

Denver	2,282,000	McCaw U S WEST Alfred DiRico Commnet Cell. Union Cell. Celludyne Member Market 352 CO	2,119,800 2,119,800 61,500 150,700 36,400 27,400 25,400	92.9 % 92.9 % 2.7 % 6.6 % 1.6 % 1.2 % 1.1 %
Cincinnati	2,083,000	AirTouch/CCI Ameritech Cell. Danbury GTE/Contel Florida Metro SE Indiana Cell. Telco. GTE Mobilnet BellSouth	1,959,800 1,996,400 25,300 76,100 21,500 39,500 21,500 61,900	94.1 % 95.8 % 1.2 % 3.7 % 1.0 % 1.9 % 1.0 % 2.9 %
Kansas City	1,934,000	AirTouch/McCaw SMB Mobile U.S. Cellular Sterling Cell. Liberty Cell. Ameritech Cell. ALLTEL Mid-Missouri Cellular	1,526,100 1,683,100 129,200 121,600 151,400 99,400 109,700 99,400	78.9 % 87.0 % 6.7 % 6.3 % 7.8 % 5.1 % 5.7 % 5.1 %
Milwaukee	1,806,000	BellSouth Ameritech Cell. Pacific Telecom	1,806,000 1,727,000 79,200	100 % 95.6 % 4.3 %
Portland	1,855,000	Pacific NW Cell. McCaw GTE Mobilnet Fibercom Oregon RSA 3 Cook County Point RSA 2 RSA 4 Crystal	43,000 1,591,200 1,753,500 8,100 8,100 7,000 43,000 43,100 43,000 172,300	2.3 % 83.8 % 94.5 % 0.4 % 0.4 % 0.4 % 2.3 % 2.3 % 2.3 % 9.3 %
Sacramento	1,886,000	U.S. Cellular McCaw AirTouch Modoc Cellular Pacific Sierra Cellular Atlantic Cell. Data Cell	50,900 1,591,200 1,648,000 50,900 35,900 151,000 151,000 93,000	2.7 % 84.4 % 87.4 % 2.7 % 1.9 % 8.0 % 8.0 % 4.9 %
Charlotte	1,798,000	BAN ALLTEL Mobile U.S. Cellular Bravo Other 1 Other 2 Sprint Cell	1,151,300 1,205,900 200,700 376,700 200,700 376,700 45,400	64. % 61.5 % 11.2 % 20.9 % 11.2 % 20.9 % 2.5 %
Norfolk	1,737,000	SMB Mobile Sprint Cell. GTE/Contel U.S. Cellular BAN	45,300 1,662,700 1,579,500 96,500 32,300	2.6 % 95.7 % 90.9 % 5.6 % 1.9 %
San Antonio	1,665,000	Kent S. Foster McCaw Tx RSA 15 LP SMB Mobile GTE/Contel U.S. Cellular TX 16 Cell. Tel.	74,000 1,417,800 74,000 1,573,800 17,600 156,000 17,600	4.4 % 85.2 % 4.4 % 94.5 % 1.1 % 9.4 % 1.1 %

