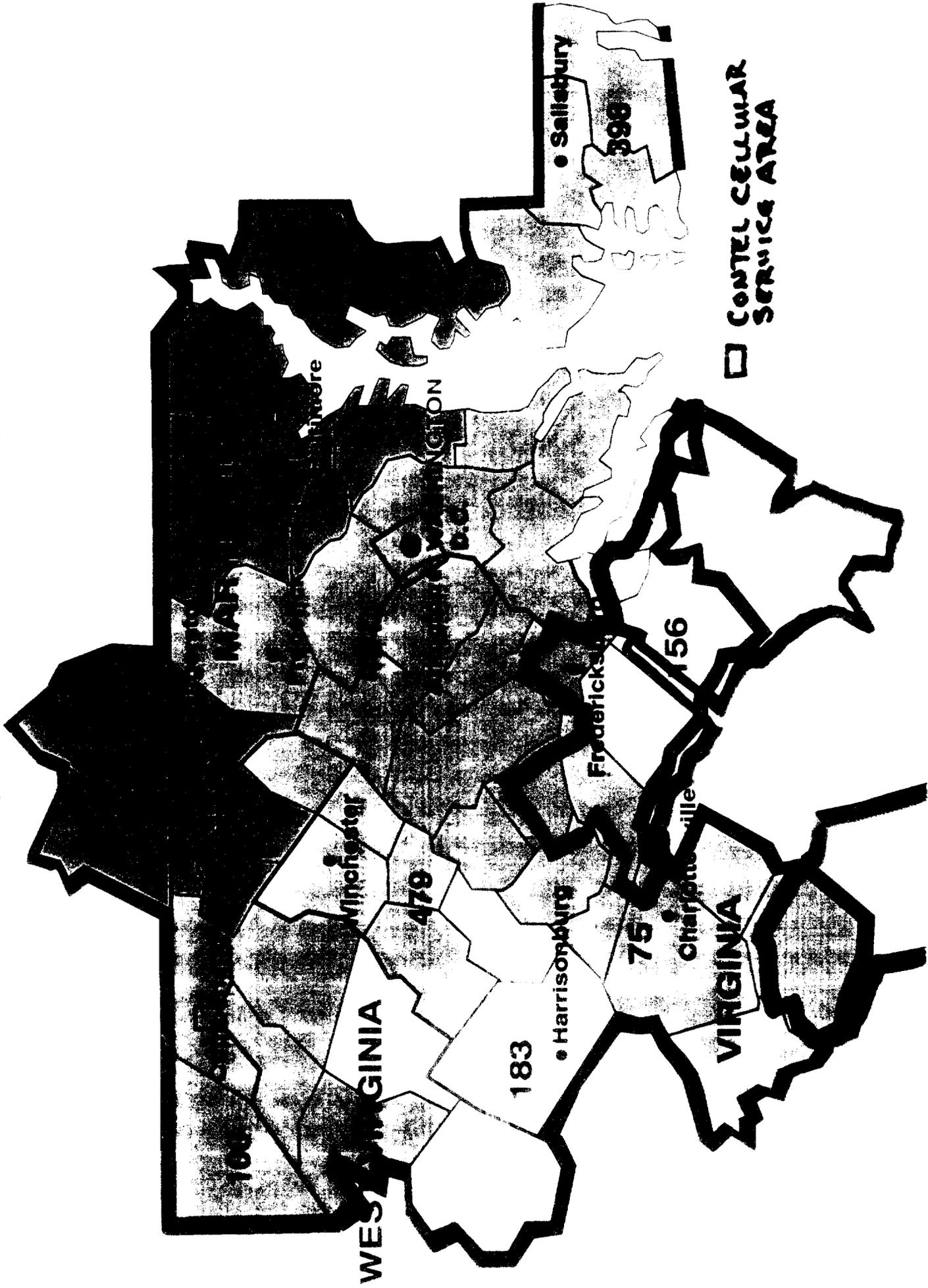


Contel serves Virginia RSAs 7 and 11, but not the Charlottesville MSA, which lies between them. If Contel wants to link its existing RSAs it would have to bid on the Charlottesville MSA or for the Charlottesville BTA. However, the RSAs have an 18.0 percent overlap of the Charlottesville BTA.

