

MERCOM, INC.

As of August 27, 1992, Investors were entitled to vote stock interests in Mercom, Inc. ("Mercom") representing 4.71 percent of the voting power in the company.<sup>1</sup>

Interests in Mercom were first acquired on May 24, 1989. Investors' holdings have remained below five percent.

According to the 1992 edition of the Cable Factbook, Mercom, Inc. owns cable systems in the following communities:

Florida

St. Lucie West

Michigan

Allegan  
Coldwater  
Colon  
Litchfield  
Reading  
Sturgis  
Tekonsha

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<sup>1</sup> This interest will not be attributable on December 8, 1992, when the already adopted amendment to Section 63.54, which provides for a five-percent benchmark, becomes effective.

MULTIMEDIA, INC.

As of August 27, 1992, Investors were entitled to vote stock interests in Multimedia, Inc. ("Multimedia") representing 1.28 percent of the voting power in the company.<sup>1</sup>

Interests in Multimedia were first acquired on October 16, 1985. Investors' holdings have remained below five percent.

According to the 1992 edition of the Cable Factbook, Multimedia owns cable systems in the following communities:

Illinois

Batavia  
Harvey 80%  
Lisle  
Oak Forest  
Oak Lawn  
South Holland 80%  
Villa Park 80%

Kansas

Great Bend  
Herington  
La Crosse  
Lamed  
Lyons  
McPherson  
Medicine Lodge  
Sharon  
Wichita

North Carolina

Clinton  
Enfield  
Greenville  
Kinston  
La Grange  
New Bern

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<sup>1</sup> This interest will not be attributable on December 8, 1992, when the already adopted amendment to Section 63.54, which provides for a five-percent benchmark, becomes effective.

Parmele  
Rocky Mount  
Scotland Neck  
Tarboro  
Washington

Oklahoma

Bethany  
Bixby  
Chickasha  
Choctaw  
Crescent  
Cushing  
Del City  
Edmond  
El Reno  
Guthrie  
Lindsay  
Midwest City  
Moore  
Mustang  
Nichols Hills  
Norman  
Pauls Valley  
Perry  
Stillwater  
Warr Acres  
Yukon

## ROCHESTER TELEPHONE CORPORATION

As of August 27, 1992, Investors were entitled to vote stock interests in Rochester Telephone Corporation ("RTC") representing 3.92 percent of the voting power in the company.<sup>1</sup>

Interests in RTC were first acquired on April 7, 1989. Investors' stock interest in RTC reached a five-percent level for SEC reporting purposes on February 2, 1990, and their initial SEC Schedule 13D was filed on February 7, 1990. On April 20, 1992, Investors filed a SEC Schedule 13D reporting that the Investors' interest had fallen below five percent for SEC reporting purposes.

RTC indirectly owns cable systems through three subsidiaries -- Thorntown Telephone Co., Mid-South Cablevision Co., and New Richmond Cable Co.

According to the 1992 edition of the Cable Factbook, Thorntown Telephone Co. owns a cable system in the following community:

### Indiana

#### Thorntown

According to the 1992 edition of the Cable Factbook, Mid-South Cablevision Co. owns cable systems in the following communities:

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<sup>1</sup> This interest will not be attributable on December 8, 1992, when the already adopted amendment to Section 63.54, which provides for a five-percent benchmark, becomes effective.

Mississippi

Houlka  
Olive Branch  
Rienzi

According to the Cable TV Branch's "Operator Mail Address/Reference List" database (as of June 6, 1992), New Richmond Cable Co. owns cable systems in the following communities:

Wisconsin

New Richmond  
Star Prairie

TELEPHONE & DATA SYSTEMS, INC.

As of August 27, 1992, Investors were entitled to vote stock interests in Telephone & Data Systems, Inc. ("TDS") representing 2.57 percent of the voting power of the company.<sup>1</sup>

Interests in TDS were first acquired on December 17, 1985. The initial SEC Schedule 13D was filed on August 26, 1988.

TDS owns cable systems in the following communities:

California (Comvideo Systems, Inc.)

Olinda  
Trinity Center

Colorado (Delta County Cable Co.)

Cedar Edge  
Crawford  
Eckert  
Hutchkiss  
Paonia

Kentucky (Lewisport Cable Co.)

Lewisport

Maine (Warren Cable Co.)

Warren

New Hampshire (Kearsarge Cable Communications, Inc.)

New London  
Wilmington

Oregon (Condon TV System, Inc.)

Condon

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<sup>1</sup> This interest will not be attributable on December 8, 1992, when the already adopted amendment to Section 63.54, which provides for a five-percent benchmark, becomes effective.

South Carolina (Carolina Cable Co.)

Norway

Tennessee (Volunteer TV Cable Co.)