Providence	1,524,000	BAM NYNEX	1,524,000 1,524,000	100 % 100 %
Columbus	1,573,000	GTE Mobile AirTouch/CCI Ameritech/ Sterling Minford Sprint Cell. Celluave	1,333,300 1,361,700 28,400 27,000 27,000 184,500 184,500	84.8 % 86.6 % 1.8 % 1.7 % 1.7 % 11.7 % 11.7 %
Nashville	1,532,000	GTE/Contel U.S. Cellular BellSouth Nexus Cell. LP Tenn. RSA #3 LP Advantage Cell. Ten Woodland Rd. Corp.	1,320,000 156,300 1,195,600 122,800 29,700 122,800 61,600	86.2 % 10.2 % 78.0 % 8.0 % 1.9 % 8.0 % 4.0 %
Memphis	1,448,000	GTE/Contel BellSouth R&D Cellular Cellular Holding Sterling ALLTEL Mercury Cellular Mississippi 6 Cell.	1,124,400 1,240,700 7,700 121,000 85,700 85,700 168,000 12,000	77.7 % 85.7 % 0.5 % 8.4 % 5.9 % 5.9 % 11.6 % 0.8 %
New Orleans	1,406,000	Radiofone BellSouth Mobicel Cellular Holding RSA Cell. Corp. Cellular XL Louisiana 8 Corp.	1,214,600 1,256,600 108,800 40,700 42,000 40,700 108,000	86.4 % 89.4 % 7.7 % 2.9 % 2.9 % 2.9 % 7.7 %
Louisville	1,412,000	GTE/Contel BellSouth Horizon Cell. U.S. Cellular Bluegrass Cell. SE Indiana Cell. Alpha Cellular Ameritech	1,083,100 952,900 210,800 66,700 309,000 53,100 67,500 9,600	76.7 % 67.5 % 14.9 % 4.7 % 21.9 % 3.8 % 4.8 % 0.7 %
Indianapolis	1,401,000	BellSouth GTE Mobilnet SE Indiana Cell. Indiana 5 RSA LP Florida Metro	1,358,300 1,368,000 32,300 32,300 18,000	96.9 % 97.7 % 2.3 % 2.3 % 1.3 %
Salt Lake City	1,428,000	U S WEST McCaw ComNet Cell. Union Cellular American Rural Cell. AirTouch Omega Cell. Part.	1,263,000 1,238,700 82,100 29,400 66,500 9,400 24,600	88.5 % 86.7 % 5.7 % 1.7 % 4.7 % 0.7 % 1.7 %
Oklahoma City	1,346,000	McCaw SMB Mobile U.S. Cellular Dobson Cell. SW Oklahoma Cell. Systems Sooner Cellular Enid Cellular	1,095,700 1,063,200 73,900 119,900 9,900 120,700 49,700	81.4 % 78.9 % 5.5 % 8.9 % 0.7 % 8.9 % 3.7 %
Orlando	1,423,000	McCaw BellSouth ALLTEL Mobile	1,423,300 1,389,600 33,800	100 % 97.6 % 2.4 %

Greensboro, NC	1,299,000	GTE Mobilnet Sprint Cell. BAM ALLTEL Clear Comm. U.S. Cellular Carolina West Blue Ridge Cellular	962,300 1,080,700 23,200 23,200 157,200 88,300 195,500 38,300	74.1 % 83.2 % 1.8 % 1.8 % 12.1 % 6.8 % 15.1 % 2.9 %
Buffalo	1,231,000	Rochester/NYNEX Associated/SWB DICONN GTE/Contel	1,187,400 1,187,400 43,600 43,600	96.5 % 96.5 % 3.5 % 3.5 %
Dayton	1,246,000	AirTouch/CCI Ameritech Cell.	1,246,000 1,246,000	100 % 100 %
Birmingham	1,245,000	Bellsouth GTE/Contel S. Alabama Cell. ALLTEL Dominion Cell. Oneonta	1,029,200 902,600 52,000 51,500 52,000 41,000	82.7 % 72.5 % 4.2 % 4.1 % 4.2 % 3.3 %
Jacksonville, FL	1,229,000	McCaw Bellsouth ALLTEL Mobile Sterling Cell. U.S. Cellular Larsen Cell.	1,019,300 1,019,300 170,800 39,200 123,100 86,900	82.9 % 82.9 % 13.9 % 3.2 % 10.0 % 7.1 %
Hartford, CT	1,115,000	BAM SNET Mobility	1,115,200 1,115,200	100 % 100 %
Rochester, NY	1,142,000	Associated/SWB Rochester/NYNEX DICONN GTE/Contel NY RSA #4 LP Pegasus Cell.	1,023,500 1,023,500 61,100 61,100 57,100 57,100	89.6 % 89.6 % 5.4 % 5.4 % 5.0 % 5.0 %
Raleigh-Durham	1,203,000	Sprint Cell. GTE Mobilnet U.S. Cellular	1,202,500 787,500 415,000	100 % 65.5 % 34.5 %
Richmond	1,155,000	GTE/Contel Bellsouth Sprint Cell. SWB Mobile BAM U.S. Cellular	1,121,200 791,000 227,300 87,000 44,000 37,200	97.1 % 68.5 % 19.7 % 7.6 % 3.8 % 3.2 %
Albany	1,056,000	Associated NYNEX Cellular One of Upstate NY Adirondack Cellular Tel. Sterling Cellular Hudson Valley RSA Cell. Pt. GTE/Contel	853,600 887,400 33,800 58,500 58,500 109,800 109,800 58,500	80.8 % 84 % 3.2 % 5.5 % 5.5 % 10.4 % 10.4 % 5.5 %