Contel may bid for 10 MHz, but not 20 MHz, in the Charlottesville BTA under these conditions. If it divests RSA 11, it will be eligible to bid for 20 MHz, but must bid for the Washington and Fredericksburg BTAs to replace the component counties which were part of RSA 11 if it wants to continue to serve them as a wireless provider. Contel would be unrestricted in bidding for the Washington BTA, as it has less than a 10 percent population overlap.

To bid for the Fredericksburg BTA, however, involves another conflict, because it overlaps Virginia RSA 12 -- which is also served by Contel. The overlap in this case is 79 percent, and divestiture is not allowed under the Commission's "10 to 20" divestiture window. Even if Contel could divest this market, with the object of bidding for BTAs which overlapped the area, this would produce further conflicts, as the replacement BTAs also overlap other RSAs and MSAs already served by Contel in the Richmond MTA.

WASHINGTON D.C. MAJOR TRADING AREA



In the San Francisco MTA, California RSA 4 overlaps the Fresno BTA, and provides another example of the sacrifices which are required -- and the uncertainties which are generated -- by the Commission's rules.

Cellular 2000 serves CA-4, which has total pops of 347,200. Of those pops, 104,800 pops are in the Fresno BTA (which itself has total pops of 887,200), giving Cellular 2000 an overlap of 12 percent.

Cellular 2000 can divest its RSA, in connection with bidding for the Fresno BTA, and thereby more than double its potential market. However, the remainder of its existing service area lies in two other BTAs -- the San Francisco and Merced BTAs. It could bid on the San Francisco BTA, as the sacrificed segment in that BTA (the San Benito county) has a population of 40,300 and the entire BTA has a population of 6,830,000.

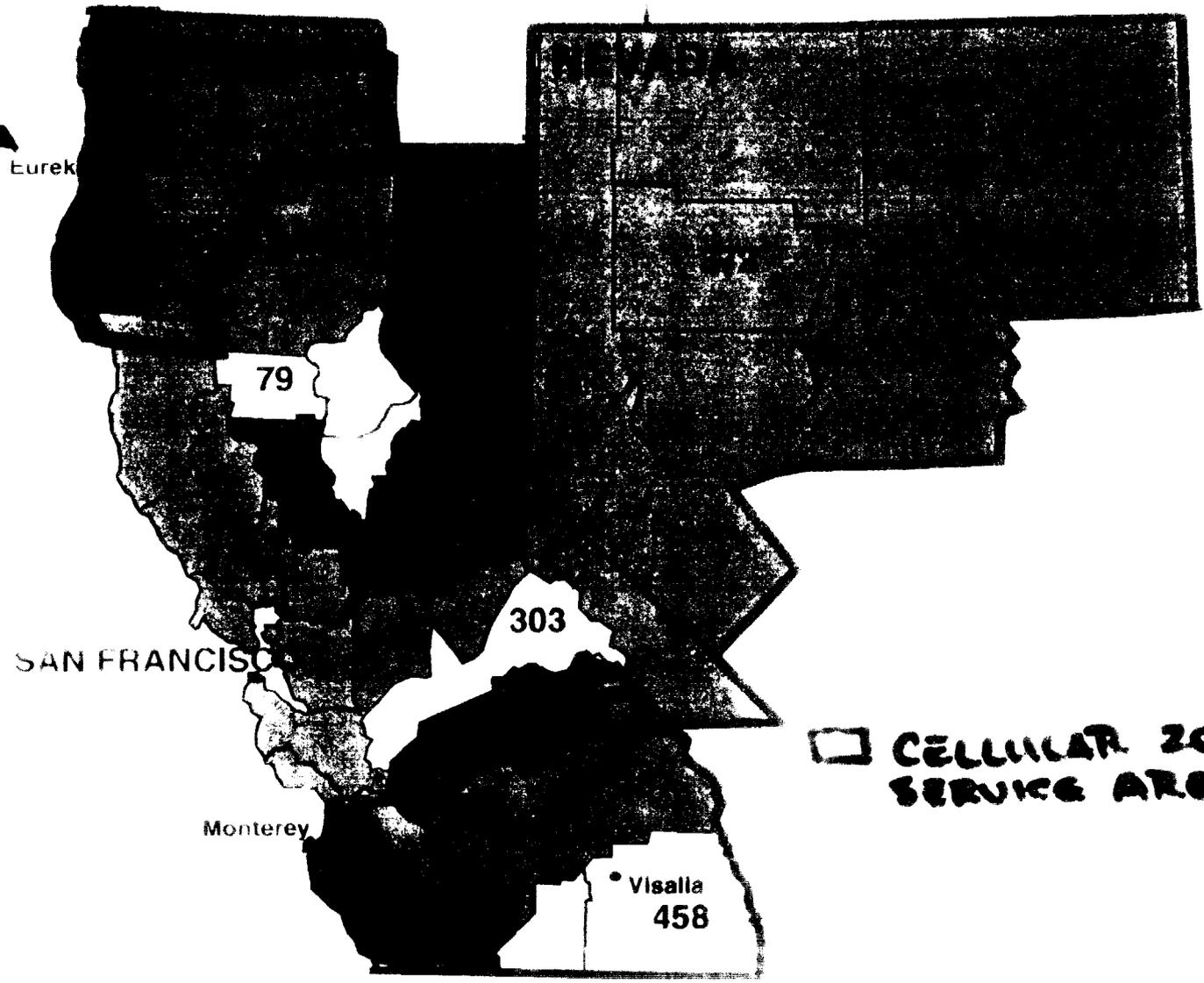
However, there is a question of whether Cellular 2000 could bid on the Merced BTA. The segment of CA-4 which falls within the Merced BTA has a population of 202,100 -- and the Merced BTA has a total population of 218,800. Thus, Cellular 2000 had an overlap of 92.4 percent of the Merced BTA.

