleburne	329	B	1	55.4500%	12/31/98	101,780	56,437
Arkansas 7 - Pope	330	B	1	55.4500%	12/31/98	114,094	63,265

Federal Communications Commission

FCC 99-136

Arkansas 8 - Franklin	331	B	1	51.0000%	12/31/98	68,337	34,852
Arkansas 9 - Polk	332	B	1	100.0000%	12/31/98	65,663	65,663
Arkansas 10 - Garland	333	B	1	55.4500%	12/31/98	157,561	87,368
California 2 - Modoc	337	B	1	25.0000%	12/31/98	58,937	14,734
Colorado 6 - San Miguel	353	A	1	100.0000%	3/31/99	71,851	71,851
Connecticut 1 - Litchfield	357	B	1	0.1485%	12/31/98	180,107	267
Connecticut 2 - Windham	358	B	1	0.1485%	12/31/98	104,079	155
Florida 4 - Citrus	363	B	2	25.0000%	12/31/98	182,132	45,533
Florida 4 - Citrus	363	B	3	100.0000%	12/31/98	34,001	34,001
Florida 5 - Putnam	364	B	1	25.0000%	12/31/98	41,775	10,444
Florida 5 - Putnam	364	B	2	100.0000%	12/31/98	70,046	70,046
Florida 6 - Dixie	365	B	1	100.0000%	12/31/98	54,691	54,691
Florida 7 - Hamilton	366	B	1	100.0000%	12/31/98	101,744	101,744
Florida 8 - Jefferson	367	B	2	100.0000%	12/31/98	5,899	5,899
Florida 8 - Jefferson	367	B	1	100.0000%	12/31/98	46,924	46,924
Florida 9 - Calhoun	368	B	1	100.0000%	12/31/98	40,388	40,388
Florida 10 - Walton	369	B	1	100.0000%	12/31/98	112,525	112,525
Georgia 1 - Whitfield	371	B	1	25.5400%	12/31/98	219,686	56,108
Georgia 2 - Dawson	372	B	1	38.7000%	12/31/98	153,232	59,301
Georgia 2 - Dawson	372	B	2	35.0000%	12/31/98	97,149	34,002
Georgia 4 - Jasper	374	B	3	35.0000%	12/31/98	63,512	22,229
Georgia 7 - Hancock	377	B	2	100.0000%	12/31/98	93,219	93,219
Georgia 8 - Warren	378	B	1	33.3300%	12/31/98	156,741	52,242
Georgia 9 - Marion	379	B	2	50.0000%	12/31/98	20,874	10,437
Georgia 9 - Marion	379	B	3	100.0000%	12/31/98	22,672	22,672
Georgia 10 - Bleckley	380	B	1	100.0000%	12/31/98	88,202	88,202
Georgia 10 - Bleckley	380	B	2	50.0000%	12/31/98	42,112	21,056
Georgia 11 - Toombs	381	B	1	100.0000%	12/31/98	152,942	152,942
Georgia 12 - Liberty	382	B	1	41.6600%	12/31/98	215,390	89,731
Georgia 13 - Early	383	B	1	100.0000%	12/31/98	146,111	146,111
Georgia 14 - Worth	384	B	1	50.0000%	12/31/98	247,291	123,646
Illinois 2 - Bureau	395	B	2	40.0000%	12/31/98	257,293	102,917
Illinois 3 - Mercer	396	B	1	18.1375%	12/31/98	203,087	36,835
Illinois 5 - Mason	398	B	1	100.0000%	12/31/98	47,717	47,717
Indiana 2 - Kosciusko	404	B	1	75.0000%	12/31/98	171,812	128,859
Indiana 3 - Huntington	405	B	1	20.0000%	12/31/98	146,081	29,216
Iowa 1 - Mills	412	B	1				
Iowa 5 - Jackson	416	B	1	7.1400%	12/31/98	8,349	596
Iowa 14 - Kossuth	425	B	1	5.5600%	12/31/98	107,028	5,951
Iowa 15 - Dickinson	426	B	1	6.6700%	12/31/98	83,766	5,587
Iowa 16 - Lyon	427	B	1	8.3300%	12/31/98	104,124	8,674
Massachusetts 1 - Franklin	470	B	1	0.1485%	12/31/98	70,685	105
Mississippi 3 - Bolivar	495	B	2	26.7460%	12/31/98	30,788	8,235
Mississippi 4 - Yalobusha	496	B	2	26.7460%	12/31/98	34,914	9,338
Mississippi 5 - Washington	497	B	2	26.7460%	12/31/98	49,553	13,253
Mississippi 6 - Montgomery	498	B	1	26.7460%	12/31/98	30,651	8,198
Mississippi 7 - Leake	499	B	1	26.7460%	12/31/98	179,227	47,936
Mississippi 8 - Claiborne	500	B	2	26.7460%	12/31/98	11,396	3,048
Mississippi 9 - Copiah	501	B	1	26.7460%	12/31/98	80,205	21,452
Mississippi 10 - Smith	502	B	2	26.7460%	12/31/98	50,139	13,410
Missouri 1 - Atchison	504	B	1	31.2200%	12/31/98	42,617	13,305
Missouri 2 - Harrison	505	B	1	50.0000%	12/31/98	34,132	17,066
Missouri 3 - Schuyler	506	B	1	100.0000%	12/31/98	55,377	55,377
Missouri 4 - De Kalb	507	B	1	47.5000%	12/31/98	69,073	32,810
Missouri 8 - Callaway	511	B	1	30.0000%	12/31/98	102,474	30,742
Missouri 9 - Bates	512	B	1	19.6000%	12/31/98	77,297	15,150
Missouri 9 - Bates	512	B	2	100.0000%	12/31/98	21,569	21,569
Missouri 10 - Benton	513	B	1	100.0000%	12/31/98	95,397	95,397
Missouri 13 - Washington	516	B	1	2.0000%	12/31/98	91,168	1,823
Missouri 14 - Barton	517	B	1	85.7000%	12/31/98	101,839	87,276
Missouri 15 - Stone	518	B	1	71.0000%	12/31/98	115,898	82,288
Missouri 16 - Laclede	519	B	1	100.0000%	12/31/98	96,830	96,830
Missouri 18 - Perry	521	B	1	2.0000%	12/31/98	118,497	2,370
Missouri 19 - Stoddard	522	B	1	2.0000%	12/31/98	199,276	3,986
Nevada 2 - Lander	544	B	1	50.0000%	12/31/98	51,005	25,503
Nevada 4 - Mineral	546	B	1	50.0000%	12/31/98	30,242	15,121
New Mexico 1 - San Juan	553	A	1	100.0000%	12/31/98	257,276	257,276
New Mexico 2 - Colfax	554	A	1	100.0000%	12/31/98	23,796	23,796
New Mexico 4 - Santa Fe	556	A	1	100.0000%	12/31/98	263,381	263,381
New Mexico 5 - Grant	557	A	1	100.0000%	12/31/98	59,226	59,226
North Carolina 2 - Yancey	566	B	2	100.0000%	12/31/98	74,023	74,023
North Carolina 4 - Henderson	568	B	2	50.0000%	12/31/98	57,607	28,804
North Carolina 4 - Henderson	568	B	3	100.0000%	12/31/98	89,982	89,982
North Carolina 5 - Anson	569	B	1	50.0000%	12/31/98	92,847	46,424
North Carolina 5 - Anson	569	B	2	100.0000%	12/31/98	35,403	35,403
North Carolina 6 - Chatham	570	B	1	100.0000%	12/31/98	157,106	157,106
North Carolina 7 - Rockingham	571	B	1	100.0000%	12/31/98	195,408	195,408
North Carolina 7 - Rockingham	571	B	2	100.0000%	12/31/98	88,022	88,022
North Carolina 8 - Northampton	572	B	1	100.0000%	12/31/98	287,499	287,499
North Carolina 9 - Camden	573	B	1	100.0000%	12/31/98	119,126	119,126

Federal Communications Commission

FCC 99-136

North Carolina 10 - Harnett	574	B	1	100.0000%	12/31/98	281,768	281,768
North Carolina 11 - Hoke	575	B	1	100.0000%	12/31/98	223,100	223,100
North Carolina 12 - Sampson	576	B	1	100.0000%	12/31/98	128,210	128,210
North Carolina 13 - Greene	577	B	1	100.0000%	12/31/98	239,785	239,785
North Carolina 14 - Pitt	578	B	1	100.0000%	12/31/98	240,647	240,647
North Carolina 15 - Cabarrus	579	B	1	100.0000%	12/31/98	133,724	133,724
North Carolina 15 - Cabarrus	579	B	2	50.0000%	12/31/98	285,316	142,658
Ohio 1 - Williams	585	B	1	100.0000%	12/31/98	127,464	127,464
Ohio 2 - Sandusky	586	B	1	67.4710%	12/31/98	206,475	139,311
Ohio 5 - Hancock	589	B	1	68.3491%	12/31/98	235,219	160,770
Ohio 6 - Morrow	590	B	1	82.4742%	12/31/98	450,273	371,359
Ohio 7 - Tuscarawas	591	B	2	100.0000%	12/31/98	254,938	254,938
Ohio 10 - Perry	594	B	2	100.0000%	12/31/98	174,251	174,251
Ohio 11 - Columbiana	595	B	1	100.0000%	12/31/98	112,518	112,518
Oklahoma 4 - Nowata	599	B	1	77.8800%	12/31/98	90,489	70,473
Pennsylvania 1 - Crawford	612	B	1	80.0000%	12/31/98	197,624	158,099
Pennsylvania 3 - Potter	614	B	1	100.0000%	12/31/98	96,845	96,845
Pennsylvania 3 - Potter	614	B	2	61.5300%	12/31/98	96,845	59,589
Pennsylvania 4 - Bradford	615	B	1	100.0000%	12/31/98	98,349	98,349
Pennsylvania 4 - Bradford	615	B	2	50.0000%	12/31/98	98,349	49,175
Pennsylvania 5 - Wayne	616	B	1	40.0000%	12/31/98	82,527	33,011
Pennsylvania 6 - Lawrence	617	B	1	57.1300%	12/31/98	379,808	216,984
Pennsylvania 8 - Union	619	B	1	100.0000%	12/31/98	406,342	406,342
Pennsylvania 10 - Bedford	621	B	1	100.0000%	12/31/98	142,030	142,030
Pennsylvania 11 - Huntingdon	622	B	1	100.0000%	12/31/98	21,776	21,776
Pennsylvania 12 - Lebanon	623	B	1	100.0000%	12/31/98	117,171	117,171
South Carolina 1 - Oconee	625	B	1	100.0000%	12/31/98	61,928	61,928
South Carolina 2 - Laurens	626	B	1	50.0000%	12/31/98	227,027	113,514
South Carolina 3 - Cherokee	627	B	1	50.0000%	12/31/98	134,070	67,035
South Carolina 4 - Chesterfield	628	B	1	50.0000%	12/31/98	212,463	106,232
South Carolina 5 - Georgetown	629	B	1	50.0000%	12/31/98	243,529	121,765
South Carolina 6 - Clarendon	630	B	1	50.0000%	12/31/98	195,183	97,592
South Carolina 7 - Calhoun	631	B	1	50.0000%	12/31/98	152,787	76,394
South Carolina 8 - Hampton	632	B	1	50.0000%	12/31/98	173,664	86,832
South Carolina 9 - Lancaster	633	B	1	50.0000%	12/31/98	201,482	100,741
Tennessee 4 - Hamblen	646	B	1	100.0000%	12/31/98	161,143	161,143
Tennessee 8 - Johnson	650	B	1	100.0000%	12/31/98	16,452	16,452
Texas 7 - Fanni	658	B	1	25.0000%	12/31/98	358,771	89,693
Texas 7 - Fanni	658	B	2	97.5000%	12/31/98	44,358	43,249
Texas 8 - Gaines	659	B	1	14.2860%	12/31/98	49,845	7,121
Texas 8 - Gaines	659	B	2	14.2860%	12/31/98	48,879	6,983
Texas 9 - Runnels	660	B	1	15.3800%	12/31/98	33,232	5,111
Texas 9 - Runnels	660	B	3	100.0000%	12/31/98	57,473	57,473
Texas 9 - Runnels	660	B	4	15.3800%	12/31/98	29,397	4,521
Texas 10 - Navarro	661	B	1	25.0000%	12/31/98	40,493	10,123
Texas 10 - Navarro	661	B	2	100.0000%	12/31/98	155,064	155,064
Texas 10 - Navarro	661	B	3	25.0000%	12/31/98	29,720	7,430
Texas 10 - Navarro	661	B	4	100.0000%	12/31/98	77,811	77,811
Texas 11 - Cherokee	662	B	1	18.0000%	12/31/98	173,226	31,181
Texas 11 - Cherokee	662	B	2	46.0000%	12/31/98	107,932	49,649
Texas 15 - Concho	666	B	1	100.0000%	12/31/98	90,377	90,377
Texas 16 - Burleson	667	B	1	9.6000%	12/31/98	322,312	30,942
Texas 17 - Newton	668	B	1	17.0210%	12/31/98	246,993	42,041
Utah 6 - Piute	678	B	1	20.0000%	12/31/98	27,914	5,583
Virginia 1 - Lee	681	B	1	100.0000%	12/31/98	145,678	145,678
Virginia 2 - Tazewell	682	B	1	71.2600%	12/31/98	136,224	97,073
Virginia 4 - Bedford	684	B	2	100.0000%	12/31/98	110,603	110,603
Virginia 6 - Highland	686	B	2	100.0000%	12/31/98	13,578	13,578
Virginia 7 - Buckingham	687	B	2	100.0000%	12/31/98	43,678	43,678
Virginia 8 - Amelia	688	A	1	100.0000%	12/31/98	83,244	83,244
Virginia 9 - Greensville	689	A	1	100.0000%	12/31/98	87,605	87,605
Virginia 10 - Frederick	690	B	2	33.0000%	12/31/98	233,327	76,998
Virginia 11 - Madison	691	B	2	100.0000%	12/31/98	42,970	42,970
West Virginia 6 - Lincoln	706	B	1	100.0000%	12/31/98	185,822	185,822

Note: On December 18, 1998, ALLTEL has announced its intention to merge with Aliant Communications.