a Pops do not include share of joint venture ("JV"), which would raise figure to approximately 6.3 million attributable pops in San Francisco BTA, an overlap of roughly 92.6 percent.

+ Other refers to small split markets operated by small providers, not members of CTIA's Small Operator Caucus.

Selected Mid-Size/Small BTAs

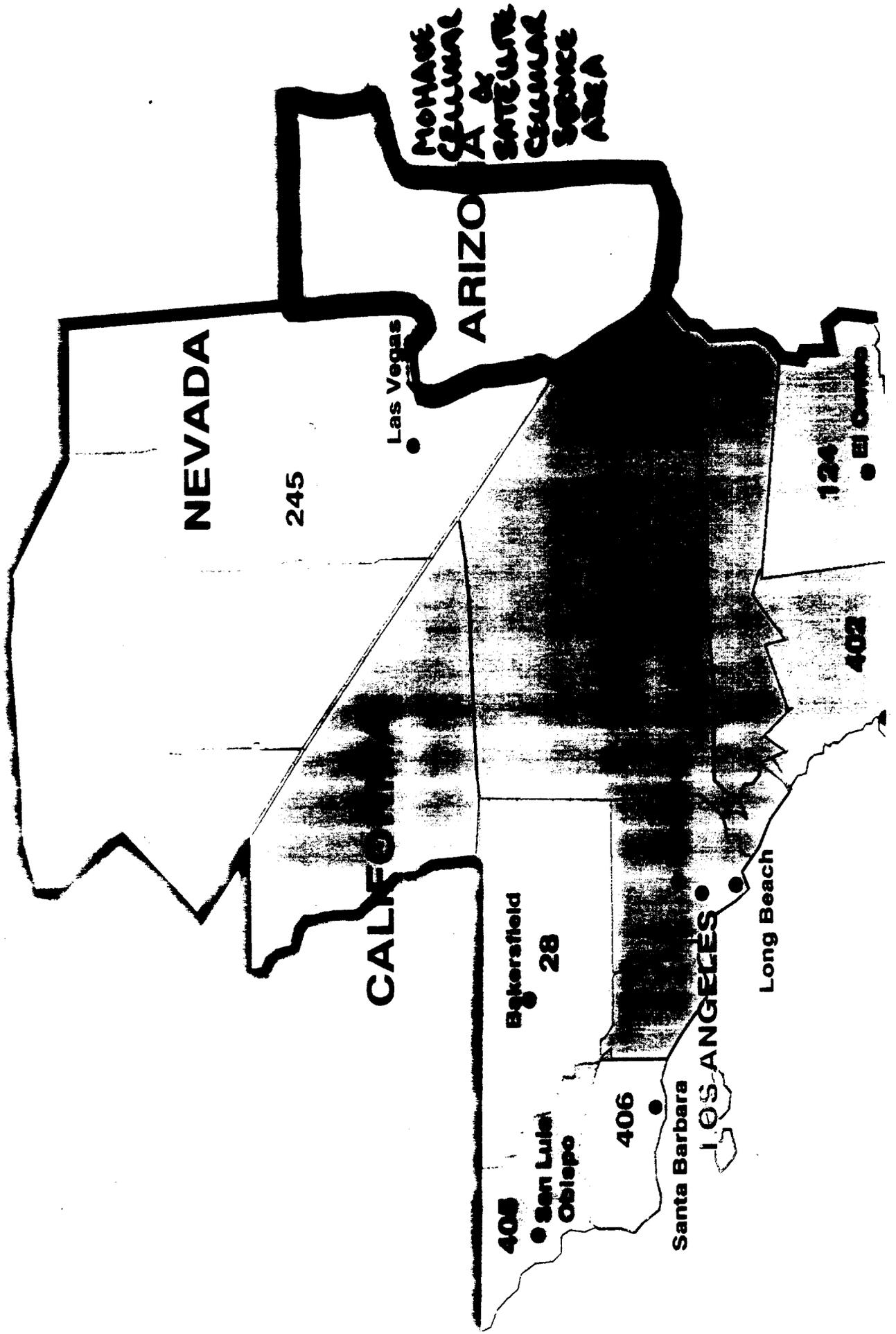
BTA Name	Total Pops	Celcoe in Market	Celco Pops	% Overlap
Lafayette	513,000	Iberia Cellular McCaw BellSouth	70,100 220,500 513,000	13.7 % 42.9 % 100 %
Fort Myers	549,000	Palmer Communications Independent Cell. Network GTE Mobilnet	381,100 160,300 549,000	69.4 % 29.1 % 100 %
Flint	500,800	AirTouch/CCI Ameritech Cell.	500,800 500,800	100 % 100 %
Corpus Christie	518,000	U.S. Cellular SWB Mobile McCaw	150,500 518,000 367,700	29.1 % 100 % 70.9 %
Evansville	509,700	BellSouth GTE/Contel U.S. Cellular Cellular of Indiana First Cellular of S. Illinois	315,900 435,700 119,800 74,000 74,000	61.9 % 85.5 % 23.5 % 14.5 % 14.5 %
Provo-Orem	290,600	McCaw U S WEST Cell. CommNet Cellular	290,700 290,700 5,900	98.0 % 98.0 % 2.0 %