This actually also raises the question of whether Cellular 2000 would be prohibited from divesting its RSA license because its overlap in the Merced BTA was outside of the Commission's 10-20 percent overlap window for that market -- even though it was within the window for the Fresno BTA. Would Cellular 2000 be prohibited from divestiture, and limited to bidding on 10 MHz licenses in both the Fresno and Merced PCS markets?

In northern California, California RSA 1 overlaps the Redding BTA. The carriers serving CA-1 -- Cal-One Cellular and U.S. Cellular -- currently serve some 59,300 pops out of the 285,000 pops in the BTA (and have an overlap of 20.8 percent based on Paul Kagan Associates' 1994 population estimates). They therefore are limited in their ability to bid for licenses and fall outside the Commission's narrow divestiture window.

SAN FRANCISCO MAJOR TRADING AREA

CAL-ONE
CELLULAR
SERVICE AREA



SAN FRANCISCO

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CELLULAR 2000
SERVICE AREA

A conflict similar to that which occurred with Cellular 2000 in the Fresno/Merced BTAs also exists in the New York MTA.

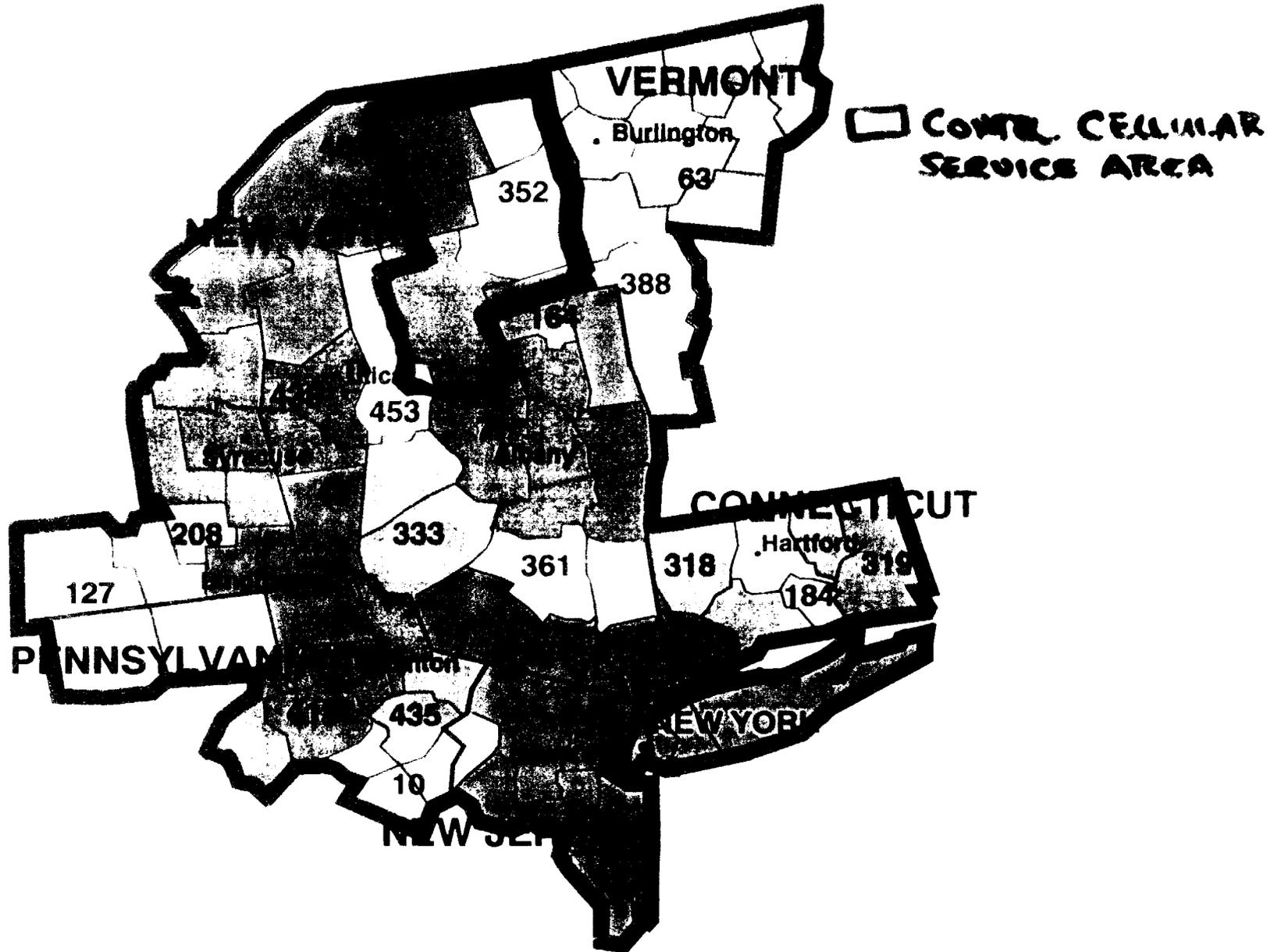
Contel serves New York RSA 2, which has a population of 232,100. NY-2 overlaps into three BTAs -- the Watertown BTA (population 309,000), and the Albany BTA (population 1,056), and the Plattsburgh BTA (population 126,500).

The overlap into the Watertown BTA is 47,100 pops -- 15.2 percent. Contel would be restricted from bidding for more than a 10 MHz license, unless it divested its interest -- which it would be permitted to do since the overlap falls within the Commission's divestiture window.