American Cellular

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
Duluth, MN-WI	141	A	1	100.00%	12/31/98	238,000	238,000
Orange County, NY	144	A	1	100.00%	12/31/98	328,000	328,000
Poughkeepsie, NY	151	A	1	95.60%	12/31/98	273,000	260,988
Eau Claire, WI	232	A	1	96.00%	12/31/98	145,000	139,200
Wausau, WI	263	A	1	95.90%	12/31/98	124,000	118,916
Laredo, TX	281	B	1	44.50%	12/31/98	192,000	85,440
Illinois 4 - Adams	397	A	1	44.50%	12/31/98	218,000	97,010

Illinois 6 - Montgomery	399	A	1	44.50%	12/31/98	203,000	90,335
Kentucky 4 - Spencer	446	A	1	100.00%	12/31/98	259,000	259,000
Kentucky 5 - Barren	447	A	1	100.00%	12/31/98	161,000	161,000
Kentucky 6 - Madison	448	A	1	100.00%	12/31/98	270,000	270,000
Kentucky 8 - Mason	450	A	1	100.00%	12/31/98	120,000	120,000
Michigan 1 - Gogebic	472	A	1	100.00%	12/31/98	207,000	207,000
Minnesota 2 - Lake of the Woods	483	A	2	100.00%	12/31/98	39,000	39,000
Minnesota 3 - Koochiching	484	A	1	100.00%	12/31/98	61,000	61,000
Minnesota 4 - Lake	485	A	1	100.00%	12/31/98	15,000	15,000
Minnesota 5 - Wilkin	486	A	1	100.00%	12/31/98	209,000	209,000
Minnesota 6 - Hubbard	487	A	1	100.00%	12/31/98	233,000	233,000
New York 5 - Otsego	563	A	1	100.00%	12/31/98	376,000	376,000
New York 6 - Columbia	564	A	1	100.00%	12/31/98	113,000	113,000
Ohio 7 - Tuscarawas	591	A	1	100.00%	12/31/98	260,000	260,000
Ohio 10 - Perry	594	A	1	100.00%	12/31/98	64,000	64,000
Pennsylvania 9 - Greene	620	A	1	100.00%	12/31/98	187,000	187,000
Tennessee 4 - Hamblen	646	A	1	100.00%	12/31/98	274,000	274,000
West Virginia 2 - Wetzel	702	A	1	100.00%	12/31/98	79,000	79,000
West Virginia 3 - Monongalia	703	A	1	100.00%	12/31/98	272,000	272,000
Wisconsin 1 - Burnett	708	A	1	100.00%	12/31/98	114,000	114,000
Wisconsin 2 - Bayfield	709	A	1	100.00%	12/31/98	87,000	87,000
Wisconsin 3 - Vilas	710	A	1	100.00%	12/31/98	146,000	146,000
Wisconsin 4 - Marinette	711	A	1	100.00%	12/31/98	122,000	122,000
Wisconsin 5 - Pierce	712	A	1	100.00%	12/31/98	83,000	83,000
Wisconsin 6 - Trempealeau	713	A	2	100.00%	12/31/98	33,000	33,000

Ameritech

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
Chicago, IL	3	B	1	95.00%	12/31/98	7,737,000	7,350,150
Detroit/Ann Arbor, MI	5	B	1	95.42%	12/31/98	4,654,000	4,440,986
St. Louis, MO-IL	11	A	1	85.00%	12/31/98	2,505,000	2,129,250
Milwaukee, WI	21	B	1	79.08%	12/31/98	1,462,000	1,156,077
Cincinnati, OH-KY-IN	23	B	1	52.79%	12/31/98	1,535,000	810,373
Columbus, OH	31	B	1	52.79%	12/31/98	1,349,000	712,178
Dayton, OH	40	B	1	52.79%	12/31/98	843,000	445,045
Gary-Hammond-East Chicago, IN	54	B	1	95.00%	12/31/98	628,000	596,600
Flint, MI	68	B	1	95.42%	12/31/98	512,000	488,566
Madison, WI	113	B	1	64.68%	12/31/98	412,000	266,486
Hamilton-Middletown, OH	145	B	1	52.79%	12/31/98	330,000	174,217
Springfield, IL	176	B	1	60.00%	12/31/98	202,000	121,200
Springfield, OH	180	B	1	52.79%	12/31/98	186,000	98,195
Racine, WI	189	B	1	79.08%	12/31/98	187,000	147,870
Champaign-Urbana-Rantoul, IL	196	B	1	60.00%	12/31/98	157,000	94,200
Janesville-Beloit, WI	216	B	1	64.68%	12/31/98	151,000	97,668
Decatur, IL	230	B	1	60.00%	12/31/98	113,000	67,800
Kenosha, WI	244	B	1	79.08%	12/31/98	146,000	115,450
Bloomington-Normal, IL	250	B	1	60.00%	12/31/98	145,000	87,000
Kankakee, IL	273	B	1	95.00%	12/31/98	105,000	99,750
Sheboygan, WI	277	B	1	79.08%	12/31/98	111,000	87,773
Columbia, MO	278	A	1	100.00%	12/31/98	131,000	131,000
Aurora-Elgin, IL	303	B	1	95.00%	12/31/98	51,000	48,450
Joliet, IL	304	B	1	95.00%	12/31/98	37,000	35,150
Hawaii 1 - Kauai	385	A	1	100.00%	12/31/98	58,000	58,000
Illinois 2 - Bureau	395	B	3	31.80%	12/31/98	258,000	82,044
Illinois 5 - Mason	398	B	2	60.00%	12/31/98	97,000	58,200
Illinois 6 - Montgomery	399	B	1	36.82%	12/31/98	202,000	74,368
Illinois 7 - Vermilion	400	B	1	36.82%	12/31/98	240,000	88,358
Indiana 1 - Newton	403	B	2	95.00%	12/31/98	58,000	55,100
Kentucky 7 - Trimble	449	B	2	52.79%	12/31/98	178,000	93,972
Missouri 7 - Saline	510	A	1	100.00%	12/31/98	173,000	173,000
Missouri 8 - Callaway	511	A	1	100.00%	12/31/98	107,000	107,000
Missouri 10 - Benton	513	A	1	100.00%	12/31/98	104,000	104,000
Missouri 12 - Maries	515	A	1	100.00%	12/31/98	121,000	121,000
Missouri 18 - Perry	521	A	1	100.00%	12/31/98	122,000	122,000
Missouri 19 - Stoddard	522	A	1	100.00%	12/31/98	201,000	201,000
Ohio 4 - Mercer	588	B	1	52.79%	12/31/98	230,000	121,424
Ohio 7 - Tuscarawas	591	B	1	52.79%	12/31/98	91,000	48,042
Ohio 8 - Clinton	592	B	1	52.79%	12/31/98	182,000	96,083
Ohio 10 - Perry	594	B	1	52.79%	12/31/98	51,000	26,924
Wisconsin 9 - Columbia	716	B	1	71.88%	12/31/98	132,000	94,879
Wisconsin 9 - Columbia	716	B	2	71.88%	12/31/98	132,000	94,879

Note: Ameritech has announced its intention to merge with SBC Communications.

AT&T

MSA/RSA Name	MSA/RSA Number	Frequency Block	Submarket	Percentage	As of Date	POPs	Net POPs
New York, NY-NJ/Nassau-Suffolk, NY/Newark, Jersey City and Paterson-Clifton-Passaic, NJ	1	A	1	98.33%	4/13/98	15,127,968	14,875,331
Los Angeles-Long Beach/Anaheim-Santa Ana-Garden Grove/Riverside-San Bernardino-Ontario, CA	2	A	1	50.00%	4/13/98	15,144,272	7,572,136
San Francisco-Oakland, CA	7	A	1	50.00%	4/13/98	3,947,398	1,973,699
Dallas-Forth Worth, TX	9	A	1	83.01%	4/13/98	4,472,988	3,713,027
Houston, TX	10	A	1	85.00%	4/13/98	4,055,538	3,447,207
St. Louis, MO-IL	11	A	1	15.00%	4/13/98		
Miami-Fort Lauderdale-Hollywood, FL	12	A	1	100.00%	4/13/98	3,628,484	3,628,484
Pittsburgh, PA	13	A	1	82.15%	4/13/98	2,086,082	1,713,716
Minneapolis-St. Paul, MN-WI	15	A	1	100.00%	4/13/98	2,661,422	2,661,422
Denver-Boulder, CO	19	A	1	100.00%	4/13/98	2,176,569	2,176,569
Seattle-Everett, WA	20	A	1	100.00%	4/13/98	2,861,282	2,861,282
Tampa-St. Petersburg, FL	22	A	1	100.00%	4/13/98	2,080,532	2,080,532
Kansas City, MO-KS	24	A	1	50.00%	4/13/98	1,539,305	769,653
Buffalo, NY	25	A	1	25.00%	4/13/98		
San Jose, CA	27	A	1	50.00%	4/13/98	1,610,673	805,337
Portland, OR-WA	30	A	1	100.00%	4/13/98	1,652,397	1,652,397
San Antonio, TX	33	A	1	100.00%	4/13/98	1,483,755	1,483,755
Sacramento, CA	35	A	1	100.00%	4/13/98	1,494,384	1,494,384
Salt Lake City-Ogden, UT	39	A	1	100.00%	4/13/98	1,276,327	1,276,327
Oklahoma City, OK	45	A	1	100.00%	4/13/98	1,007,677	1,007,677
Jacksonville, FL	51	A	1	100.00%	4/13/98	1,029,590	1,029,590
Northeast Pennsylvania, PA	56	A	1	100.00%	12/31/98	653,817	653,817
Tulsa, OK	57	A	1	100.00%	4/13/98	798,851	798,851
Allentown-Bethlehem-Easton, PA-NJ	58	A	1	100.00%	12/31/98	713,438	713,438
Orlando, FL	60	A	1	100.00%	4/13/98	1,252,484	1,252,484
West Palm Beach-Boca Raton, FL	72	A	1	100.00%	4/13/98	1,011,309	1,011,309
Oxnard-Simi Valley-Ventura, CA	73	A	1	100.00%	4/13/98	730,935	730,935
Fresno, CA	74	A	1	100.00%	4/13/98	772,867	772,867
Austin, TX	75	A	1	100.00%	4/13/98	967,099	967,099
Tacoma, WA	82	A	1	100.00%	4/13/98	Part of Seattle	
Harrisburg, PA	84	A	1	100.00%	12/31/98	499,402	499,402
Las Vegas, NV	93	A	1	100.00%	4/13/98	1,064,941	1,064,941
Columbia, SC	95	A	1	2.63%	4/13/98	485,000	12,756
York, PA	99	A	1	100.00%	12/31/98	456,861	456,861
Shreveport, Louisiana	100	A	1	100.00%	4/13/98	379,247	379,247
Lancaster, PA	105	A	1	100.00%	12/31/98	453,348	453,348
Stockton, CA	107	A	1	100.00%	4/13/98	544,075	544,075
Spokane, WA	109	A	1	94.12%	4/13/98	416,774	392,268
Huntington-Ashland, WV/KY/OH	110	A	1	100.00%	12/31/98	316,929	316,929
Vallejo-Fairfield-Napa, CA	111	A	1	50.00%	4/13/98	502,304	251,152
Lakeland-Winter Haven, FL	114	A	1	100.00%	4/13/98	443,966	443,966
Colorado Springs, CO	117	A	1	100.00%	4/13/98	508,412	508,412
Reading, PA	118	A	1	100.00%	12/31/98	353,650	353,650
Binghamton, NY	122	A	1	100.00%	12/31/98	293,703	293,703
Santa Rosa-Petaluma, CA	123	A	1	50.18%	4/13/98	426,564	214,050
Santa Barbara-Santa Maria-Lompoc, CA	124	A	1	89.19%	4/13/98	390,160	347,984
Salinas-Seaside-Monterey, CA	126	A	1	52.36%	4/13/98	351,640	184,119
Eugene-Springfield, OR	135	A	1	100.00%	4/13/98	308,960	308,960
Melbourne-Titusville-Palm Bay, FL	137	A	1	93.69%	4/13/98	469,103	439,503
Charleston, WV	140	A	1	100.00%	12/31/98	254,889	254,889
Modesto, CA	142	A	1	100.00%	4/13/98	429,438	429,438
Johnstown, PA	143	A	1	100.00%	4/13/98	238,214	238,214
Daytona Beach, FL	146	A	1	100.00%	4/13/98	419,894	419,894
Salem, OR	148	A	1	94.94%	4/13/98	323,642	307,266
Visalia-Tulare-Porterville, CA	150	A	1	95.00%	4/13/98	364,952	346,704
Portland, ME	152	A	1	100.00%	12/31/98	288,136	288,136
Portsmouth-Dover-Rochester, NH-ME	156	A	1	100.00%	12/31/98	280,193	280,193
Provo-Orem, UT	159	A	1	93.47%	4/13/98	308,807	288,642
Killeen-Temple, TX	160	A	1	100.00%	4/13/98	308,640	308,640
Springfield, MO	163	A	1	100.00%	4/13/98	277,329	277,329
Sarasota, FL	167	A	1	92.03%	4/13/98	300,801	276,827
Galveston-Texas City, TX	170	A	1	8.25%	4/13/98	245,748	20,274
Reno, NV	171	A	1	91.75%	4/13/98	301,242	276,390
Wheeling, WV-OH	178	A	1	95.32%	4/13/98	156,633	149,303
Topeka, KS	179	A	1	10.49%	4/13/98	202,000	21,190
Muskegon, MI	181	A	1	7.91%	4/13/98	186,000	14,713
Anchorage, AK	187	A	1	89.44%	4/13/98	269,385	240,938
Boise City, ID	190	A	1	91.99%	4/13/98	267,646	246,208
Yakima, WA	191	A	1	93.58%	4/13/98	219,706	205,601
Waco, TX	194	A	1	100.00%	4/13/98	202,704	202,704
St. Cloud, MN	198	A	1	71.79%	4/13/98	217,255	155,967
Steubenville-Weirton, OH-WV	199	A	1	100.00%	4/13/98	138,605	138,605

Parkersburg-Marietta, OH-WV	200	A	1	100.00%	12/31/98	157,364	157,364
Longview-Marshall, TX	206	A	1	100.00%	4/13/98	171,167	171,167
Fort Pierce, FL	208	A	1	100.00%	4/13/98	293,833	293,833
Fort Collins-Loveland, CO	210	A	1	91.74%	4/13/98	229,480	210,525
Bradenton, FL	211	A	1	93.52%	4/13/98	233,592	218,455
Bremerton, WA	212	A	1	97.53%	4/13/98	237,146	231,288
Pittsfield, MA	213	A	1	22.41%	4/13/98	136,000	30,478
Richland-Kennewick-Pasco, WA	214	A	1	100.00%	4/13/98	185,835	185,835
Chico	215	A	1	100.00%	4/13/98	198,881	198,881
Monroe, LA	219	A	1	100.00%	4/13/98	148,701	148,701
Altoona, PA	225	A	1	100.00%	12/31/98	131,287	131,287
Anderson, SC	227	A	1	7.00%	4/13/98		
Medford, OR	229	A	1	92.23%	4/13/98	172,554	159,147
Wichita Falls, TX	233	A	1	98.99%	4/13/98	135,516	134,147
Athens, GA	234	A	1	7.14%	4/13/98	174,000	12,424
Tyler, TX	237	A	1	97.00%	4/13/98	446,853	433,447
Joplin, MO	239	A	1	100.00%	4/13/98	146,143	146,143
Texarkana, TX - Texarkana, AR	240	A	1	89.71%	4/13/98	137,437	123,295
Olympia, WA	242	A	1	93.16%	4/13/98	203,177	189,280
Greeley, CO	243	A	1	90.62%	4/13/98	152,271	137,988
Ocala, FL	245	A	1	90.46%	4/13/98	235,121	212,690
Williamsport, PA	251	A	1	100.00%	12/31/98	118,681	118,681
Redding, CA	254	A	1	92.87%	4/13/98	167,120	155,204
State College, PA	259	A	1	100.00%	12/31/98	131,962	131,962
Lawton, OK	260	A	1	100.00%	4/13/98	120,911	120,911
Bellingham, WA	270	A	1	92.78%	4/13/98	156,184	144,908
Yuba City, CA	274	A	1	96.01%	4/13/98	144,226	138,471
St. Joseph, MO	275	A	1	47.50%	4/13/98	98,093	46,594
Elmira, NY	284	A	1	100.00%	12/31/98	92,820	92,820
Las Cruces, NM	285	A	1	15.92%	4/13/98	156,000	24,835
Bryan-College Station, TX	287	A	1	100.00%	4/13/98	135,791	135,791
Rochester, MN	288	A	1	86.32%	4/13/98	116,384	100,463
Sherman-Denison, TX	292	A	1	100.00%	4/13/98	98,783	98,783
Lawrence, KS	301	A	1	50.00%	4/13/98	92,266	46,133
Alaska 2 - Bethel	316	A	1	100.00%	4/13/98	160,805	160,805
California 3 - Alpine	338	A	1	100.00%	4/13/98	147,005	147,005
California 8 - Tehama	343	A	1	100.00%	4/13/98	99,782	99,782
California 12 - Kings	347	A	1	100.00%	4/13/98	117,010	117,010
Colorado 3 - Garfield	350	A	1	100.00%	4/13/98	287,867	287,867
Connecticut 1 - Litchfield	357	A	1	100.00%	4/13/98	181,002	181,002
Florida 2 - Glades	361	A	2	100.00%	4/13/98	129,572	129,572
Florida 4 - Citrus	363	A	1	85.00%	4/13/98	457,379	388,772
Florida 5 - Putnam	364	A	2	100.00%	4/13/98	43,911	43,911
Hawaii 2 - Maui	386	A	1	100.00%	4/13/98	120,233	120,233
Idaho 4 - Elmore	391	A	1	100.00%	4/13/98	146,783	146,783
Louisiana 1 - Claiborne	454	A	1	25.00%	4/13/98		
Louisiana 2 - Morehouse	455	A	A	100.00%	4/13/98	24,122	24,122
Louisiana 3 - De Soto	456	A	2	100.00%	4/13/98	34,769	34,769
Maine 4 - Washington	466	A	1	100.00%	12/31/98	86,052	86,052
Minnesota 6 - Hubbard	487	A	2	100.00%	4/13/98	39,265	39,265
Missouri 14 - Barton	517	A	1	100.00%	4/13/98	103,186	103,186
Nevada 3 - Storey	545	A	1	100.00%	4/13/98	114,489	114,489
New Jersey 1 - Hunterdon	550	A	1	100.00%	4/13/98	119,793	119,793
Ohio 9 - Ross	593	A	1	100.00%	12/31/98	248,993	248,993
Ohio 10 - Perry	594	A	2	100.00%	12/31/98	112,256	112,256
Oklahoma 3 - Grant	598	A	1	100.00%	4/13/98	206,616	206,616
Oklahoma 5 - Roger Mills	600	A	1	100.00%	4/13/98	59,108	59,108
Oregon 1 - Clatsop	606	A	1	83.30%	1999		
Oregon 2 - Hood River	607	A	1	89.72%	4/13/98	101,353	90,934
Pennsylvania 5 - Wayne	616	A	1	100.00%	12/31/98	84,292	84,292
Pennsylvania 8 - Union	619	A	1	100.00%	12/31/98	408,709	408,709
Pennsylvania 10 - Bedford	621	A	2	100.00%	12/31/98	141,875	141,875
Pennsylvania 11 - Huntingdon	622	A	1	100.00%	12/31/98	113,933	113,933
Pennsylvania 12 - Lebanon	623	A		100.00%	12/31/98	117,361	117,361
Texas 6 - Jack	657	A	1	100.00%	4/13/98	81,670	81,670
Texas 11 - Cherokee	662	A	1	97.00%	4/13/98 Part of MSA 237		
Texas 17 - Newton	668	A	1	100.00%	4/13/98	251,096	251,096
Utah 1 - Box Elder	673	A	1	100.00%	4/13/98	121,080	121,080
Washington 1 - Clallam	693	A	1	100.00%	4/13/98	274,984	274,984
Washington 5 - Kittitas	697	A	1	100.00%	4/13/98	124,561	124,561
Washington 6 - Pacific	698	A	1	100.00%	4/13/98	184,079	184,079
Washington 7 - Skamania	699	A	1	89.72%	4/13/98 Part of RSA 699		
West Virginia 1 - Mason	701	A	1	100.00%	12/31/98	77,008	77,008
West Virginia 6 - Lincoln	706	A	1	100.00%	12/31/98	182,128	182,128