Tyler	281,000	U.S. Cellular Sprint McCaw Peoples Cellular Meter Cellular GTE Mobilnet	201,400 209,200 31,200 31,200 48,900 41,100	71.7 % 74.4 % 31.2 % 11.1 % 17.4 % 14.6 %
Erie	279,300	McCaw GTE Mobilnet	279,300 279,300	100 % 100 %
Alexandria	293,000	General Cellular Century Cellunet Mid-South Cell. Mercury Cellular BellSouth	152,00 190,600 102,500 73,200 38,600	51.9 % 65.1 % 34.9 % 24.9 % 13.2 %
Brownsville	302,100	Celutel SWB Mobile U.S. Cellular	283,700 302,100 18,400	93.9 % 100 % 6.1 %
Williamsport	165,000	Vanguard Independent Cell. Network/CTEC Americell U.S. Cellular	122,300 42,900 36,800 122,300	74.1 % 26.0 % 22.3 % 74.1 %
Farmington	171,900	Sprint Century Cellunet Pacific MW Cell. CommNet Cellular Durango Cellular CellCom	96,500 96,500 6,100 75,500 57,700 11,700	56.1 % 56.1 % 3.5 % 43.9 % 33.6 % 6.8 %
Salisbury	171,700	WCC Cellular BAM	171,700 171,700	100 % 100 %
Beckley	166,300	Highland Cell. ALLTEL Celfon Independent Cell. Network	138,400 138,400 27,900 27,900	83.2 % 83.2 % 16.8 % 16.8 %