Monroe

Niota

Tellico [Plains]

VIACOM, INC.

As of August 27, 1992, Investors were entitled to vote stock interests in Viacom, Inc. ("Viacom") representing 3.04 percent of the voting power in the company.<sup>1</sup>

Interests in Viacom were first acquired on June 9, 1987. Investors' holdings have remained below five percent.

According to the 1992 edition of the Cable Factbook, Viacom owns cable systems in the following communities:

California

American Canyon  
East Bay  
Finer Living  
Marin County  
Napa  
Oroville  
Pinole  
Pittsburg  
San Francisco  
Sonoma County

Ohio

Dayton

Oregon

Salem

Tennessee

Nashville

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<sup>1</sup> This interest will not be attributable on December 8, 1992, when the already adopted amendment to Section 63.54, which provides for a five-percent benchmark, becomes effective.

Washington

Carbonado  
Du Pont  
Eatonville  
Park Place Mobile Home Park  
Pierce County  
Puget Sound

Wisconsin

Greenfield  
(Sale to Time-Warner announced August 20, 1992)



DERIVATION OF TELCO EXCHANGE LISTS  
RELEVANT TO 47 C.F.R. § 63.54

The information in this Exhibit was derived principally from the 1991/1992 edition of the Telephone Engineer & Management Directory. For large holding companies, the directory lists subsidiaries, noting the community in which the subsidiaries are based. By looking in the state-by-state section of the directory under each community, it was possible to obtain the list of exchanges served by each subsidiary.

Four of the companies discussed in this exhibit -- Centel, Century, Hector, and TDS -- were listed in the holding company section of the directory, and the above process was used.<sup>1</sup> The other four companies discussed in this exhibit -- C-TEC, Lincoln, Lynch, and Rochester Telephone -- did not appear in the holding company section of the directory. Publicly available information about the companies, principally SEC material, was used to identify the subsidiaries of these companies and the cities in which they are located. With this information, it was possible to derive the list of exchanges from the state-by-state section of the Telephone Engineer & Management Directory.

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<sup>1</sup> Hector was listed but under the name of a formerly affiliated company.

C-TEC CORPORATION

As of August 27, 1992, Investors were entitled to vote stock interests in C-TEC Corporation ("C-TEC") representing 10.41 percent of the voting power in the company.

Interests in C-TEC were first acquired on July 25, 1986. Investors' stock interest in C-TEC reached a five-percent level for SEC reporting purposes on June 2, 1989, and their initial SEC Schedule 13D was filed on June 2, 1989.

According principally to the 1992 edition of the Telephone Engineer & Management Directory, C-TEC owns a telephone company providing telephone service to the following local exchanges:

Pennsylvania, Dallas (Commonwealth Tel. Co.):

Atglen  
Bangor  
Belvidere  
Benton  
Blossburg  
Brooklyn  
Centermoreland  
Clarks Summit  
Conyngham Drums  
Coopersburg  
Covington  
Dallas  
Dalton  
Dushore  
Eagles Mere  
Elizabethville  
Estella  
Factoryville  
Ferndale  
Gap  
Gratz  
Hallstead  
Harding  
Harveys Lake  
Hensel  
Huntington Mills

Kirkwood  
Laceyville  
Lake Winola  
LaPorte  
Lawrenceville  
Lawsville  
Leesport  
Leraysville  
Lewisberry  
Liberty  
Lykens  
Mansfield  
Mehoopany  
Middlebury Center  
Millersburg  
Montrose  
Morris  
Muhlenburg  
Muncy Valley  
New Albany  
Nicholson  
Noxen  
Nuangola  
Nuremburg  
Orangeville  
Pen Argyl  
Pocono Lake  
Portland  
Quarryville  
Rawlinsville  
Ringtown  
Rome  
Rush  
Saylorsburg  
St. Joseph  
Shickshinny  
Springville  
Susquehanna  
Sweet Valley  
Tioga  
Towanda  
Tower City  
Tremont  
Troy  
Trucksville  
Tunkhannock  
Uhlerstown  
Ulster  
Valley View

Wapwallopen  
Warren Center  
Wellsboro  
Wyalusing

CENTEL CORPORATION

As of August 27, 1992, Investors were entitled to vote stock interests in Centel Corporation ("Centel") representing 5.87 percent of the voting power in the company.

Interests in Centel were first acquired on July 24, 1986. Investors' stock interest in Centel reached a five-percent level for SEC reporting purposes on November 8, 1989, and their initial SEC Schedule 13D was filed on November 17, 1989.