Bell Atlantic

MSA/RSA Name	MSA/RSA Number	Frequency Block	Submarket	Percentage	As of Date	POPs	Net POPs
New York, NY-NJ/Nassau-Suffolk, NY/Newark, Jersey City and Paterson-Clifton-Passaic, NJ	1	B	1	90.00%	12/31/98	15,071,691	13,564,522
Philadelphia, PA	4	B	1	100.00%	12/31/98	4,898,782	4,898,782
Boston-Lowell-Brockton-Lawrence-Haverhill, MA-NH	6	B	1	100.00%	12/31/98	4,020,940	4,020,940
Washington, DC-MD-VA	8	B	1	64.73%	12/31/98	3,828,917	2,478,458
Pittsburgh, PA	13	B	1	92.80%	12/31/98	2,109,397	1,957,520
Baltimore, MD	14	B	1	100.00%	12/31/98	2,430,902	2,430,902
Buffalo, NY	25	B	1	100.00%	12/31/98	1,200,575	1,200,575
Phoenix, AZ	26	A	1	100.00%	12/31/98	2,299,070	2,299,070
Hartford-New Britain-Bristol, CT	32	A	1	100.00%	12/31/98	1,120,611	1,120,611
Rochester, NY	34	B	1	85.00%	12/31/98	1,036,870	881,340
Providence-Warwick-Pawtucket, RI	38	B	1	100.00%	12/31/98	913,054	913,054
Bridgeport-Stamford-Norwalk-Danbury, CT	42	A	1	100.00%	12/31/98	830,029	830,029
Albany-Schenectady-Troy, NY	44	B	1	100.00%	12/31/98	850,116	850,116
New Haven-West Haven-Waterbury-Meriden, CT	49	A	1	100.00%	12/31/98	799,201	799,201
Syracuse, NY	53	B	1	55.00%	12/31/98	679,244	373,584
Worcester-Fitchburg-Leominster, MA	55	B	1	100.00%	12/31/98	713,060	713,060
Northeast Pennsylvania, PA	56	B	1	4.99%	12/31/98	658,055	32,837
Allentown-Bethlehem-Easton, PA-NJ	58	B	1	53.11%	12/31/98	711,153	377,693
Charlotte-Gastonia, NC	61	A	1	100.00%	12/31/98	835,117	835,117
New Brunswick-Perth Amboy-Sayreville, NJ	62	B	1	90.00%	12/31/98	696,418	626,776
Springfield-Chicopee-Holyoke, MA	63	A	1	100.00%	12/31/98	600,868	600,868
Greenville-Spartanburg, SC	67	A	1	100.00%	12/31/98	671,390	671,390
Wilmington, DE-NJ-MD	69	B	1	100.00%	12/31/98	606,553	606,553
Long Branch-Asbury Park, NJ	70	B	1	90.00%	12/31/98	577,631	519,868
New Bedford-Fall River, MA	76	B	1	100.00%	12/31/98	509,950	509,950
Tucson, AZ	77	A	1	100.00%	12/31/98	715,020	715,020
El Paso, TX	81	A	1	100.00%	12/31/98	659,135	659,135
Albuquerque, NM	86	A	1	100.00%	12/31/98	589,617	589,617
Columbia, SC	95	A	1	97.37%	12/31/98	484,530	471,787
Utica-Rome, NY	115	B	1	100.00%	12/31/98	320,456	320,456
Reading, PA	118	B	1	100.00%	12/31/98	348,587	348,587
Trenton, NJ	121	B	1	100.00%	12/31/98	330,145	330,145
Binghamton, NY	122	B	1	65.00%	12/31/98	309,066	200,893
Manchester-Nashua, NH	133	B	1	100.00%	12/31/98	345,844	345,844
Atlantic City, NJ	134	B	1	100.00%	12/31/98	332,964	332,964
Orange County, NY	144	B	1	70.00%	12/31/98	323,402	226,381
Poughkeepsie, NY	151	B	1	70.00%	12/31/98	266,165	186,316
Portland, ME	152	B	1	33.00%	12/31/98	279,318	92,175
New London-Norwich, CT	154	A	1	100.00%	12/31/98	243,199	243,199
Hickory, NC	166	A	1	100.00%	12/31/98	232,598	232,598
Asheville, NC	183	A	1	100.00%	12/31/98	202,480	202,480
Pittsfield, MA	213	A	1	70.92%	12/31/98	135,708	96,244
Anderson, SC	227	A	1	97.00%	12/31/98	150,183	145,678
Vineland-Millville-Bridgeton, NJ	228	B	1	100.00%	12/31/98	139,258	139,258
Burlington, VT	248	B	1	100.00%	12/31/98	142,144	142,144
Glens Falls, NY	266	B	1	100.00%	12/31/98	126,116	126,116
Lewiston-Auburn, ME	279	B	1	33.33%	12/31/98	102,593	34,194
Elmira, NY	284	B	1	100.00%	12/31/98	95,467	95,467
Las Cruces, NM	285	A	1	76.28%	12/31/98	155,980	118,982
Arizona 2 - Coconino	319	A	1	100.00%	12/31/98	232,920	232,920
Arizona 5 - Gila	322	A	1	100.00%	12/31/98	169,958	169,958
Connecticut 2 - Windham	358	A	1	100.00%	12/31/98	103,675	103,675
Delaware 1 - Kent	359	B	1	100.00%	12/31/98	244,170	244,170
Georgia 2 - Dawson	372	A	1	100.00%	12/31/98	274,665	274,665
Maryland 2 - Kent	468	B	1	100.00%	12/31/98	429,336	429,336
Maryland 3 - Frederick	469	B	1	100.00%	12/31/98	166,690	166,690
Massachusetts 2 - Barnstable	471	B	1	100.00%	12/31/98	210,782	210,782
New Hampshire 2 - Carroll	549	B	1	100.00%	12/31/98	207,522	207,522
New Jersey 1 - Hunterdon	550	B	1	100.00%	12/31/98	115,526	115,526
New Jersey 2 - Ocean	551	B	1	100.00%	12/31/98	443,631	443,631
New Jersey 3 - Sussex	552	B	1	100.00%	12/31/98	138,169	138,169
New York 1 - Jefferson	559	B	1	40.00%	12/31/98	259,667	103,867
New York 2 - Franklin	560	B	1	42.90%	12/31/98	232,884	99,907
New York 3 - Chautauqua	561	B	1	45.00%	12/31/98	488,231	219,704
New York 4 - Yates	562	B	1	77.00%	12/31/98	358,656	276,165
New York 5 - Otsego	563	B	1	100.00%	12/31/98	386,986	386,986
New York 6 - Columbia	564	B	1	33.33%	12/31/98	110,993	36,994
North Carolina 1 - Cherokee	565	A	1	100.00%	12/31/98	175,760	175,760
North Carolina 2 - Yancey	566	A	1	100.00%	12/31/98	157,357	157,357
North Carolina 4 - Henderson	568	A	1	100.00%	12/31/98	328,239	328,239
North Carolina 5 - Anson	569	A	1	100.00%	12/31/98	127,304	127,304
Pennsylvania 2 - McKean	613	B	1	100.00%	12/31/98	88,731	88,731
Pennsylvania 3 - Potter	614	B	2	38.46%	12/31/98	59,023	22,700

Pennsylvania 4 - Bradford	615	B	2	50.00%	12/31/98	68,417	34,209
Pennsylvania 6 - Lawrence	617	B	2	51.13%	12/31/98	158,835	81,212
Pennsylvania 7 - Jefferson	618	B	1	100.00%	12/31/98	216,539	216,539
Pennsylvania 9 - Greene	620	B	1	100.00%	12/31/98	186,732	186,732
Pennsylvania 11 - Huntingdon	622	B	2	100.00%	12/31/98	90,612	90,612
Rhode Island 1 - Newport	624	B	1	100.00%	12/31/98	86,308	86,308
South Carolina 1 - Oconee	625	A	1	100.00%	12/31/98	60,008	60,008
South Carolina 2 - Laurens	626	A	1	100.00%	12/31/98	222,802	222,802
South Carolina 3 - Cherokee	627	A	1	100.00%	12/31/98	132,126	132,126
South Carolina 8 - Hampton	632	A	1	100.00%	12/31/98	166,689	166,689
South Carolina 9 - Lancaster	633	A	1	100.00%	12/31/98	196,915	196,915
Vermont 1 - Franklin	679	B	1	100.00%	12/31/98	207,380	207,380
Vermont 2 - Addison	680	B	1	100.00%	12/31/98	123,738	123,738
Virginia 1 - Lee	681	A	1	100.00%	12/31/98	147,303	147,303
Virginia 2 - Tazewell	682	B	1	4.99%	12/31/98	135,926	6,783
Virginia 10 - Frederick	690	B	1	64.73%	12/31/98	51,091	33,071
Virginia 11 - Madison	691	B	3	64.73%	12/31/98	69,561	45,027
Virginia 12 - Caroline	692	B	2	64.73%	12/31/98	70,451	45,603
West Virginia 1 - Mason	701	B	1	100.00%	12/31/98	74,235	74,235
West Virginia 2 - Wetzel	702	B	1	100.00%	12/31/98	78,651	78,651

Note: Bell Atlantic has announced its intention to merge with GTE.

BellSouth

MSA/RSA Name	MSA/RSA Number	Frequency Block	Submarket	Percentage	As of Date	POPs	Net POPs
Los Angeles-Long Beach/Anaheim-Santa Ana-Garden Grove/Riverside-San Bernardino-Ontario, CA	2	A	1	44.39%	12/31/98	14,766,508	6,554,853
Houston, TX	10	A	1	44.39%	12/31/98	3,919,171	1,739,720
Miami-Fort Lauderdale-Hollywood, FL	12	B	1	100.00%	12/31/98	3,451,832	3,451,832
Pittsburgh, PA	13	B	1	3.60%	12/31/98	2,093,893	75,380
Atlanta, GA	17	B	1	100.00%	12/31/98	3,111,400	3,111,400
Indianapolis, IN	28	A	1	100.00%	12/31/98	1,347,064	1,347,064
New Orleans, LA	29	B	1	100.00%	12/31/98	1,180,852	1,180,852
Memphis, TN-AR-MS	36	B	1	93.86%	12/31/98	1,040,653	976,757
Louisville, KY-IN	37	B	1	100.00%	12/31/98	933,817	933,817
Birmingham, AL	41	B	1	100.00%	12/31/98	908,231	908,231
Nashville-Davidson, TN	46	B	1	100.00%	12/31/98	1,090,914	1,090,914
Honolulu, HI	50	A	1	100.00%	12/31/98	879,935	879,935
Jacksonville, FL	51	B	1	85.76%	12/31/98	1,013,136	868,865
Gary-Hammond-East Chicago, IN	54	A	1	33.33%	12/31/98	624,435	208,124
Richmond, VA	59	A	1	49.90%	Jan-99	800,217	399,308
Orlando, FL	60	B	1	75.46%	12/31/98	1,213,893	916,004
West Palm Beach-Boca Raton, FL	72	B	1	100.00%	12/31/98	973,453	973,453
Baton Rouge, LA	80	B	1	100.00%	12/31/98	565,377	565,377
Mobile, AL	83	A	1	98.68%	12/31/98	520,267	513,399
Chattanooga, TN-GA	88	B	1	62.70%	12/31/98	452,330	283,611
Columbia, SC	95	B	1	46.42%	12/31/98	490,535	227,706
Bakersfield, CA	97	A	1	100.00%	12/31/98	616,649	616,649
Shreveport, Louisiana	100	B	1	9.00%	12/31/98	379,525	34,157
Jackson, MS	106	B	1	73.26%	12/31/98	416,072	304,814
Lexington-Fayette, KY	116	B	1	100.00%	12/31/98	373,639	373,639
Evansville, IN/KY	119	A	1	100.00%	12/31/98	413,018	413,018
Huntsville, AL	120	B	1	100.00%	12/31/98	399,660	399,660
Melbourne-Titusville-Palm Bay, FL	137	B	1	75.46%	12/31/98	454,028	342,610
Macon-Warner Robins, GA	138	B	1	100.00%	12/31/98	311,666	311,666
Daytona Beach, FL	146	B	1	75.46%	12/31/98	409,706	309,164
Galveston-Texas City, TX	170	A	1	38.77%	12/31/98	238,669	92,532
Lafayette, LA	174	B	1	51.00%	12/31/98	225,660	115,087
Terre Haute, IN	185	A	1	92.85%	12/31/98	169,996	157,841
Clarksville-Hopkinsville, TN/KY	209	B	1	100.00%	12/31/98	191,450	191,450
Anderson, IN	217	A	1	100.00%	12/31/98	133,357	133,357
Monroe, LA	219	B	1	9.00%	12/31/98	147,395	13,266
Tuscaloosa, AL	222	B	1	100.00%	12/31/98	158,936	158,936
Florence, AL	226	B	1	100.00%	12/31/98	136,816	136,816
Athens, GA	234	B	1	100.00%	12/31/98	168,719	168,719
Muncie, IN	236	A	1	93.10%	12/31/98	119,906	111,632
Lafayette, IN	247	A	1	100.00%	12/31/98	136,256	136,256
Anniston, AL	249	B	1	100.00%	12/31/98	117,434	117,434
Florence, SC	264	B	1	46.42%	12/31/98	122,979	57,087
Kokomo, IN	271	A	1	9.04%	12/31/98	99,933	9,034
Gadsden, AL	272	B	1	100.00%	12/31/98	100,691	100,691
Bloomington, IN	282	A	1	94.18%	12/31/98	115,207	108,502
Owensboro, KY	293	A	1	100.00%	12/31/98	90,844	90,844
Alabama 1 - Franklin	307	B	1	100.00%	12/31/98	55,130	55,130
Alabama 1 - Franklin	307	B	2	80.00%	12/31/98	53,152	42,522
Alabama 1 - Franklin	307	B	5	100.00%	12/31/98	63,040	63,040