Danville	164,000	GTE/Contel Sprint U.S. Cellular	136,500 128,100 50,000	83.2 % 78.1 % 30.5 %
Kankakee	129,700	Sudhir Khanna Ill. Valley Cell. Ameritech Cell. SMB Mobile	98,600 31,100 98,600 31,100	76.0 % 23.9 % 76.0 % 23.9 %
Fredericksburg	117,200	SMB Mobile BAM Contel	117,200 96,600 20,600	100 % 82.4 % 17.6 %
Corbin	134,000	Danbury Cell. Cellular Phone of Kentucky First Kentucky Cellular Contel	47,100 47,100 87,000 87,000	35.1 % 35.1 % 64.9 % 64.9 %
Bellingham	145,200	McCaw U S WEST Cell.	145,200 145,200	100 % 100 %
Harrisonburg	135,100	SMB Mobile Shenandoah Mobile Virginia Cell. Virginia RSA #6 U.S. Cellular	43,100 22,800 92,100 92,100 20,300	31.9 % 16.9 % 68.2 % 68.2 % 15.0 %
Ashtabula	101,600	CCI/AirTouch GTE Mobilnet	101,600 101,600	100 % 100 %
Dalton	105,000	U.S. Cellular BellSouth	105,000 105,000	100 % 100 %
Staunton	104,000	Virginia Cell. Virginia RSA 6 Cellular LP	104,000 104,000	100 % 100 %
Scottsbluff	102,000	Sagir Inc. Nebraska Cell. General Cellular	87,900 102,000 35,300	86.2 % 100 % 34.6 %
Eagle Pass	109,500	U.S. Cellular SMB Mobile	109,500 109,500	100 % 100 %
Stillwater	75,500	McCaw SMB Mobile	75,500 75,500	100 % 100 %
Hastings	72,800	General Cellular Nebraska Cell. Cass Tel. Cell.	26,200 72,800 46,600	35.9 % 100 % 64.0 %
Natchez	70,900	Mid-South Cell. Century Cellunet BellSouth Cellular Holding	20,200 20,200 50,700 50,700	28.5 % 28.5 % 71.5 % 71.5 %
Selma	73,000	Dominion Cell. S. Alabama Cell.	73,000 73,000	100 % 100 %
Watertown	73,400	Pacific NW Cell. Rural Cell. Corp. Marshall Cell. Partners Pacific Telecom RCW Cell. Part. General Cellular	9,900* 9,900 8,300 55,300 8,300 55,300*	13.5 % 13.5 % 11.3 % 75.3 % 11.3 % 75.3 %

* As affiliates, the combined share of these companies in this market rises to the level of 86.8 percent.

As an example of companies which qualify for divestiture contingent on a successful BTA bid: In the Los Angeles MTA, the Las Vegas BTA encompasses four cellular service areas in Arizona and Nevada. Two licensees in Arizona RSA 1 -- Mohave Cellular and Satellite Cellular -- have an over of 10.7 percent of the BTA, and both may and would be required to divest in connection with a successful bid for the Las Vegas BTA.