According principally to the 1991/1992 edition of Telephone Engineer & Management Directory, Centel owns telephone companies providing telephone service in the following local exchanges:

Florida, Tallahassee (Central Telephone Co. of Florida):

Alford  
Baker  
Bonifay  
Cherry Lake  
Cottondale  
Crawfordville  
Crestview  
DeFuniak Springs  
Destin  
Fort Walton Beach  
Freeport  
Glendale  
Grand Ridge  
Greenville  
Greenwood  
Kingsley Lake  
Lawtey  
Lee  
Madison  
Malone  
Marianna  
Monticello  
Panacea  
Ponce de Leon  
Reynolds Hill  
Santa Rosa  
Seagrove Beach

Shalimar  
Sneads  
Sopchoppy  
Starke  
St. Marks  
Tallahassee  
Valparaiso  
Westville

Illinois, Des Plaines (Central Telephone Co. of Illinois):

Avon  
Cameron  
Des Plaines  
Des Plaines  
Dixon  
Forest City  
Galesburg  
Galesburg North  
Grand Detour  
Green Valley  
Harmon  
Havana  
Knoxville  
Lacon  
Livingston  
Manito  
Mount Carroll  
Nelson  
North Pekin  
Park Ridge  
Park Ridge  
Pekin  
Savanna  
South Pekin  
Staunton  
Talbott  
Thomson  
Topeka  
Watage

Nevada, Las Vegas (Central Telephone Co. of Nevada):

Blue Diamond  
Boulder City  
Henderson  
Jean  
Las Vegas  
Laughlin  
Mt. Charleston  
Nelson  
Searchlight

North Carolina, Hickory (Central Telephone Co. of North Carolina):

Asheboro  
Bethlehem  
Biscoe  
Boonville  
Candor  
Catawba  
Danbury  
Dobson  
Eden  
Elkin  
Granite Falls  
Hays  
Hickory  
Hildebran  
Hillsborough  
Madison  
Mocksville  
Mountain View  
Mount Airy  
Mount Gilead  
Mulberry  
North Wilkesboro  
Pilot Mountain  
Prospect Hill  
Quaker Gap  
Ramseur  
Roaring Gap  
Roxboro  
Sandy Ridge  
Seagrove  
Sherrills Ford  
Springs Road  
State Road  
Stoneville  
Timberlake  
Troy  
Valdese  
Walkertown  
Walnut Cove  
West End  
West Jefferson  
Yadkinville  
Yanceyville

Texas, Killeen (Central Telephone Co. of Texas):

Alvord  
Atascocita

Berclair  
Boonsville  
Boyd  
Buckholts  
Charco  
Chico  
Clifton  
Copperas Cove  
Cransfills Gap  
Decatur  
Florence  
Fort Hood  
Glen Flora  
Harker Heights  
Heidenheimer  
Holland  
Humble  
Hutto  
Kempner  
Killeen  
Kings Crossing  
Kingwood  
Krum  
Laguna Park  
Little River  
Lometa  
Milano  
Moffat  
Nolanville  
Oenaville  
Pawnee  
Pettus  
Ponder  
Porter  
Porter Heights  
Rhome  
Saint Jo  
Salado  
Sanger  
Slidell  
South Humble  
Stockdale  
Sunset  
Turnersville  
West Columbia  
Zabcikville

Virginia, Charlottesville (Central Tel. Co. of Virginia):

Altavista  
Ararat  
Arvonja

Axton  
Bachelors Hall  
Bassett  
Beaver Dan  
Blackstone  
Boones Mill  
Brodnax  
Brookneal  
Brownsburg  
Buckingham  
Buena Vista  
Burkeville  
Burnt Chimney  
Charlottesville Main  
Charlottesville North  
Collinsville  
Crewe  
Crozet  
Dillwyn  
Farmville  
Ferrum  
Fieldale  
Fork Union  
Front Royal  
Gladys  
Glasgow  
Gum Tree  
Halifax  
Hampden Sydney  
Kenbridge  
LaCrosse  
Lexington  
Luray  
Martinsville  
Meadows of Dan  
Montpelier  
Natural Bridge  
Palmyra  
Prospect  
Ridgeway  
Rocky Mount  
Rustburg  
Schuyler  
Scottsville  
Shenandoah  
South Boston  
South Hill  
Spencer  
Stanardsville  
Stanley  
Stuart  
Turbeville

Union Hall  
Victoria  
Virgilina  
Volens  
Washington  
Whitmell  
Woolwine

CENTURY TELEPHONE ENTERPRISES, INC.

As of August 27, 1992, Investors were entitled to vote stock interests in Century Telephone Enterprises, Inc. ("Century") representing 3.07 percent of the voting power in the company.<sup>1</sup>

Interests in Century were first acquired on April 21, 1986. Investors' stock interest in Century reached a five-percent level for SEC reporting purposes on June 26, 1989, and their initial SEC Schedule 13D was filed on July 5, 1989.