Alabama 2 - Jackson	308	B	1	100.00%	12/31/98	25,249	25,249
Alabama 3 - Lamar	309	B	1	100.00%	12/31/98	97,841	97,841
Alabama 5 - Cleburne	311	B	1	100.00%	12/31/98	123,370	123,370
Alabama 6 - Washington	312	A	1	100.00%	12/31/98	120,839	120,839
Florida 1 - Collier	360	B	2	100.00%	12/31/98	30,503	30,503
Florida 2 - Glades	361	B	2	71.50%	12/31/98	128,685	92,010
Florida 2 - Glades	361	B	3	100.00%	12/31/98	8,152	8,152
Florida 4 - Citrus	363	B	2	75.46%	12/31/98	177,430	133,889
Florida 5 - Putnam	364	B	1	75.46%	12/31/98	33,734	25,456
Florida 5 - Putnam	364	B	3	85.76%	12/31/98	38,240	32,795
Florida 11 - Monroe	370	B	1	100.00%	12/31/98	83,152	83,152
Georgia 1 - Whitfield	371	B	1	74.46%	12/31/98	216,855	161,470
Georgia 2 - Dawson	372	B	1	61.23%	12/31/98	148,548	90,956
Georgia 2 - Dawson	372	B	2	35.00%	12/31/98	100,370	35,130
Georgia 2 - Dawson	372	B	3	100.00%	12/31/98	33,337	33,337
Georgia 3 - Chattooga	373	B	1	75.00%	12/31/98	204,631	153,473
Georgia 4 - Jasper	374	B	1	100.00%	12/31/98	60,717	60,717
Georgia 4 - Jasper	374	B	3	35.00%	12/31/98	41,161	14,406
Georgia 5 - Haralson	375	B	1	100.00%	12/31/98	106,045	106,045
Georgia 6 - Spalding	376	B	4	100.00%	12/31/98	13,910	13,910
Georgia 6 - Spalding	376	B	5	100.00%	12/31/98	77,383	77,383
Georgia 7 - Hancock	377	B	1	100.00%	12/31/98	51,030	51,030
Indiana 5 - Warren	407	A	1	100.00%	12/31/98	121,577	121,577
Indiana 7 - Owen	409	A	1	100.00%	12/31/98	224,480	224,480
Indiana 9 - Decatur	411	A	1	100.00%	12/31/98	145,042	145,042
Kentucky 1 - Fulton	443	A	1	100.00%	12/31/98	189,322	189,322
Kentucky 2 - Union	444	A	1	100.00%	12/31/98	128,548	128,548
Kentucky 3 - Meade	445	A	1	100.00%	12/31/98	333,075	333,075
Kentucky 6 - Madison	448	B	2	100.00%	12/31/98	139,956	139,956
Kentucky 7 - Trimble	449	B	1	100.00%	12/31/98	57,693	57,693
Kentucky 7 - Trimble	449	B	3	100.00%	12/31/98	75,139	75,139
Kentucky 8 - Mason	450	B	1	100.00%	12/31/98	118,733	118,733
Kentucky 9 - Elliott	451	A	1	100.00%	12/31/98	204,050	204,050
Kentucky 10 - Powell	452	A	1	100.00%	12/31/98	153,883	153,883
Kentucky 11 - Clay	453	A	1	100.00%	12/31/98	170,670	170,670
Louisiana 1 - Claiborne	454	B	1	9.00%	12/31/98	114,680	10,321
Louisiana 2 - Morehouse	455	B	1	9.00%	12/31/98	116,255	10,463
Louisiana 3 - De Soto	456	B	2	9.00%	12/31/98	90,417	8,138
Louisiana 5 - Beauregard	458	B	2	35.00%	12/31/98	273,836	95,843
Louisiana 6 - Iberville	459	B	1	35.00%	12/31/98	151,018	52,856
Louisiana 6 - Iberville	459	B	2	51.00%	12/31/98	31,441	16,035
Louisiana 7 - West Feliciana	460	B	1	66.70%	12/31/98	179,528	119,745
Louisiana 8 - St. James	461	B	1	50.00%	12/31/98	110,979	55,490
Louisiana 9 - Plaquemines	462	B	1	100.00%	12/31/98	257,713	257,713
Mississippi 1 - Tunica	493	B	1	93.87%	12/31/98	62,176	58,365
Mississippi 2 - Benton	494	B	1	100.00%	12/31/98	242,751	242,751
Mississippi 3 - Bolivar	495	B	2	73.26%	12/31/98	30,704	22,494
Mississippi 4 - Yalobusha	496	B	1	100.00%	12/31/98	71,079	71,079
Mississippi 4 - Yalobusha	496	B	2	73.26%	12/31/98	34,314	25,138
Mississippi 5 - Washington	497	B	2	73.26%	12/31/98	47,590	34,864
Mississippi 6 - Montgomery	498	B	1	73.26%	12/31/98	31,342	22,961
Mississippi 7 - Leake	499	B	1	73.26%	12/31/98	178,303	130,625
Mississippi 8 - Claiborne	500	B	2	73.26%	12/31/98	11,467	8,401
Mississippi 9 - Copiah	501	B	1	73.26%	12/31/98	79,574	58,296
Mississippi 10 - Smith	502	B	2	73.26%	12/31/98	50,097	36,701
Tennessee 1 - Lake	643	B	1	93.87%	12/31/98	85,915	80,648
Tennessee 1 - Lake	643	B	4	100.00%	12/31/98	48,353	48,353
Tennessee 5 - Fayette	647	B	1	93.87%	12/31/98	165,324	155,190
Tennessee 5 - Fayette	647	B	2	100.00%	12/31/98	86,499	86,499
Tennessee 5 - Fayette	647	B	3	100.00%	12/31/98	87,137	87,137
Tennessee 6 - Giles	648	B	1	100.00%	12/31/98	159,041	159,041
Tennessee 7 - Bledsoe	649	B	1	100.00%	12/31/98	97,137	97,137
Tennessee 7 - Bledsoe	649	B	2	100.00%	12/31/98	10,447	10,447
Tennessee 9 - Maury	651	B	1	100.00%	12/31/98	66,205	66,205

Cellular Communications of Puerto Rico

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
San Juan-Caguas, PR	91	A	1	100.00%	12/31/98	2,124,891	2,124,891
Ponce, PR	147	A	1	100.00%	12/31/98	261,585	261,585
Mayaguez, PR	169	A	1	100.00%	12/31/98	227,941	227,941
Arecibo, PR	202	A	1	100.00%	12/31/98	195,843	195,843
Aguadilla, PR	204	A	1	99.01%	12/31/98	180,687	178,898
Puerto Rico 1 - Rincon	723	A	1	100.00%	12/31/98	13,726	13,726
Puerto Rico 2 - Adjuntas	724	A	1	100.00%	12/31/98	276,517	276,517
Puerto Rico 3 - Ciales	725	A	1	100.00%	12/31/98	126,052	126,052
Puerto Rico 4 - Aibonito	726	A	1	100.00%	12/31/98	295,140	295,140
Puerto Rico 6 - Vieques	728	A	1	100.00%	12/31/98	8,975	8,975

Puerto Rico 7 - Culebra	729	A	1	100.00%	12/31/98	1,598	1,598
Virgin Islands 1 - St. Thomas Island	730	A	1	100.00%	12/31/98	51,670	51,670
Virgin Islands 2 - St. Croix Island	731	A	1	100.00%	12/31/98	50,139	50,139

Note: Cellular Communications of Puerto Rico has announced its intention to merge with SBC Communications.

Centennial Cellular

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
San Francisco-Oakland, CA	7	B	1	2.87%	7/31/98	3,686,600	105,805
San Jose, CA	27	B	1	2.87%	7/31/98	1,497,600	42,981
Sacramento, CA	35	B	1	23.47%	7/31/98	1,355,100	318,042
Fort Wayne, IN	96	A	1	100.00%	7/31/98	420,900	420,900
Beaumont-Port Arthur, TX	101	A	1	100.00%	7/31/98	361,200	361,200
Stockton, CA	107	B	1	23.47%	7/31/98	480,600	112,797
Vallejo-Fairfield-Napa, CA	111	B	1	2.87%	7/31/98	451,200	12,949
Santa Rosa-Petaluma, CA	123	B	1	2.87%	7/31/98	388,200	11,141
Salinas-Seaside-Monterey, CA	126	B	1	2.87%	7/31/98	355,700	10,209
South Bend-Mishawaka, IN	129	A	1	100.00%	7/31/98	289,200	289,200
Kalamazoo, MI	132	A	1	100.00%	7/31/98	293,500	293,500
Modesto, CA	142	B	1	23.47%	7/31/98	370,600	86,980
Reno, NV	171	B	1	23.47%	7/31/98	254,700	59,778
Lafayette, LA	174	A	1	94.50%	7/31/98	209,000	197,505
Santa Cruz, CA	175	B	1	2.87%	7/31/98	229,700	6,592
Battle Creek, MI	177	A	1	100.00%	7/31/98	186,000	186,000
Benton Harbor, MI	193	A	1	100.00%	7/31/98	161,400	161,400
Lake Charles, LA	197	A	1	25.10%	7/31/98	168,100	42,193
Alexandria, LA	205	A	1	93.20%	7/31/98	149,000	138,868
Jackson, MI	207	A	1	92.00%	7/31/98	149,800	137,816
Chico	215	B	1	23.47%	7/31/98	182,100	42,739
Elkhart-Goshen, IN	223	A	1	91.70%	7/31/98	156,200	143,235
Redding, CA	254	B	1	23.47%	7/31/98	147,000	34,501
Yuba City, CA	274	B	1	23.47%	7/31/98	122,600	28,774
Arizona 4 - Yuma	321	A	1	100.00%	7/31/98	120,700	120,700
California 1 - Del Norte	336	B	1	6.88%	7/31/98	199,200	13,705
California 2 - Modoc	337	B	1	25.00%	7/31/98	57,000	14,250
California 7 - Imperial	342	A	1	100.00%	7/31/98	109,300	109,300
California 8 - Tehama	343	B	1	23.47%	7/31/98	90,700	21,287
California 10 - Sierra	345	B	1	23.47%	7/31/98	81,800	19,198
Indiana 1 - Newton	403	A	1	100.00%	7/31/98	204,200	204,200
Indiana 2 - Kosciusko	404	A	1	100.00%	7/31/98	160,000	160,000
Indiana 3 - Huntington	405	A	1	100.00%	7/31/98	145,200	145,200
Indiana 4 - Miami	406	A	1	100.00%	7/31/98	179,000	179,000
Indiana 6 - Randolph	408	A	1	100.00%	7/31/98	217,900	217,900
Louisiana 2 - Morehouse	455	A	1	100.00%	7/31/98	92,200	92,200
Louisiana 3 - De Soto	456	A	1	100.00%	7/31/98	121,300	121,300
Louisiana 4 - Caldwell	457	A	1	100.00%	7/31/98	71,600	71,600
Louisiana 5 - Beauregard	458	A	1	100.00%	7/31/98	372,500	372,500
Louisiana 6 - Iberville	459	A	1	100.00%	7/31/98	131,000	131,000
Louisiana 7 - West Feliciana	460	A	1	100.00%	7/31/98	170,900	170,900
Michigan 6 - Roscommon	477	A	1	100.00%	7/31/98	130,400	130,400
Michigan 7 - Newaygo	478	A	1	100.00%	7/31/98	220,200	220,200
Michigan 9 - Cass	480	A	1	85.70%	7/31/98	288,000	246,816
Mississippi 8 - Claiborne	500	A	1	100.00%	7/31/98	153,900	153,900
Mississippi 9 - Copiah	501	A	1	100.00%	7/31/98	118,000	118,000
Nevada 3 - Storey	545	B	1	23.47%	7/31/98	90,600	21,264
Ohio 1 - Williams	585	A	1	100.00%	7/31/98	125,900	125,900
Pennsylvania 6 - Lawrence	617	B	1	14.29%	7/31/98	363,400	51,930

Century Telephone Enterprises

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
Detroit/Ann Arbor, MI	5	B	1	3.20%	12/31/98	4,761,992	152,384
Dallas-Forth Worth, TX	9	B	1	0.50%	12/31/98	4,630,120	23,151
Milwaukee, WI	21	B	1	17.96%	12/31/98	1,972,973	354,346
Grand Rapids, MI	64	B	1	97.00%	12/31/98	770,152	747,047
Flint, MI	68	B	1	3.20%	12/31/98	511,788	16,377
Austin, TX	75	B	1	35.00%	12/31/98	1,016,912	355,919
Lansing-East Lansing, MI	78	B	1	97.00%	12/31/98	512,390	497,018
Little Rock-North Little Rock, AR	92	B	1	36.00%	12/31/98	555,272	199,898
Saginaw-Bay City-Midland, MI	94	B	1	91.70%	12/31/98	404,426	370,859
Shreveport, Louisiana	100	B	1	87.00%	12/31/98	379,370	330,052
Jackson, MS	106	A	1	89.58%	12/31/98	426,583	382,133
Madison, WI	113	B	1	9.78%	12/31/98	702,398	68,695

Federal Communications Commission

FCC 99-136

Appleton-Oskosh-Neenah, WI	125	B	1	98.85%	12/31/98	500,164	494,412
McAllen-Edinburg-Mission, TX	128	A	1	69.50%	12/31/98	525,734	365,385
Kalamazoo, MI	132	B	1	97.00%	12/31/98	308,144	298,900
Brownsville-Harlingen, TX	162	A	1	78.74%	12/31/98	329,824	259,703
Biloxi-Gulfport, MS	173	A	1	96.45%	12/31/98	232,431	224,180
Lafayette, LA	174	B	1	49.00%	12/31/98	262,964	128,852
Battle Creek, MI	177	B	1	97.00%	12/31/98	195,400	189,538
Muskegon, MI	181	B	1	97.00%	12/31/98	191,712	185,961
Benton Harbor, MI	193	B	1	97.00%	12/31/98	161,753	156,900
Alexandria, LA	205	B	1	100.00%	12/31/98	143,311	143,311
Jackson, MI	207	B	1	97.00%	12/31/98	156,316	151,627
Monroe, LA	219	B	1	87.00%	12/31/98	147,570	128,386
Eau Claire, WI	232	B	1	55.50%	12/31/98	143,664	79,734
Texarkana, TX - Texarkana, AR	240	B	1	89.00%	12/31/98	137,764	122,610
Pascagoula, MS	252	A	1	89.22%	12/31/98	130,979	116,859
Rochester, MN	288	B	1	2.93%	12/31/98	113,844	3,336
La Crosse, WI	290	B	1	95.00%	12/31/98	102,768	97,630
Pine Bluff, AK	291	B	1	100.00%	12/31/98	81,588	81,588
Sherman-Denison, TX	292	B	1	0.50%	12/31/98	102,618	513
Alaska 1 - Wade Hampton	315	A	1	100.00%	12/31/98	85,056	85,056
Alaska 3 - Haines	317	B	1	100.00%	12/31/98	74,712	74,712
Arkansas 2 - Marion	325	B	1	82.00%	12/31/98	87,646	71,870
Arkansas 3 - Sharp	326	B	1	82.00%	12/31/98	103,724	85,054
Arkansas 11 - Hempstead	334	B	1	89.00%	12/31/98	66,228	58,943
Arkansas 12 - Ouachita	335	B	1	80.00%	12/31/98	185,325	148,260
Louisiana 1 - Claiborne	454	B	1	87.00%	12/31/98	112,083	97,512
Louisiana 2 - Morehouse	455	B	1	87.00%	12/31/98	115,624	100,593
Louisiana 3 - De Soto	456	B	2	87.00%	12/31/98	96,231	83,721
Louisiana 4 - Caldwell	457	B	1	100.00%	12/31/98	72,615	72,615
Michigan 1 - Gogebic	472	B	1	100.00%	12/31/98	196,408	196,408
Michigan 2 - Alger	473	B	1	100.00%	12/31/98	113,772	113,772
Michigan 3 - Emmet	474	B	1	42.84%	12/31/98	164,586	70,509
Michigan 4 - Cheboygan	475	B	1	100.00%	12/31/98	135,657	135,657
Michigan 5 - Manistee	476	B	1	42.84%	12/31/98	161,584	69,223
Michigan 6 - Roscommon	477	B	1	98.00%	12/31/98	142,356	139,509
Michigan 7 - Newaygo	478	B	1	56.07%	12/31/98	244,148	136,894
Michigan 8 - Allegan	479	B	1	97.00%	12/31/98	101,746	98,694
Michigan 9 - Cass	480	B	1	43.38%	12/31/98	301,227	130,672
Michigan 10 - Tuscola	481	B	1	26.00%	12/31/98	137,398	35,723
Minnesota 7 - Chippewa	488	B	1	2.93%	12/31/98	172,206	5,046
Minnesota 8 - Lac qui Parle	489	B	1	2.93%	12/31/98	67,467	1,977
Minnesota 9 - Pipestone	490	B	1	2.93%	12/31/98	134,073	3,928
Minnesota 10 - Le Sueur	491	B	1	2.93%	12/31/98	230,077	6,741
Minnesota 11 - Goodhue	492	B	1	2.93%	12/31/98	205,949	6,034
Mississippi 2 - Benton	494	A	1	100.00%	12/31/98	249,231	249,231
Mississippi 5 - Washington	497	A	1	-	12/31/98	159,176	
Mississippi 6 - Montgomery	498	A	1	100.00%	12/31/98	183,177	183,177
Mississippi 7 - Leake	499	A	1	100.00%	12/31/98	181,661	181,661
Texas 7 - Fanni	658	B	6	89.00%	12/31/98	58,013	51,632
Texas 16 - Burleson	667	B	1	9.60%	12/31/98	334,056	32,069
Washington 5 - Kittitas	697	B	1	8.47%	12/31/98	60,311	5,108
Washington 8 - Whitman	700	B	1	7.36%	12/31/98	137,237	10,101
Wisconsin 1 - Burnett	708	B	1	42.21%	12/31/98	112,351	47,423
Wisconsin 2 - Bayfield	709	B	1	99.00%	12/31/98	86,024	85,164
Wisconsin 3 - Vilas	710	B	1	42.86%	12/31/98	142,332	61,003
Wisconsin 4 - Marinette	711	B	1	25.00%	12/31/98	119,763	29,941
Wisconsin 5 - Pierce	712	B	1	-	12/31/98	95,903	
Wisconsin 6 - Trempealeau	713	B	1	57.14%	12/31/98	116,145	66,365
Wisconsin 7 - Wood	714	B	1	22.70%	12/31/98	291,168	66,095
Wisconsin 8 - Vernon	715	B	1	84.00%	12/31/98	236,525	198,681
Wisconsin 10 - Door	717	B	1	22.50%	12/31/98	129,404	29,116