The overlap into the Albany BTA is 5,500 -- only 0.5 percent -- and Contel could bid on that BTA with the assurance that it would expand its service area and retain a presence in the overlapped market.

However, the overlap into the Plattsburgh BTA is 126,500 -- 100 percent of the BTA is composed of the RSA. Would Contel be prohibited from divesting the RSA because this overlap exceeds the window -- even though the overlap of the other two markets falls within the permitted window? Or would Contel be prohibited from divestiture, and limited to bidding for a 10 Mhz license in the Watertown BTA?

NEW YORK MAJOR TRADING AREA



Centennial Cellular serves the Charlottesville MSA, in the Washington/Baltimore BTA, with 140,700 pops. The MSA is located in the middle of the Charlottesville BTA. If Centennial wanted to extend its service area, it would be limited to a 10 Mhz license in the adjacent areas, because the BTA has a population of 203,000 -- and Centennial's overlap is 69.3 percent.

Centennial also serves two MSAs -- Roanoke and Lynchburg -- in the Richmond MTA. The possibility of establishing a larger, contiguous market, which would link the Roanoke, Lynchburg and Charlottesville MSAs is constrained both in the area lying between Charlottesville and Lynchburg (part of the Charlottesville BTA), and in the areas lying between and around the Roanoke and Lynchburg MSAs (part of the Roanoke BTA). This is because the Roanoke MSA (which has a population of 233,200) lies within the Roanoke BTA, which has a population of 623,000, and Centennial therefore has an overlap of 37.4 percent.

See attached map of Richmond MTA, with extension into Washington MTA.

**RICHMOND
MAJOR TRADING AREA**

CENTRAL
CELLULAR
SERVICE AREA