LOS ANGELES MAJOR TRADING AREA

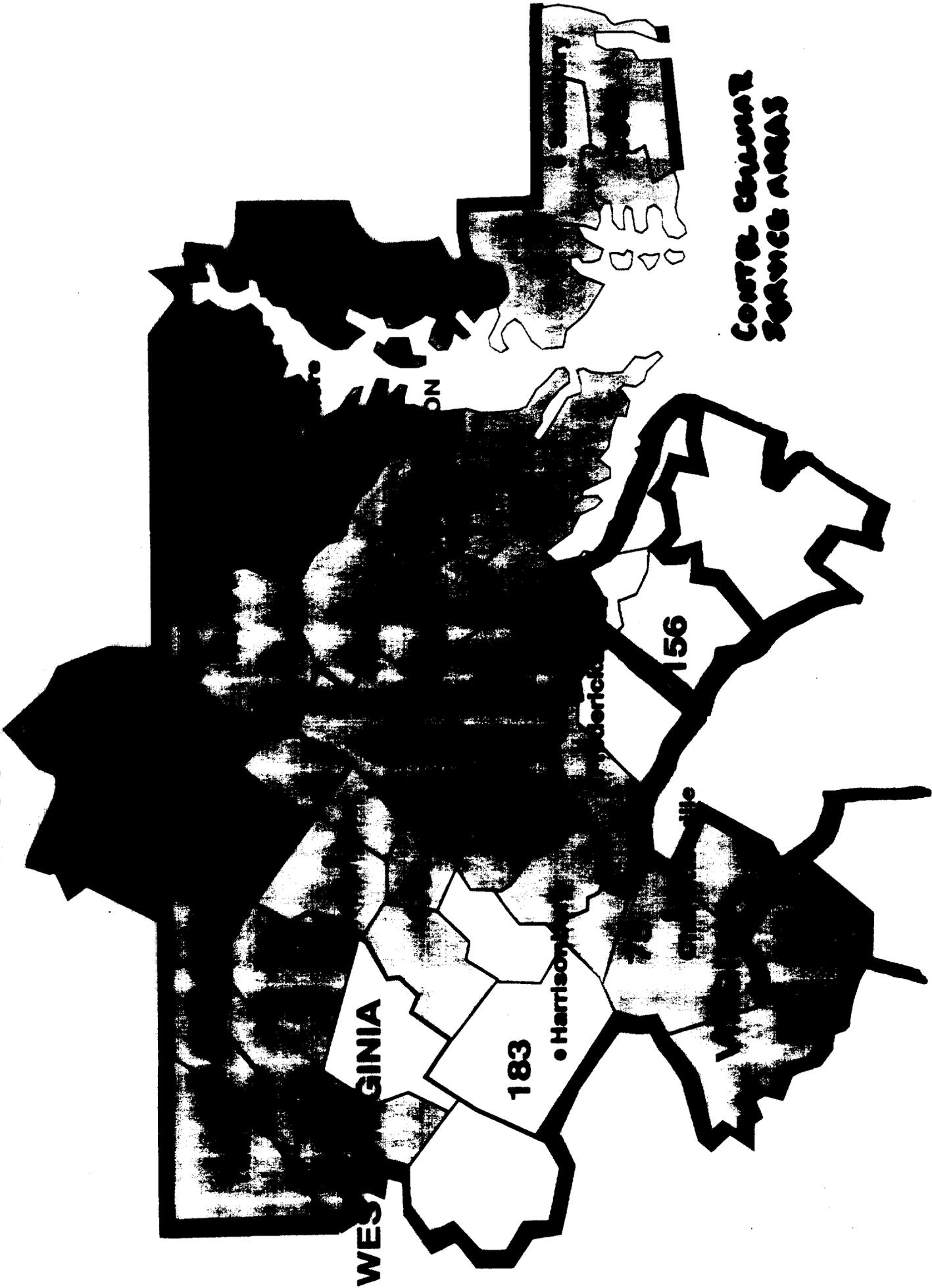


Contel serves Virginia RSAs 7 and 11, but not the Charlottesville MSA, which lies between them. If Contel wants to link its existing RSAs it would have to bid on the Charlottesville MSA or for the Charlottesville BTA. However, the RSAs have an 18.0 percent overlap of the Charlottesville BTA.