CFW Communications

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
Virginia 5 - Bath	685	B	1	22.00%	12/31/98		
Virginia 6 - Highland	686	B	1	84.00%	12/31/98	200,000	168,000

Comcast

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
Philadelphia, PA	4	A	1	100.00%	12/31/98	4,886,800	4,886,800
New Brunswick-Perth Amboy-Sayreville, NJ	62	A	1	100.00%	12/31/98	708,600	708,600
Wilmington, DE-NJ-MD	69	A	1	100.00%	12/31/98	626,400	626,400
Long Branch-Asbury Park, NJ	70	A	1	100.00%	12/31/98	597,900	597,900

Trenton, NJ	121	A	1	87.20%	12/31/98	289,000	252,008
Atlantic City, NJ	134	A	1	97.40%	12/31/98	326,800	318,303
Vineland-Millville-Bridgeton, NJ	228	A	1	94.60%	12/31/98	133,500	126,291
Aurora-Elgin, IL	303	A	1	83.40%	12/31/98	39,700	33,110
Joliet, IL	304	A	1	85.30%	12/31/98	30,500	26,017
Delaware 1 - Kent	359	A	1	50.00%	12/31/98	262,000	131,000
New Jersey 2 - Ocean	551	A	1	100.00%	12/31/98	494,000	494,000

Note: Comcast has announced its intention to sell its cellular operations to SBC Communications.

CommNet Cellular

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
Duluth, MN-WI	141	B	1	16.34%	2/10/99	240,234	39,254
Portland, ME	152	B	1	11.11%	2/10/99	284,147	31,569
Terre Haute, IN	185	B	1	16.67%	2/10/99	170,755	28,465
Pueblo, CO	241	B	1	73.99%	2/10/99	133,797	98,996
Sioux City, IA-NE	253	B	1	74.50%	2/10/99	136,731	101,865
Sioux Falls, SD	267	B	1	100.00%	2/10/99	142,073	142,073
Billings, MT	268	B	1	91.63%	2/10/99	129,371	118,543
Lewiston-Auburn, ME	279	B	1	11.11%	2/10/99	103,721	11,523
Rapid City, SD	289	B	1	100.00%	2/10/99	110,926	110,926
Great Falls, MT	297	B	1	91.63%	2/10/99	82,324	75,433
Bismarck, ND	298	B	1	51.00%	2/10/99	91,892	46,865
Colorado 1 - Moffat	348	A	1	100.00%	2/10/99	48,029	48,029
Colorado 2 - Logan	349	B	1	61.75%	2/10/99	66,939	41,335
Colorado 4 - Park	351	B	1	61.75%	2/10/99	78,325	48,366
Colorado 5 - Elbert	352	B	1	66.00%	2/10/99	36,101	23,827
Colorado 6 - San Miguel	353	B	1	100.00%	2/10/99	76,122	76,122
Colorado 7 - Saguache	354	B	1	69.40%	2/10/99	49,823	34,577
Colorado 8 - Kiowa	355	B	1	49.00%	2/10/99	46,379	22,726
Colorado 9 - Costilla	356	B	1	49.00%	2/10/99	25,782	12,633
Idaho 2 - Idaho	389	B	1	50.00%	2/10/99	71,284	35,642
Idaho 3 - Lemhi	390	B	1	33.33%	2/10/99	17,602	5,867
Idaho 5 - Butte	392	B	1	100.00%	2/10/99	144,672	144,672
Idaho 6 - Clark	393	B	1	91.64%	2/10/99	300,443	275,326
Iowa 4 - Muscatine	415	B	1	10.11%	2/10/99	155,178	15,688
Iowa 5 - Jackson	416	B	1	78.57%	2/10/99	109,023	85,659
Iowa 6 - Iowa	417	B	1	100.00%	2/10/99	156,442	156,442
Iowa 8 - Monona	419	B	1	44.92%	2/10/99	54,811	24,621
Iowa 9 - Ida	420	A	1	100.00%	2/10/99	63,038	63,038
Iowa 13 - Mitchell	424	B	1	50.00%	2/10/99	66,643	33,322
Iowa 14 - Kossuth	425	B	1	13.28%	2/10/99	110,868	14,723
Iowa 15 - Dickinson	426	B	1	49.14%	2/10/99	83,090	40,830
Iowa 16 - Lyon	427	B	1	49.17%	2/10/99	102,942	50,617
Kansas 1 - Cheyenne	428	B	1	4.11%	2/10/99	27,741	1,140
Kansas 2 - Norton	429	B	1	4.11%	2/10/99	30,523	1,254
Kansas 3 - Jewell	430	B	1	4.11%	2/10/99	53,026	2,179
Kansas 4 - Marshall	431	B	1	4.11%	2/10/99	137,928	5,669
Kansas 5 - Brown	432	B	1	4.11%	2/10/99	32,861	1,351
Kansas 6 - Wallace	433	B	1	4.11%	2/10/99	20,123	827
Kansas 7 - Trego	434	B	1	4.11%	2/10/99	80,524	3,310
Kansas 8 - Ellsworth	435	B	1	4.11%	2/10/99	131,254	5,395
Kansas 9 - Morris	436	B	1	4.11%	2/10/99	58,858	2,419
Kansas 10 - Franklin	437	B	1	4.11%	2/10/99	109,008	4,480
Kansas 11 - Hamilton	438	B	1	4.11%	2/10/99	84,143	3,458
Kansas 12 - Hodgeman	439	B	1	4.11%	2/10/99	43,831	1,801
Kansas 13 - Edwards	440	B	1	4.11%	2/10/99	29,677	1,220
Kansas 14 - Reno	441	B	1	4.11%	2/10/99	175,260	7,203
Kansas 15 - Elk	442	A	1	4.11%	2/10/99	155,007	6,371
Missouri 9 - Bates	512	B	1	14.70%	2/10/99	35,343	5,195
Montana 1 - Lincoln	523	B	1	91.63%	2/10/99	66,810	61,218
Montana 1 - Lincoln	523	B	2	91.63%	2/10/99	82,182	75,303
Montana 2 - Toole	524	B	1	91.63%	2/10/99	32,203	29,508
Montana 4 - Daniels	526	B	1	91.63%	2/10/99	9,897	9,069
Montana 5 - Mineral	527	B	1	91.63%	2/10/99	197,567	181,031
Montana 6 - Deer Lodge	528	B	1	91.63%	2/10/99	65,707	60,207
Montana 7 - Fergus	529	B	1	91.63%	2/10/99	23,502	21,535
Montana 8 - Beaverhead	530	B	1	91.63%	2/10/99	91,862	84,173
Montana 9 - Carbon	531	B	1	91.63%	2/10/99	35,676	32,690
Montana 10 - Prairie	532	B	1	91.63%	2/10/99	13,526	12,394
New Mexico 1 - San Juan	553	B	2	58.36%	2/10/99	117,311	68,463
New Mexico 3 - Catron	555	B	1	12.25%	2/10/99	89,939	11,018
New Mexico 5 - Grant	557	B	1	16.33%	2/10/99	59,835	9,771
North Dakota 1 - Divide	580	B	1	53.36%	2/10/99	105,910	56,514
North Dakota 2 - Bottineau	581	B	1	65.06%	2/10/99	59,961	39,011
North Dakota 3 - Barnes	582	B	1	41.45%	2/10/99	90,709	37,599

North Dakota 4 - McKenzie	583	B	1	49.00%	2/10/99	58,607	28,717
North Dakota 5 - Kidder	584	B	1	61.75%	2/10/99	46,240	28,553
South Dakota 1 - Harding	634	B	1	100.00%	2/10/99	33,484	33,484
South Dakota 2 - Corsor	635	B	1	100.00%	2/10/99	18,830	18,830
South Dakota 3 - McPherson	636	B	1	100.00%	2/10/99	53,417	53,417
South Dakota 5 - Custer	638	B	1	100.00%	2/10/99	17,205	17,205
South Dakota 5 - Custer	638	B	2	100.00%	2/10/99	15,882	15,882
South Dakota 6 - Haakon	639	B	1	100.00%	2/10/99	46,573	46,573
South Dakota 6 - Haakon	639	B	2	100.00%	2/10/99	1,511	1,511
South Dakota 7 - Sully	640	B	1	88.16%	2/10/99	60,553	53,384
South Dakota 8 - Kingsbury	641	B	1	100.00%	2/10/99	79,882	79,882
South Dakota 9 - Hanson	642	B	1	100.00%	2/10/99	104,802	104,802
Utah 3 - Juab	675	B	1	100.00%	2/10/99	59,833	59,833
Utah 4 - Beaver	676	B	1	100.00%	2/10/99	116,678	116,678
Utah 5 - Carbon	677	B	3	100.00%	2/10/99	41,233	41,233
Utah 6 - Piute	678	B	1	80.00%	2/10/99	27,499	21,999
Wyoming 1 - Park	718	B	1	66.00%	2/10/99	52,841	34,875
Wyoming 2 - Sheridan	719	B	1	100.00%	2/10/99	76,569	76,569
Wyoming 3 - Lincoln	720	A	1	100.00%	2/10/99	146,254	146,254

Convergys

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
Cincinnati, OH-KY-IN	23	B	1	45.00%	12/31/98		
Columbus, OH	31	B	1	45.00%	12/31/98		
Dayton, OH	40	B	1	45.00%	12/31/98		
Hamilton-Middletown, OH	145	B	1	45.00%	12/31/98		
Springfield, OH	180	B	1	45.00%	12/31/98		
Kentucky 7 - Trimble	449	B	2	45.00%	12/31/98		
Ohio 4 - Mercer	588	B	1	45.00%	12/31/98		
Ohio 7 - Tuscarawas	591	B	1	45.00%	12/31/98		
Ohio 8 - Clinton	592	B	1	45.00%	12/31/98		
Ohio 10 - Perry	594	B	1	45.00%	12/31/98		

Note: On December 31, 1998, Cincinnati Bell spun off Convergys and included in the new company its 45% interest in a limited partnership which operates the cellular licenses listed above.

Dobson Communications

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
Youngstown-Warren, OH	66	A	1	100.00%	12/31/98	491,900	491,900
Erie, PA	130	A	1	100.00%	12/31/98	280,600	280,600
Santa Cruz, CA	175	A	1	86.90%	12/31/98	245,600	213,426
Sharon, PA	238	A	1	100.00%	12/31/98	122,100	122,100
Hagerstown, MD	257	A	1	100.00%	12/31/98	127,800	127,800
Cumberland, MD-WV	269	A	1	100.00%	12/31/98	68,000	68,000
Enid, OK	302	A	1	100.00%	12/31/98	57,600	57,600
Arizona 5 - Gila	322	B	1	75.00%	12/31/98	202,100	151,575
California 4 - Madera	339	A	1	100.00%	12/31/98	377,300	377,300
California 7 - Imperial	342	B	1	100.00%	12/31/98	149,300	149,300
Kansas 5 - Brown	432	A	1	100.00%	12/31/98	118,200	118,200
Maryland 2 - Kent	468	A	1	100.00%	12/31/98	453,700	453,700
Maryland 3 - Frederick	469	A	1	100.00%	12/31/98	184,200	184,200
Missouri 1 - Atchison	504	A	1	100.00%	12/31/98	42,600	42,600
Missouri 4 - De Kalb	507	A	1	100.00%	12/31/98	68,800	68,800
Missouri 5 - Linn	508	A	2	100.00%	12/31/98	14,200	14,200
New York 3 - Chautauqua	561	A	1	100.00%	12/31/98	480,000	480,000
Ohio 2 - Sandusky	586	A	1	100.00%	12/31/98	262,100	262,100
Ohio 11 - Columbiana	595	A	1	100.00%	12/31/98	111,700	111,700
Oklahoma 2 - Harper	597	A	1	100.00%	12/31/98	48,800	48,800
Oklahoma 3 - Grant	598	B	1	5.00%	12/31/98	205,600	10,280
Oklahoma 5 - Roger Mills	600	B	1	64.40%	12/31/98	32,500	20,930
Oklahoma 7 - Beckham	602	B	1	64.40%	12/31/98	115,700	74,511
Pennsylvania 1 - Crawford	612	A	1	100.00%	12/31/98	197,200	197,200
Pennsylvania 2 - McKean	613	A	2	100.00%	12/31/98	89,400	89,400
Pennsylvania 6 - Lawrence	617	A	1	100.00%	12/31/98	376,400	376,400
Pennsylvania 7 - Jefferson	618	A	1	100.00%	12/31/98	217,100	217,100
Pennsylvania 10 - Bedford	621	A	1	100.00%	12/31/98	49,500	49,500
Texas 2 - Hansford	653	B	1	61.00%	12/31/98	89,700	54,717
Texas 16 - Burleson	667	A	1	100.00%	12/31/98	334,000	334,000