According principally to the 1991/1992 edition of Telephone Engineer & Management Directory, Century owns telephone companies providing telephone service to the following local exchanges:

Arkansas, Junction City (Union Tel. Co.)

Arkansas, Hardy (Century Tel. of Arkansas, Inc.):

Ash Flat  
Calico Rock  
Cherokee Village  
Evening Shade  
Franklin  
Hardy  
Horseshoe Bend  
Melbourne  
Mount Pleasant  
Oxford  
Salem  
Viola  
Williford

Arkansas, Mountain Home (Mountain Home Tel. Co.):

Gamaliel  
Henderson  
Lakeview

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<sup>1</sup> This interest will not be attributable on December 8, 1992, when the already adopted amendment to Section 63.54, which provides for a five-percent benchmark, becomes effective.

Mallard Point  
Midway  
Mountain Home  
Norfolk  
Tracy Ferry  
Whiteville

Arkansas, Redfield (Redfield Tel. Co.):

Redfield

Colorado, Pagosa Springs (Universal Tel. Co. of Colorado):

Allison  
Marvel  
Pagosa Springs  
Pagosa West

Idaho, Salmon (Century Tel. of Idaho, Inc.):

Leadore  
North Fork  
Salmon

Indiana, Battle Ground (Central Indiana Tel. Co.):

Battle Ground  
Brookston  
Kempton

Indiana, Odon (Odon Tel. Co.):

Odon

Iowa, Chester (Chester Tel. Co.):

Chester  
Minnesota Customers

Louisiana, Breaux Bridge (Coastal Tel. & Electronics Corp.):

Arnaudville  
Breaux Bridge  
Cecilia  
Henderson  
Parks

Louisiana, Chatham (Chatham Tel. Co.)

Louisiana, DeQuincy (Evangeline Tel. Co.):

Basile  
Cankton

Chataignier  
Church Point  
DeQunicy  
Elton  
Fenton  
Hayes  
Iota  
Iowa  
Kinder  
Lacassine  
Mamou  
Pine Prairie  
Roanoke  
Sunset  
Thornwell  
Ville Platte  
Welsh

Louisiana, Greensburg (Century Tel. Co.):

Greensburg  
Montpelier

Louisiana, Jena (Central Louisiana Tel. Co.):

Big Cane  
Bordelonville  
Calcasieu  
Cottonport  
Glenmora  
Jena  
Mangham  
Mansura  
Moreauville  
Olla  
Plaucheville  
Simsport  
Wisner

Louisiana, Plain Dealing (Caddoan Tel. Co.):

Belecher  
Cullen  
Gilliam  
Hosston  
Ida, AR  
Ida  
Sarepta  
Shongaloo  
Springhill, AR  
Springhill

Vivian  
Vivian, TX

Louisiana, Plain Dealing (Century Tel. Co. of North  
Louisiana, Inc.):

Athens  
Choudrant  
Cotton Valley  
Marion  
Oak Ridge  
Plain Dealing  
Rodessa  
Spencer

Louisiana, Welsh (Louisiana Western Tel. Co.):

Oberlin  
Ragley  
Reeves  
Starks  
Turkey Creek

Michigan, Chesaning (Century Tel. Midwest, Inc.):

AuGres  
Borculo  
Brant  
Chesaning  
Chippewa Lake  
Goodrich  
Hadley  
Litchfield  
Mecosta  
Montrose  
Mosherville  
New Lothrop  
Omer  
Orleans  
Sunfield

Michigan, Pinconning (Century Tel. of Michigan, Inc.):

Alanson  
Bear Lake  
Boyne Falls  
Brutus  
Caro  
Cedar  
Crystal  
Elmira  
Empire  
Glen Arbor

Glennie  
Hale  
Honor  
Hope  
Kinde  
Lake Ann  
Lake City  
Levering  
Marlette  
Merritt  
Moorestown  
Newport  
Pinconning  
Port Austin  
Port Hope  
San Lake Heights  
Sixty Lakes  
Suttons Bay  
Vickeryville  
Whittemore

Mississippi, Olive Branch (Home Tel. Co.):

Byhalia  
Chulahoma  
Olive Branch

New Mexico, Pecos (Universal Tel. Co. of Southwest):

Fence Lake  
Pecos  
Pine Hill  
Ramah  
Vanderwagon  
Zuni

Ohio, Lorain (Central Telephone Co. of Ohio):

Amherst  
Avon  
Avon East  
Avon Lake  
Birmingham  
Lorain East  
Lorain Main  
Lorain Main  
Lorain Meister  
Lorain Meister  
Lorain South  
Penfield  
Sheffield