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



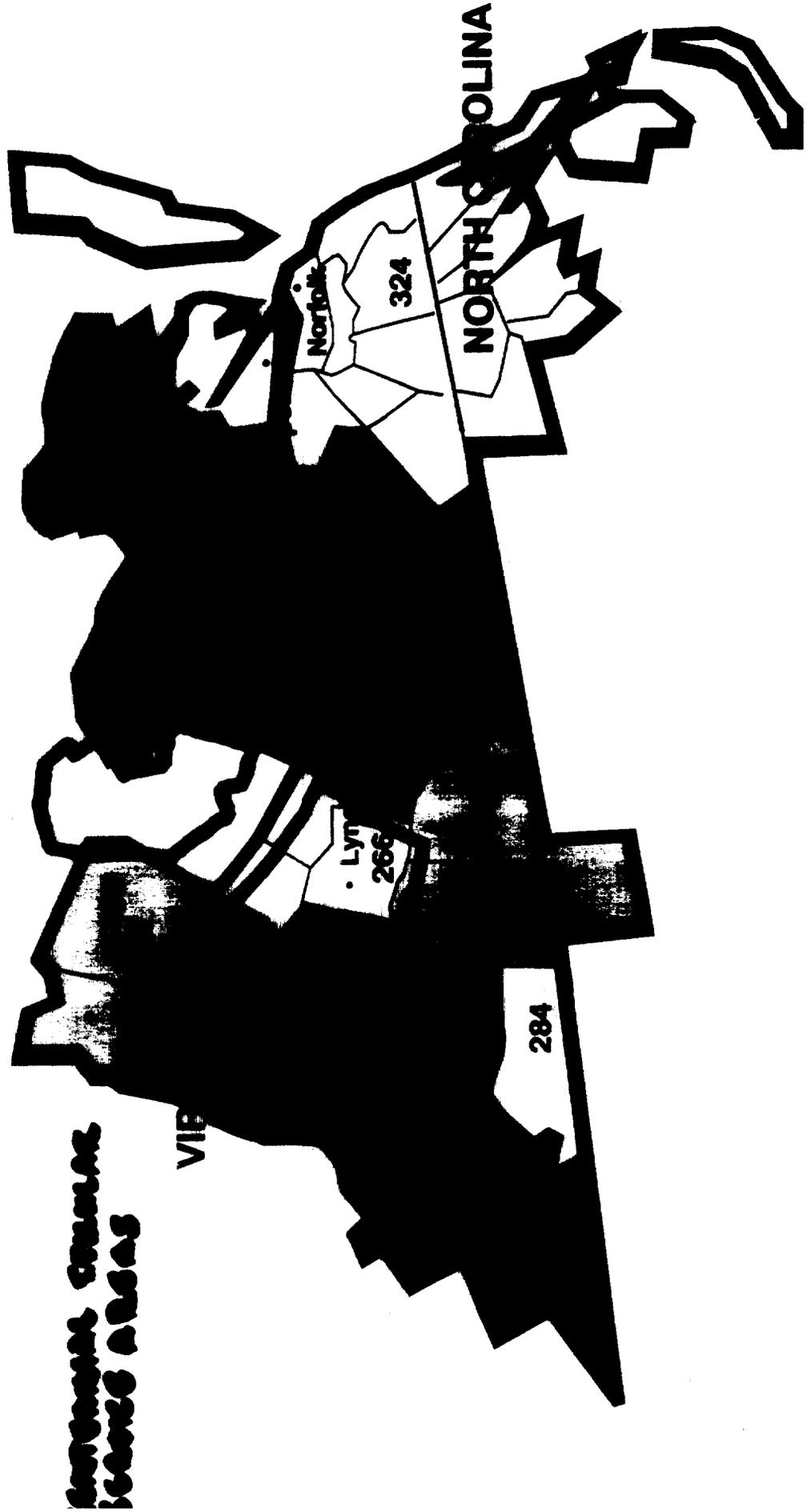
Centennial Cellular serves the Charlottesville MSA, in the Washington/Baltimore BTA, with 140,700 pops. The MSA is located in the middle of the Charlottesville BTA. If Centennial wanted to extend its service area, it would be limited to a 10 Mhz license in the adjacent areas, because the BTA has a population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



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.

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.