GTE

MSA/RSA Name	MSA/RSA Number	Frequency Block	Submarket	Percentage	As of Date	POPs	Net POPs
San Francisco-Oakland, CA	7	B	1	97.10%	12/31/98	3,897,013	3,784,000
Houston, TX	10	B	1	83.60%	12/31/98	4,040,670	3,378,000
Cleveland, OH	16	B	1	96.50%	12/31/98	1,850,777	1,786,000
San Diego, CA	18	A	1	100.00%	12/31/98	2,681,000	2,681,000
Tampa-St. Petersburg, FL	22	B	1	100.00%	12/31/98	2,091,000	2,091,000
San Jose, CA	27	B	1	97.10%	12/31/98	1,618,950	1,572,000
Indianapolis, IN	28	B	1	94.80%	12/31/98	1,372,363	1,301,000
Memphis, TN-AR-MS	36	A	1	100.00%	12/31/98	1,028,000	1,028,000
Louisville, KY-IN	37	A	1	100.00%	12/31/98	940,000	940,000
Birmingham, AL	41	A	1	100.00%	12/31/98	927,000	927,000
Norfolk-Virginia Beach-Portsmouth, VA/NC	43	B	1	100.00%	12/31/98	1,039,000	1,039,000
Nashville-Davidson, TN	46	A	1	100.00%	12/31/98	1,114,000	1,114,000
Greensboro-Winston-Salem-High Point, NC	47	A	1	100.00%	12/31/98	1,004,000	1,004,000
Honolulu, HI	50	B	1	100.00%	12/31/98	875,000	875,000
Jacksonville, FL	51	B	1		1998		
Akron, OH	52	B	1	96.50%	12/31/98	682,902	659,000
Richmond, VA	59	B	1	100.00%	12/31/98	811,000	811,000
Raleigh-Durham, NC	71	A	1	100.00%	12/31/98	858,000	858,000
Fresno, CA	74	B	1	97.00%	12/31/98	761,856	739,000
Austin, TX	75	B	1	61.70%	12/31/98	987,034	609,000
Knoxville, TN	79	A	1	94.10%	12/31/98	555,792	523,000
El Paso, TX	81	B	1	100.00%	12/31/98	695,000	695,000
Mobile, AL	83	B	1	100.00%	12/31/98	523,000	523,000
Johnson City-Kingsport-Bristol, TN-VA	85	A	1	100.00%	12/31/98	441,000	441,000
Canton, OH	87	B	1	96.50%	12/31/98	404,145	390,000
Chattanooga, TN-GA	88	A	1	100.00%	12/31/98	459,000	459,000
Charleston-North Charleston, SC	90	A	1	100.00%	12/31/98	492,000	492,000
Fort Wayne, IN	96	B	1	65.00%	12/31/98	427,692	278,000
Bakersfield, CA	97	B	1	97.00%	12/31/98	629,897	611,000
Davenport-Rock Island-Moline, IA/IL	98	B	1	100.00%	12/31/98	358,000	358,000
Beaumont-Port Arthur, TX	101	B	1	83.60%	12/31/98	375,598	314,000
Newport News-Hampton, VA	104	B	1	100.00%	12/31/98	473,000	473,000
Vallejo-Fairfield-Napa, CA	111	B	1	97.10%	12/31/98	486,097	472,000
Lakeland-Winter Haven, FL	114	B	1	100.00%	12/31/98	445,000	445,000
Lexington-Fayette, KY	116	A	1	100.00%	12/31/98	380,000	380,000
Evansville, IN/KY	119	B	1	100.00%	12/31/98	322,000	322,000
Huntsville, AL	120	A	1	100.00%	12/31/98	414,000	414,000
Santa Rosa-Petaluma, CA	123	B	1	97.10%	12/31/98	426,365	414,000
Santa Barbara-Santa Maria-Lompoc, CA	124	B	1	90.00%	12/31/98	387,778	349,000
Salinas-Seaside-Monterey, CA	126	B	1	97.10%	12/31/98	340,886	331,000
Pensacola, FL	127	B	1	100.00%	12/31/98	391,000	391,000
Erie, PA	130	B	1	96.50%	12/31/98	280,829	271,000
Rockford, IL	131	B	1	59.60%	12/31/98	303,691	181,000
Lorain-Elyria, OH	136	B	1	96.50%	12/31/98	281,865	272,000
Fayetteville, NC	149	A	1	99.50%	12/31/98	285,427	284,000
Visalia-Tulare-Porterville, CA	150	B	1	97.00%	12/31/98	353,608	343,000
Roanoke, VA	157	B	1	100.00%	12/31/98	234,000	234,000
Fort Myers, FL Counties - Lee	164	B	1	100.00%	12/31/98	385,000	385,000
Sarasota, FL	167	B	1	100.00%	12/31/98	299,000	299,000
Galveston-Texas City, TX	170	B	1	83.60%	12/31/98	242,823	203,000
Santa Cruz, CA	175	B	1	97.10%	12/31/98	239,959	233,000
Terre Haute, IN	185	B	1	76.30%	12/31/98	170,380	130,000
Clarksville-Hopkinsville, TN/KY	209	A	1	100.00%	12/31/98	189,000	189,000
Bradenton, FL	211	B	1	100.00%	12/31/98	235,000	235,000
Anderson, IN	217	B	1	94.80%	12/31/98	132,911	126,000
Tuscaloosa, AL	222	A	1	93.50%	12/31/98	160,428	150,000
Florence, AL	226	A	1	93.10%	12/31/98	137,487	128,000
Petersburg-Colonial Heights-Hopewell, VA	235	B	1	100.00%	12/31/98	147,000	147,000
Muncie, IN	236	B	1	94.80%	12/31/98	118,143	112,000
Lafayette, IN	247	B	1	94.80%	12/31/98	139,241	132,000
Anniston, AL	249	A	1	100.00%	12/31/98	114,000	114,000
Danville, VA	262	A	1	95.80%	12/31/98	108,559	104,000
Florence, SC	264	A	1	100.00%	12/31/98	124,000	124,000
Kokomo, IN	271	B	1	94.80%	12/31/98	101,266	96,000
Gadsden, AL	272	A	1	90.00%	12/31/98	102,222	92,000
Burlington, NC	280	A	1	100.00%	12/31/98	117,000	117,000
Bloomington, IN	282	B	1	94.80%	12/31/98	117,089	111,000
Las Cruces, NM	285	B	1	100.00%	12/31/98	167,000	167,000
Bryan-College Station, TX	287	B	1	100.00%	12/31/98	133,000	133,000
Sherman-Denison, TX	292	B	1		1998		
Owensboro, KY	293	B	1	100.00%	12/31/98	91,000	91,000
Victoria, TX	300	B	1	100.00%	12/31/98	82,000	82,000
Alabama 1 - Franklin	307	A	1		Oct-98		
Alabama 1 - Franklin	307	A	2		Oct-98		

Alabama 1 - Franklin	307	A	3		Oct-98		
Alabama 2 - Jackson	308	A	1	100.00%	Oct-98	128,000	128,000
Alabama 5 - Cleburne	311	A	1		Oct-98		
Alabama 5 - Cleburne	311	A	2		Oct-98		
California 4 - Madera	339	B	1		Oct-98		
California 5 - San Luis Obispo	340	B	1	90.00%	Oct-98	217,778	196,000
California 6 - Mono	341	B	1	100.00%	Oct-98	28,000	28,000
California 9 - Mendocino	344	B	1	100.00%	Oct-98	141,000	141,000
California 12 - Kings	347	B	1	97.00%	Oct-98	110,309	107,000
Florida 1 - Collier	360	B	1	61.60%	Oct-98	191,558	118,000
Florida 2 - Glades	361	B	1	100.00%	Oct-98	83,000	83,000
Florida 3 - Hardee	362	B	1	100.00%	Oct-98	175,000	175,000
Florida 4 - Citrus	363	B	1	100.00%	Oct-98	228,000	228,000
Florida 11 - Monroe	370	B	2	100.00%	Oct-98	81,000	81,000
Hawaii 1 - Kauai	385	B	1	100.00%	Oct-98	58,000	58,000
Hawaii 2 - Maui	386	B	1	100.00%	Oct-98	115,000	115,000
Hawaii 3 - Hawaii	387	B	1	100.00%	Oct-98	140,000	140,000
Illinois 1 - Jo Daviess	394	B	1	91.50%	Oct-98	315,847	289,000
Illinois 2 - Bureau	395	B	1		9/8/97		
Illinois 3 - Mercer	396	B	1		9/8/97		
Illinois 8 - Washington	401	B	1		9/8/97		
Illinois 9 - Clay	402	B	1		9/8/97		
Indiana 1 - Newton	403	B	1		Oct-98		
Indiana 3 - Huntington	405	B	1		Oct-98		
Indiana 6 - Randolph	408	B	1		Oct-98		
Indiana 7 - Owen	409	B	1		Oct-98		
Indiana 8 - Brown	410	B	1		Oct-98		
Indiana 9 - Decatur	411	B	1		Oct-98		
Iowa 4 - Muscatine	415	B	1		Oct-98		
Iowa 5 - Jackson	416	B	1		Oct-98		
Kentucky 1 - Fulton	443	B	1		Oct-98		
Kentucky 2 - Union	444	B	1	100.00%	Oct-98	128,000	128,000
Kentucky 7 - Trimble	449	A	1	100.00%	Oct-98	166,000	166,000
New Mexico 3 - Catron	555	B	1		Oct-98		
New Mexico 5 - Grant	557	B	1		Oct-98		
New Mexico 6 - Lincoln	558	B	1	71.40%	Oct-98	61,625	44,000
North Carolina 15 - Cabarrus	579	A	1		Oct-98		
Ohio 2 - Sandusky	586	B	2	100.00%	Oct-98	24,000	24,000
Ohio 3 - Ashtabula	587	B	1		Oct-98		0
South Carolina 6 - Clarendon	630	A	1	100.00%	Oct-98	194,000	194,000
South Carolina 7 - Calhoun	631	A	1		Oct-98		
Tennessee 1 - Lake	643	A	1	100.00%	Oct-98	297,000	297,000
Tennessee 2 - Cannon	644	A	1	100.00%	Oct-98	159,000	159,000
Tennessee 3 - Macon	645	A	1	100.00%	Oct-98	330,000	330,000
Tennessee 5 - Fayette	647	A	1	100.00%	Oct-98	336,000	336,000
Tennessee 6 - Giles	648	A	1	100.00%	Oct-98	157,000	157,000
Tennessee 7 - Bledsoe	649	A	1	100.00%	Oct-98	248,000	248,000
Tennessee 9 - Maury	651	A	1	100.00%	Oct-98	68,000	68,000
Texas 10 - Navarro	661	B	3	75.00%	Oct-98	29,333	22,000
Texas 11 - Cherokee	662	B	1		Oct-98		
Texas 16 - Burleson	667	B	1		Oct-98		
Texas 17 - Newton	668	B	1		Oct-98		
Texas 20 - Wilson	671	B	2		1998		
Texas 21 - Chambers	672	B	1	75.00%	Oct-98	21,333	16,000
Virginia 3 - Giles	683	B	1	51.00%	Oct-98	182,353	93,000
Virginia 4 - Bedford	684	B	1	51.00%	Oct-98	66,667	34,000
Virginia 5 - Bath	685	B	1	77.00%	Oct-98	63,636	49,000
Virginia 7 - Buckingham	687	B	1	100.00%	Oct-98	39,000	39,000
Virginia 8 - Amelia	688	B	1	95.00%	Oct-98	84,211	80,000
Virginia 9 - Greensville	689	B	1	95.00%	Oct-98	87,368	83,000
Virginia 11 - Madison	691	B	1	95.00%	Oct-98	111,579	106,000
Virginia 12 - Caroline	692	B	1	95.00%	Oct-98	33,684	32,000
Wisconsin 8 - Vernon	715	B	1		1998		

Note: The licenses listed with as of dates of October 1998 are ones for which GTE has applied to transfer to Bell Atlantic as a part of their proposed merger. GTE also owns minority stakes in other MSA and RSA licenses.

Hector Communications

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
Rochester, MN	288	B	1	10.00%	12/31/98		
Minnesota 7 - Chippewa	488	B	1	10.00%	12/31/98		
Minnesota 8 - Lac qui Parle	489	B	1	10.00%	12/31/98		
Minnesota 9 - Pipestone	490	B	1	10.00%	12/31/98		
Minnesota 10 - Le Sueur	491	B	1	10.00%	12/31/98		
Minnesota 11 - Goodhue	492	B	1	10.00%	12/31/98		

North Dakota 3 - Barnes	582	B	1	1.60%	12/31/98	92,000	1,472
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Hickory Tech

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
Minnesota 10 - Le Sueur	491	A	1	100.00%	12/31/98	230,000	230,000

New Ulm Telecom

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
Rochester, MN	288	B	1	7.90%	12/31/98		
Minnesota 7 - Chippewa	488	B	1	7.90%	12/31/98		
Minnesota 8 - Lac qui Parle	489	B	1	7.90%	12/31/98		
Minnesota 9 - Pipestone	490	B	1	7.90%	12/31/98		
Minnesota 10 - Le Sueur	491	B	1	7.90%	12/31/98		
Minnesota 11 - Goodhue	492	B	1	7.90%	12/31/98		

Price Communications

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
Augusta, GA/SC	108	A	1	100.00%	3/31/99	440,864	440,864
Macon-Warner Robins, GA	138	A	1	99.20%	3/31/99	318,227	315,681
Montgomery, AL	139	A	1	94.60%	3/31/99	320,687	297,598
Columbus, GA-AL	153	A	1	98.90%	3/31/99	250,845	213,720
Savannah, GA	155	A	1	98.50%	3/31/99	288,736	284,405
Dothan, AL	246	A	1	95.00%	3/31/99	133,618	126,403
Albany, GA	261	A	1	96.80%	3/31/99	117,984	102,056
Panama City, FL	283	A	1	92.00%	3/31/99	149,953	117,563
Alabama 8 - Lee	314	A	1	100.00%	3/31/99	173,677	173,677
Georgia 6 - Spalding	376	A	1	96.30%	3/31/99	203,899	196,355
Georgia 7 - Hancock	377	A	1	100.00%	3/31/99	135,121	135,121
Georgia 8 - Warren	378	A	1	100.00%	3/31/99	157,912	157,912
Georgia 9 - Marion	379	A	1	100.00%	3/31/99	118,111	118,111
Georgia 10 - Bleckley	380	A	1	100.00%	3/31/99	151,827	151,827
Georgia 12 - Liberty	382	A	1	100.00%	3/31/99	215,935	215,935
Georgia 13 - Early	383	A	1	100.00%	3/31/99	148,361	128,332

Puerto Rico Telephone

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
San Juan-Caguas, PR	91	B	1				
Ponce, PR	147	B	1				
Mayaguez, PR	169	B	1				
Arecibo, PR	202	B	1				
Aguadilla, PR	204	B	1				
Puerto Rico 1 - Rincon	723	B	1				
Puerto Rico 2 - Adjuntas	724	B	1				
Puerto Rico 3 - Ciales	725	B	1				
Puerto Rico 4 - Aibonito	726	B	1				
Puerto Rico 5 - Ceiba	727	B	1				
Puerto Rico 6 - Vieques	728	B	1				
Puerto Rico 7 - Culebra	729	B	1				

Note: GTE is in the process of completing a transaction that will give it control of Puerto Rico Telephone and its cellular telephone licenses.

Roseville Communications

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
Sacramento, CA	35	B	1	23.50%	12/31/98		
Stockton, CA	107	B	1	23.50%	12/31/98		
Modesto, CA	142	B	1	23.50%	12/31/98		
Reno, NV	171	B	1	23.50%	12/31/98		
Chico	215	B	1	23.50%	12/31/98		
Yuba City, CA	274	B	1	23.50%	12/31/98		
California 8 - Tehama	343	B	1	23.50%	12/31/98		

California 10 – Sierra 345 B 1 23.50% 12/31/98

Rural Cellular

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
Bangor, ME	224	B	1	100.00%	12/31/98	143,000	143,000
Burlington, VT	248	A	1	100.00%	12/31/98	148,000	148,000
Maine 1 – Oxford	463	B	1	100.00%	12/31/98	83,000	83,000
Maine 2 – Somerset	464	B	1	100.00%	12/31/98	148,000	148,000
Maine 3 – Kennebec	465	B	1	100.00%	12/31/98	221,000	221,000
Massachusetts 1 - Franklin	470	A	1	100.00%	12/31/98	71,000	71,000
Minnesota 1 - Kittson	482	B	1	100.00%	12/31/98	50,000	50,000
Minnesota 2 - Lake of the Woods	483	B	1	100.00%	12/31/98	64,000	64,000
Minnesota 3 - Koochiching	484	B	1	100.00%	12/31/98	59,000	59,000
Minnesota 5 - Wilkin	486	B	1	100.00%	12/31/98	206,000	206,000
Minnesota 6 - Hubbard	487	B	1	100.00%	12/31/98	257,000	257,000
New Hampshire 1 - Coos	548	A	1	100.00%	12/31/98	223,000	223,000
New York 2 - Franklin	560	A	1	100.00%	12/31/98	226,000	226,000
South Dakota 4 - Marshall	637	B	1	100.00%	12/31/98	69,000	69,000
Vermont 1 – Franklin	679	A	1	100.00%	12/31/98	210,000	210,000
Vermont 2 – Addison	680	A	1	100.00%	12/31/98	232,000	232,000

SBC Communications

MSA/RSA Name	MSA/RSA Number	Frequency Block	Sub Market	% Owned	As of Date	POPs	Net POPs
Chicago, IL	3	A	1	100.00%	12/31/98	7,261,000	7,261,000
Boston-Lowell-Brockton-Lawrence-Haverhill, MA-NH	6	A	1	100.00%	12/31/98	4,030,000	4,030,000
Washington, DC-MD-VA	8	A	1	90.00%	12/31/98	3,661,000	3,294,900
Dallas-Forth Worth, TX	9	B	1	82.50%	12/31/98	3,949,000	3,257,925
St. Louis, MO-IL	11	B	1	98.00%	12/31/98	2,424,000	2,375,520
Baltimore, MD	14	A	1	90.00%	12/31/98	2,348,000	2,113,200
Kansas City, MO-KS	24	B	1	81.00%	12/31/98	1,447,000	1,172,070
Buffalo, NY	25	A	1	75.00%	12/31/98	1,189,000	891,750
Hartford-New Britain-Bristol, CT	32	B	1	99.50%	12/31/98	1,124,000	1,118,380
San Antonio, TX	33	B	1	70.00%	12/31/98	1,302,000	911,400
Rochester, NY	34	A	1	100.00%	12/31/98	1,002,000	1,002,000
Providence-Warwick-Pawtucket, RI	38	A	1	100.00%	12/31/98	916,000	916,000
Bridgeport-Stamford-Norwalk-Danbury, CT	42	B	1	99.50%	12/31/98	828,000	823,860
Albany-Schenectady-Troy, NY	44	A	1	100.00%	12/31/98	830,000	830,000
Oklahoma City, OK	45	B	1	62.00%	12/31/98	930,000	576,600
New Haven-West Haven-Waterbury-Meriden, CT	49	B	1	99.50%	12/31/98	804,000	799,980
Syracuse, NY	53	A	1	100.00%	12/31/98	660,000	660,000
Gary-Hammond-East Chicago, IN	54	A	1	66.70%	12/31/98	604,000	402,868
Worcester-Fitchburg-Leominster, MA	55	A	1	95.30%	12/31/98	710,000	676,630
Springfield-Chicopee-Holyoke, MA	63	B	1	99.50%	12/31/98	603,000	599,985
New Bedford-Fall River, MA	76	A	1	100.00%	12/31/98	506,000	506,000
Wichita, KS	89	B	1	60.00%	12/31/98	454,000	272,400
Little Rock-North Little Rock, AR	92	A	1	100.00%	12/31/98	513,000	513,000
Corpus Christi, TX	112	B	1	100.00%	12/31/98	350,000	350,000
Utica-Rome, NY	115	A	1	100.00%	12/31/98	317,000	317,000
McAllen-Edinburg-Mission, TX	128	B	1	77.50%	12/31/98	383,000	296,825
New London-Norwich, CT	154	B	1	99.50%	12/31/98	255,000	253,725
Lubbock, TX Counties - Lubbock	161	B	1	71.00%	12/31/98	223,000	158,330
Brownsville-Harlingen, TX	162	B	1	77.50%	12/31/98	260,000	201,500
Fort Smith, AK-OK	165	A	1	100.00%	12/31/98	219,000	219,000
Springfield, IL	176	A	1	96.70%	12/31/98	190,000	183,730
Topeka, KS	179	B	1	77.00%	12/31/98	192,000	147,840
Fayetteville-Springdale, AK	182	A	1	100.00%	12/31/98	211,000	211,000
Amarillo, TX	188	B	1	71.00%	12/31/98	187,000	132,770
Champaign-Urbana-Rantoul, IL	196	A	1	98.30%	12/31/98	173,000	170,059
Pittsfield, MA	213	B	1	99.50%	12/31/98	140,000	139,300
Abilene, TX	220	B	1	71.00%	12/31/98	148,000	105,080
Decatur, IL	230	A	1	99.00%	12/31/98	117,000	115,830
Bloomington-Normal, IL	250	A	1	96.00%	12/31/98	129,000	123,840
Odessa, TX	255	B	1	71.00%	12/31/98	119,000	84,490
Glens Falls, NY	266	A	1	100.00%	12/31/98	119,000	119,000
St. Joseph, MO	275	B	1	51.00%	12/31/98	98,000	49,980
Laredo, TX	281	B	1	55.50%	12/31/98	133,000	73,815
Pine Bluff, AK	291	A	1	49.13%	12/31/98	85,000	41,761
Sherman-Denison, TX	292	B	1	82.50%	12/31/98	95,000	78,375
Midland, TX	295	B	1	71.00%	12/31/98	107,000	75,970
Lawrence, KS	301	B	1	81.00%	12/31/98	82,000	66,420
Arkansas 1 - Madison	324	A	1	50.00%	12/31/98	66,000	33,000
Arkansas 2 - Marion	325	A	1	50.00%	12/31/98	82,000	41,000
Arkansas 3 - Sharp	326	A	1	50.00%	12/31/98	98,000	49,000

Arkansas 4 - Clay	327	A	1	50.00%	12/31/98	201,000	100,500
Arkansas 5 - Cross	328	A	1	50.00%	12/31/98	123,000	61,500
Arkansas 6 - Cleburne	329	A	1	50.00%	12/31/98	93,000	46,500
Arkansas 7 - Pope	330	A	1	50.00%	12/31/98	105,000	52,500
Arkansas 8 - Franklin	331	A	1	50.00%	12/31/98	64,000	32,000
Arkansas 10 - Garland	333	A	1	50.00%	12/31/98	145,000	72,500
Arkansas 12 - Ouachita	335	A	1	50.00%	12/31/98	191,000	95,500
Connecticut 1 - Litchfield	357	B	1	99.50%	12/31/98	174,000	173,130
Connecticut 2 - Windham	358	B	1	99.50%	12/31/98	103,000	102,485
Illinois 2 - Bureau	395	A	1	100.00%	12/31/98	252,000	252,000
Illinois 4 - Adams	397	A	1	55.50%	12/31/98	203,000	112,665
Illinois 5 - Mason	398	A	1	100.00%	12/31/98	93,000	93,000
Illinois 6 - Montgomery	399	A	1	55.50%	12/31/98	197,000	109,335
Kansas 5 - Brown	432	B	2	100.00%	12/31/98	89,000	89,000
Massachusetts 1 - Franklin	470	B	1	99.50%	12/31/98	70,000	69,650
Massachusetts 2 - Barnstable	471	A	1	100.00%	12/31/98	204,000	204,000
Missouri 8 - Callaway	511	B	1	60.00%	12/31/98	93,000	55,800
Missouri 9 - Bates	512	B	1	50.40%	12/31/98	54,000	27,216
Missouri 11 - Montieau	514	B	1	50.00%	12/31/98	138,000	69,000
Missouri 12 - Maries	515	B	1	50.00%	12/31/98	117,000	58,500
Missouri 13 - Washington	516	B	1	98.00%	12/31/98	84,000	82,320
Missouri 17 - Shannon	520	B	1	98.00%	12/31/98	56,000	54,880
Missouri 18 - Perry	521	B	1	98.00%	12/31/98	112,000	109,760
Missouri 19 - Stoddard	522	B	1	98.00%	12/31/98	197,000	193,060
New York 1 - Jefferson	559	A	1	100.00%	12/31/98	250,000	250,000
New York 4 - Yates	562	A	1	100.00%	12/31/98	352,000	352,000
Oklahoma 3 - Grant	598	B	1	74.00%	12/31/98	200,000	148,000
Oklahoma 9 - Garvin	604	B	1	60.00%	12/31/98	195,000	117,000
Rhode Island 1 - Newport	624	A	1	100.00%	12/31/98	87,000	87,000
Texas 6 - Jack	657	B	1	49.50%	12/31/98	80,000	39,600
Texas 7 - Fanni	658	B	1	50.00%	12/31/98	123,000	61,500
Texas 9 - Runnels	660	B	1	35.60%	12/31/98	46,000	16,376
Texas 9 - Runnels	660	B	4	84.60%	12/31/98	48,000	40,608
Texas 10 - Navarro	661	B	1	75.00%	12/31/98	136,000	102,000
Texas 18 - Edwards	669	B	1	34.00%	12/31/98	185,000	62,900
Texas 19 - Atascosa	670	B	1	33.30%	12/31/98	203,000	67,599
Texas 20 - Wilson	671	B	1	50.00%	12/31/98	86,000	43,000
Virginia 10 - Frederick	690	A	1	90.00%	12/31/98	215,000	193,500
Virginia 11 - Madison	691	A	1	90.00%	12/31/98	219,000	197,100
Virginia 12 - Caroline	692	A	1	90.00%	12/31/98	165,000	148,500
West Virginia 4 - Grant	704	A	1	90.00%	12/31/98	153,000	137,700

Notes: SBC has announced its intention to merge with Ameritech and Cellular Communications of Puerto Rico, as well as acquire the cellular operations of Comcast.

Shenandoah Telecommunications

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
Virginia 10 - Frederick	690	B	2	66.00%	12/31/98		

Triton PCS

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
South Carolina 5 - Georgetown	629	A	1	100.00%	12/31/98		

Unites States Cellular

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
Los Angeles-Long Beach/Anaheim-Santa Ana-Garden Grove/Riverside-San Bernardino-Ontario, CA	2	B	1	5.50%	12/31/98	15,795,000	868,725
Milwaukee, WI	21	A	1	100.00%	12/31/98	1,452,000	1,452,000
Oklahoma City, OK	45	B	1	14.60%	12/31/98	1,010,000	147,460
Tulsa, OK	57	B	1	55.06%	12/31/98	804,000	442,682
Oxnard-Simi Valley-Ventura, CA	73	B	1	5.50%	12/31/98	With MSA 1	
Knoxville, TN	79	B	1	96.03%	12/31/98	560,000	537,768
Davenport-Rock Island-Moline, IA/IL	98	A	1	97.37%	12/31/98	357,000	347,611
Des Moines, IA	102	A	1	100.00%	12/31/98	434,000	434,000
Peoria, IL	103	A	1	100.00%	12/31/98	347,000	347,000
Corpus Christi, TX	112	A	1	100.00%	12/31/98	392,000	392,000
Madison, WI	113	A	1	92.50%	12/31/98	399,000	369,075
Appleton-Oskosh-Neenah, WI	125	A	1	100.00%	12/31/98	345,000	345,000

Federal Communications Commission

FCC 99-136

McAllen-Edinburg-Mission, TX	128	A	1	26.20%	12/31/98	526,000	137,812
Rockford, IL	131	A	1	100.00%	12/31/98	306,000	306,000
Manchester-Nashua, NH	133	A	1	92.70%	12/31/98	360,000	333,720
Portland, ME	152	B	1	49.00%	12/31/97	288,000	141,120
Portsmouth-Dover-Rochester, NH-ME	156	B	1	40.00%	12/31/98	282,000	112,800
Roanoke, VA	157	A	1	100.00%	12/31/98	234,000	234,000
Tallahassee, FL	168	A	1	100.00%	12/31/98	285,000	285,000
Asheville, NC	183	B	1	100.00%	12/31/98	214,000	214,000
Green Bay, WI	186	A	1	99.01%	12/31/98	216,000	213,862
Racine, WI	189	A	1	89.82%	12/31/98	185,000	166,167
Yakima, WA	191	B	1	58.54%	12/31/98	222,000	129,959
Gainesville, FL	192	A	1	100.00%	12/31/98	225,000	225,000
Cedar Rapids, IA	195	A	1	96.00%	12/31/98	181,000	173,760
Waterloo-Cedar Falls, IA	201	A	1	93.03%	12/31/98	145,000	134,894
Lynchburg, VA	203	A	1	100.00%	12/31/98	160,000	160,000
Fort Pierce, FL	208	B	1	100.00%	12/31/98	297,000	297,000
Richland-Kennewick-Pasco, WA	214	B	1	100.00%	12/31/98	187,000	187,000
Janesville-Beloit, WI	216	A	1	92.43%	12/31/98	152,000	140,494
Wilmington, NC	218	A	1	96.51%	12/31/98	217,000	209,427
Bangor, ME	224	A	1	91.88%	12/31/98	144,000	132,307
Medford, OR	229	B	1	100.00%	12/31/98	174,000	174,000
Wichita Falls, TX	233	B	1	70.45%	12/31/98	140,000	98,630
Joplin, MO	239	B	1	100.00%	12/31/98	149,000	149,000
Kenosha, WI	244	A	1	99.32%	12/31/98	144,000	143,021
Charlottesville, VA	256	A	1	95.37%	12/31/98	148,000	141,148
Hagerstown, MD	257	B	1	100.00%	12/31/98	128,000	128,000
Jacksonville, NC	258	A	1	96.48%	12/31/98	145,000	139,896
Lawton, OK	260	B	1	70.45%	12/31/98	110,000	77,495
Wausau, WI	263	B	1	71.76%	12/31/98	122,000	87,547
Cumberland, MD-WV	269	B	1	100.00%	12/31/98	100,000	100,000
Sheboygan, WI	277	A	1	86.76%	12/31/98	111,000	96,304
Columbia, MO	278	B	1	100.00%	12/31/98	130,000	130,000
Lewiston-Auburn, ME	279	A	1	83.63%	12/31/98	100,000	83,630
Laredo, TX	281	A	1	93.74%	12/31/98	188,000	1762,31
Dubuque, IA	286	A	1	95.51%	12/31/98	88,000	84,049
La Crosse, WI	290	A	1	95.11%	12/31/98	103,000	97,963
Iowa City, IA	296	A	1	100.00%	12/31/98	102,000	102,000
Victoria, TX	300	A	1	100.00%	12/31/98	83,000	83,000
Alton-Granite City, IL	305	B	1	100.00%	12/31/98	21,000	21,000
California 1 - Del Norte	336	A	1	100.00%	12/31/98	209,000	209,000
California 2 - Modoc	337	A	1	100.00%	12/31/98	63,000	63,000
California 9 - Mendocino	344	A	1	100.00%	12/31/98	140,000	140,000
Florida 5 - Putnam	364	A	1	100.00%	12/31/98	71,000	71,000
Florida 6 - Dixie	365	A	1	100.00%	12/31/98	58,000	58,000
Florida 8 - Jefferson	367	A	1	100.00%	12/31/98	50,000	50,000
Florida 9 - Calhoun	368	A	1	100.00%	12/31/98	43,000	43,000
Florida 10 - Walton	369	A	1	100.00%	12/31/98	121,000	121,000
Georgia 11 - Toombs	381	A	1	100.00%	12/31/98	156,000	156,000
Georgia 14 - Worth	384	A	1	100.00%	12/31/98	256,000	256,000
Hawaii 3 - Hawaii	387	A	1	100.00%	12/31/98	141,000	141,000
Idaho 5 - Butte	392	A	1	100.00%	12/31/98	168,000	168,000
Idaho 6 - Clark	393	A	1	100.00%	12/31/98	295,000	295,000
Illinois 1 - Jo Daviess	394	A	1	100.00%	12/31/98	320,000	320,000
Illinois 3 - Mercer	396	A	1	100.00%	12/31/98	202,000	202,000
Illinois 4 - Adams	397	B	2	100.00%	12/31/98	214,000	214,000
Indiana 4 - Miami	406	B	1	28.57%	12/31/98	178,000	50,855
Indiana 5 - Warren	407	B	1	33.33%	12/31/98	124,000	41,329
Iowa 1 - Mills	412	A	1	100.00%	12/31/98	62,000	62,000
Iowa 2 - Union	413	A	1	100.00%	12/31/98	50,000	50,000
Iowa 3 - Monroe	414	A	1	49.00%	12/31/98	90,000	44,100
Iowa 4 - Muscatine	415	A	1	100.00%	12/31/98	154,000	154,000
Iowa 5 - Jackson	416	A	1	100.00%	12/31/98	108,000	108,000
Iowa 6 - Iowa	417	A	1	100.00%	12/31/98	156,000	156,000
Iowa 7 - Audubon	418	A	1	100.00%	12/31/98	55,000	55,000
Iowa 9 - Ida	420	B	1	16.67%	12/31/98	63,000	10,502
Iowa 10 - Humbolt	421	A	1	100.00%	12/31/98	180,000	180,000
Iowa 11 - Hardin	422	A	1	100.00%	12/31/98	113,000	113,000
Iowa 12 - Winneschiek	423	A	1	24.50%	12/31/98	115,000	28,175
Iowa 13 - Mitchell	424	A	1	100.00%	12/31/98	66,000	66,000
Iowa 14 - Kossuth	425	A	1	100.00%	12/31/98	107,000	107,000
Iowa 16 - Lyon	427	A	1	100.00%	12/31/98	103,000	103,000
Kansas 15 - Elk	442	B	1	75.00%	12/31/98	154,000	115,500
Maine 1 - Oxford	463	A	1	100.00%	12/31/98	83,000	83,000
Maine 2 - Somerset	464	A	1	100.00%	12/31/98	146,000	146,000
Maine 3 - Kennebec	465	A	1	100.00%	12/31/98	221,000	221,000
Maine 4 - Washington	466	B	1	100.00%	12/31/98	86,000	86,000
Maryland 1 - Garrett	467	B	1	100.00%	12/31/98	29,000	29,000
Missouri 3 - Schuyler	506	A	1	100.00%	12/31/98	56,000	56,000
Missouri 5 - Linn	508	A	1	100.00%	12/31/98	54,000	54,000
Missouri 6 - Marion	509	B	1	100.00%	12/31/98	85,000	85,000