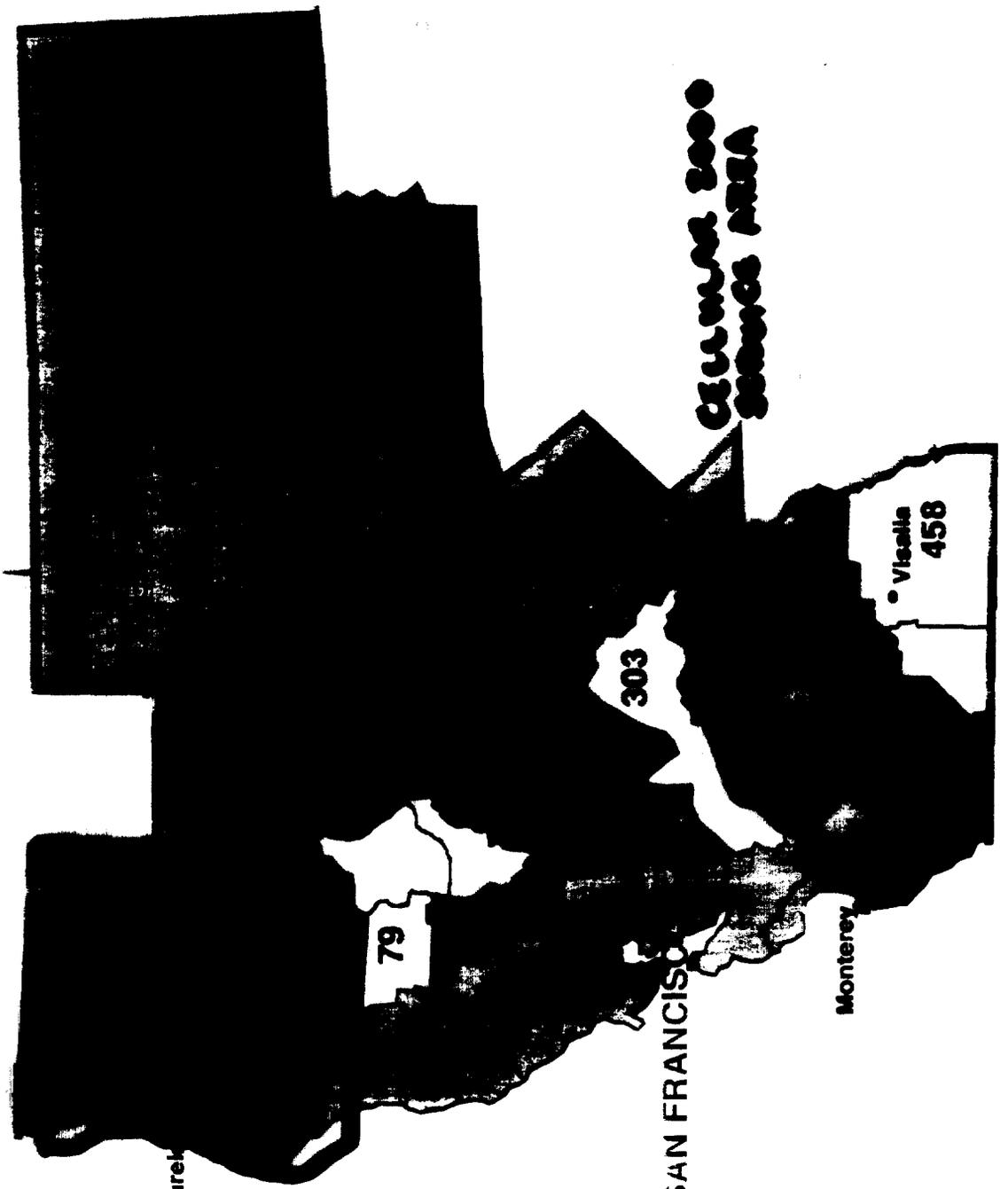
Cellular 2000 serves CA-4, which has total pops of 347,200. Of those pops, 104,800 pops are in the Fresno BTA (which itself has total pops of 887,200), giving Cellular 2000 an overlap of 12 percent.

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?

SAN FRANCISCO MAJOR TRADING AREA



CALIFORNIA
MAJOR TRADING AREA

Eureka

79

303

SAN FRANCISCO

Monterey

• Visalia
458

CALIFORNIA
MAJOR TRADING 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**