Federal Communications Commission

FCC 99-136

Missouri 11 - Moniteau	514	A	1	100.00%	12/31/98	151,000	151,000
Missouri 13 - Washington	516	A	1	100.00%	12/31/98	95,000	95,000
Missouri 15 - Stone	518	A	1	100.00%	12/31/98	122,000	122,000
Missouri 16 - Laclede	519	A	1	100.00%	12/31/98	102,000	102,000
Missouri 17 - Shannon	520	A	1	100.00%	12/31/98	56,000	56,000
New Hampshire 1 - Coos	548	B	1	100.00%	12/31/98	225,000	225,000
New Hampshire 2 - Carroll	549	A	1	100.00%	12/31/98	218,000	218,000
New York 1 - Jefferson	559	B	1	60.00%	12/31/98	255,000	153,000
North Carolina 2 - Yancey	566	B	3	100.00%	12/31/98	31,000	31,000
North Carolina 3 - Ashe	567	A	1	100.00%	12/31/98	163,000	163,000
North Carolina 4 - Henderson	568	B	1	100.00%	12/31/98	196,000	196,000
North Carolina 6 - Chatham	570	A	1	81.20%	12/31/98	165,000	133,980
North Carolina 7 - Rockingham	571	A	1	100.00%	12/31/98	293,000	293,000
North Carolina 8 - Northampton	572	A	1	100.00%	12/31/98	294,000	294,000
North Carolina 9 - Camden	573	A	1	100.00%	12/31/98	120,000	120,000
North Carolina 10 - Harnett	574	A	1	100.00%	12/31/98	299,000	299,000
North Carolina 11 - Hoke	575	A	1	100.00%	12/31/98	228,000	228,000
North Carolina 12 - Sampson	576	A	1	100.00%	12/31/98	134,000	134,000
North Carolina 13 - Greene	577	A	1	100.00%	12/31/98	248,000	248,000
North Carolina 14 - Pitt	578	A	1	100.00%	12/31/98	244,000	244,000
Ohio 9 - Ross	593	B	1	49.00%	12/31/98	250,000	122,500
Oklahoma 4 - Nowata	599	B	2	55.06%	12/31/98	102,000	56,161
Oklahoma 6 - Seminole	601	A	1	55.06%	12/31/98	219,000	120,581
Oklahoma 7 - Beckham	602	B	2	70.45%	12/31/98	10,000	7,045
Oklahoma 8 - Jackson	603	B	1	70.45%	12/31/98	97,000	68,337
Oklahoma 9 - Garvin	604	A	1	100.00%	12/31/98	204,000	204,000
Oklahoma 10 - Haskell	605	A	1	100.00%	12/31/98	84,000	84,000
Oregon 2 - Hood River	607	B	1	65.55%	12/31/98	75,000	49,163
Oregon 3 - Umatilla	608	B	1	76.39%	12/31/98	152,000	116,113
Oregon 5 - Coos	610	A	1	100.00%	12/31/98	261,000	261,000
Oregon 6 - Crook	611	B	1	100.00%	12/31/98	199,000	199,000
Pennsylvania 10 - Bedford	621	B	2	100.00%	12/31/98	49,000	49,000
South Carolina 4 - Chesterfield	628	A	1	100.00%	12/31/98	215,000	215,000
Tennessee 3 - Macon	645	B	1	16.67%	12/31/98	347,000	57,845
Tennessee 4 - Hamblen	646	B	2	100.00%	12/31/98	136,000	136,000
Tennessee 7 - Bledsoe	649	B	3	96.03%	12/31/98	152,000	145,966
Texas 4 - Briscoe	655	B	2	70.45%	12/31/98	12,000	8,454
Texas 5 - Hardeman	656	B	1	70.45%	12/31/98	37,000	26,067
Texas 18 - Edwards	669	A	1	100.00%	12/31/98	227,000	227,000
Texas 19 - Atascosa	670	A	1	100.00%	12/31/98	266,000	266,000
Texas 20 - Wilson	671	A	1	100.00%	12/31/98	150,000	150,000
Vermont 2 - Addison	680	B	2	100.00%	12/31/98	107,000	107,000
Virginia 2 - Tazewell	682	A	1	100.00%	12/31/98	83,000	83,000
Virginia 3 - Giles	683	A	1	100.00%	12/31/98	202,000	202,000
Virginia 4 - Bedford	684	A	1	100.00%	12/31/98	177,000	177,000
Virginia 5 - Bath	685	A	1	100.00%	12/31/98	61,000	61,000
Virginia 7 - Buckingham	687	A	1	100.00%	12/31/98	92,000	92,000
Washington 4 - Grays Harbor	696	A	1	100.00%	12/31/98	120,000	120,000
Washington 5 - Kittitas	697	B	1	85.20%	12/31/98	72,000	61,344
Washington 6 - Pacific	698	B	1	100.00%	12/31/98	186,000	186,000
Washington 7 - Skamania	699	B	1	65.55%	12/31/98	29,000	19,010
West Virginia 3 - Monongalia	703	B	1	100.00%	12/31/98	267,000	267,000
West Virginia 4 - Grant	704	B	1	100.00%	12/31/98	172,000	172,000
West Virginia 5 - Tucker	705	B	1	100.00%	12/31/98	131,000	131,000
West Virginia 7 - Raleigh	707	B	1	100.00%	12/31/98	253,000	253,000
Wisconsin 5 - Pierce	712	A	1	100.00%	12/31/98	14,000	14,000
Wisconsin 6 - Trempealeau	713	A	1	100.00%	12/31/98	83,000	83,000
Wisconsin 7 - Wood	714	A	1	100.00%	12/31/98	291,000	291,000
Wisconsin 8 - Vernon	715	A	1	100.00%	12/31/98	237,000	237,000
Wisconsin 9 - Columbia	716	A	1	100.00%	12/31/98	387,000	387,000
Wisconsin 10 - Door	717	A	1	100.00%	12/31/98	129,000	129,000

Western Wireless

MSA/RSA Name	MSA/RSA Number	Freq. Block	Sub Market	% Owned	As of Date	POPs	Net POPs
Lubbock, TX Counties - Lubbock	161	A	1	100.00%	12/31/98	234,000	234,000
Lincoln, NE	172	A	1	100.00%	12/31/98	236,000	236,000
Abilene, TX	220	A	1	100.00%	12/31/98	153,000	153,000
Fargo-Moorehead, ND-MN	221	A	1	100.00%	12/31/98	167,000	167,000
Pueblo, CO	241	A	1	100.00%	12/31/98	134,000	134,000
Sioux City, IA-NE	253	A	1	100.00%	12/31/98	123,000	123,000
Odessa, TX	255	A	1	96.00%	12/31/98	123,000	118,080
Sioux Falls, SD	267	A	1	99.00%	12/31/98	142,000	140,580
Billings, MT	268	A	1	98.00%	12/31/98	125,000	122,500
Grand Forks, ND-MN	276	A	1	100.00%	12/31/98	102,000	102,000
Rapid City, SD	289	A	1	100.00%	12/31/98	109,000	109,000
San Angelo, TX	294	A	1	100.00%	12/31/98	104,000	104,000
Midland, TX	295	A	1	96.00%	12/31/98	117,000	112,320

Federal Communications Commission

FCC 99-136

Great Falls, MT	297	A	1	100.00%	12/31/98	80,000	80,000
Bismarck, ND	298	A	1	100.00%	12/31/98	91,000	91,000
Casper, WY	299	A	1	100.00%	12/31/98	63,000	63,000
California 6 - Mono	341	A	1	100.00%	12/31/98	29,000	29,000
Colorado 4 - Park	351	A	1	100.00%	12/31/98	89,000	89,000
Colorado 5 - Elbert	352	A	1	100.00%	12/31/98	34,000	34,000
Colorado 7 - Saguache	354	A	1	100.00%	12/31/98	50,000	50,000
Colorado 8 - Kiowa	355	A	1	100.00%	12/31/98	46,000	46,000
Colorado 9 - Costilla	356	A	1	100.00%	12/31/98	30,000	30,000
Idaho 2 - Idaho	389	A	1	100.00%	12/31/98	78,000	78,000
Iowa 8 - Monona	419	A	1	100.00%	12/31/98	54,000	54,000
Kansas 3 - Jewell	430	A	1	100.00%	12/31/98	52,000	52,000
Kansas 4 - Marshall	431	A	1	100.00%	12/31/98	123,000	123,000
Kansas 8 - Ellsworth	435	A	1	100.00%	12/31/98	129,000	129,000
Kansas 9 - Morris	436	A	1	100.00%	12/31/98	58,000	58,000
Kansas 10 - Franklin	437	A	1	100.00%	12/31/98	111,000	111,000
Kansas 14 - Reno	441	A	1	100.00%	12/31/98	173,000	173,000
Minnesota 1 - Kittson	482	A	1	100.00%	12/31/98	50,000	50,000
Minnesota 2 - Lake of the Woods	483	A	1	100.00%	12/31/98	26,000	26,000
Minnesota 7 - Chippewa	488	A	1	100.00%	12/31/98	173,000	173,000
Minnesota 8 - Lac qui Parle	489	A	1	100.00%	12/31/98	67,000	67,000
Minnesota 9 - Pipestone	490	A	1	100.00%	12/31/98	134,000	134,000
Missouri 9 - Bates	512	A	1	100.00%	12/31/98	79,000	79,000
Montana 1 - Lincoln	523	A	1	100.00%	12/31/98	151,000	151,000
Montana 2 - Toole	524	A	1	100.00%	12/31/98	37,000	37,000
Montana 3 - Phillips	525	A	1	100.00%	12/31/98	14,000	14,000
Montana 4 - Daniels	526	A	1	100.00%	12/31/98	39,000	39,000
Montana 5 - Mineral	527	A	1	100.00%	12/31/98	190,000	190,000
Montana 6 - Deer Lodge	528	A	1	100.00%	12/31/98	64,000	64,000
Montana 7 - Fergus	529	A	1	100.00%	12/31/98	30,000	30,000
Montana 8 - Beaverhead	530	A	1	100.00%	12/31/98	93,000	93,000
Montana 9 - Carbon	531	A	1	100.00%	12/31/98	32,000	32,000
Montana 10 - Prairie	532	A	1	100.00%	12/31/98	20,000	20,000
Nebraska 2 - Cherry	534	A	1	100.00%	12/31/98	30,000	30,000
Nebraska 3 - Knox	535	A	1	100.00%	12/31/98	116,000	116,000
Nebraska 4 - Grant	536	A	1	100.00%	12/31/98	35,000	35,000
Nebraska 5 - Boone	537	A	1	100.00%	12/31/98	148,000	148,000
Nebraska 6 - Keith	538	A	1	100.00%	12/31/98	110,000	110,000
Nebraska 7 - Hall	539	A	1	100.00%	12/31/98	92,000	92,000
Nebraska 8 - Chase	540	A	1	100.00%	12/31/98	58,000	58,000
Nebraska 9 - Adams	541	A	1	100.00%	12/31/98	80,000	80,000
Nebraska 10 - Cass	542	A	1	100.00%	12/31/98	87,000	87,000
Nevada 1 - Humboldt	543	A	1	100.00%	12/31/98	46,000	46,000
Nevada 2 - Lander	544	A	1	100.00%	12/31/98	57,000	57,000
Nevada 4 - Mineral	546	A	1	100.00%	12/31/98	36,000	36,000
Nevada 5 - White Pine	547	A	1	100.00%	12/31/98	15,000	15,000
New Mexico 6 - Lincoln	558	A	1	100.00%	12/31/98	245,000	245,000
North Dakota 1 - Divide	580	A	1	100.00%	12/31/98	104,000	104,000
North Dakota 2 - Bottineau	581	A	1	100.00%	12/31/98	59,000	59,000
North Dakota 4 - McKenzie	583	A	1	100.00%	12/31/98	64,000	64,000
North Dakota 5 - Kidder	584	A	1	100.00%	12/31/98	47,000	47,000
Oklahoma 1 - Cimarron	596	A	1	100.00%	2/4/99	27,000	27,000
Oklahoma 7 - Beckham	602	A	1	100.00%	12/31/98	127,000	127,000
Oklahoma 8 - Jackson	603	A	1	100.00%	12/31/98	96,000	96,000
South Dakota 1 - Harding	634	A	1	100.00%	12/31/98	37,000	37,000
South Dakota 2 - Corson	635	A	1	100.00%	12/31/98	23,000	23,000
South Dakota 3 - McPherson	636	A	1	100.00%	12/31/98	53,000	53,000
South Dakota 4 - Marshall	637	A	1	100.00%	12/31/98	69,000	69,000
South Dakota 5 - Custer	638	A	1	100.00%	2/1/99	27,000	27,000
South Dakota 6 - Haakon	639	A	1	100.00%	12/31/98	41,000	41,000
South Dakota 7 - Sully	640	A	1	100.00%	12/31/98	66,000	66,000
South Dakota 8 - Kingsbury	641	A	1	100.00%	12/31/98	74,000	74,000
South Dakota 9 - Hanson	642	A	1	100.00%	12/31/98	100,000	100,000
Texas 1 - Dallam	652	A	1	100.00%	12/31/98	57,000	57,000
Texas 2 - Hansford	653	A	1	100.00%	12/31/98	90,000	90,000
Texas 3 - Parmer	654	A	1	100.00%	12/31/98	141,000	141,000
Texas 4 - Briscoe	655	A	1	100.00%	12/31/98	42,000	42,000
Texas 5 - Hardeman	656	A	1	100.00%	12/31/98	76,000	76,000
Texas 8 - Gaines	659	A	1	100.00%	12/31/98	136,000	136,000
Texas 12 - Hudspeth	663	A	1	100.00%	12/31/98	27,000	27,000
Texas 13 - Reeves	664	A	1	100.00%	12/31/98	32,000	32,000
Texas 14 - Loving	665	A	1	100.00%	12/31/98	46,000	46,000
Utah 3 - Juab	675	A	1	100.00%	12/31/98	59,000	59,000
Utah 4 - Beaver	676	A	1	100.00%	12/31/98	120,000	120,000
Utah 6 - Piute	678	A	1	100.00%	12/31/98	27,000	27,000
Wyoming 2 - Sheridan	719	A	1	100.00%	12/31/98	76,000	76,000
Wyoming 4 - Niobrara	721	A	1	100.00%	2/4/99	134,000	134,000
Wyoming 5 - Converse	722	A	1	100.00%	12/31/98	12,000	12,000