

**EXHIBIT 2**

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF FLORIDA  
MIAMI DIVISION

BELLSOUTH ADVERTISING &  
PUBLISHING CORPORATION,

Plaintiff-  
Counterdefendant,

v.

DONNELLEY INFORMATION  
PUBLISHING, INC.,

Defendant-  
Counterclaimant,

v.

BELLSOUTH CORPORATION and  
SOUTHERN BELL TELEPHONE AND  
TELEGRAPH COMPANY, INC.,

Additional  
Counterdefendants.

CASE NO.  
85-3233-CIV-SCOTT

MOTION OF U S WEST, INC. AND LANDMARK  
PUBLISHING COMPANY FOR PERMISSION TO  
FILE BRIEF AMICUS CURIAE, AND  
MEMORANDUM IN SUPPORT OF SUCH MOTION

U S WEST, Inc. and LANDMARK Publishing Company hereby respectfully  
move this Court for permission to file the attached brief amicus curiae in  
support of the opposition by Donnelley Information Publishing, Inc. to the  
motion of Southern Bell Telephone & Telegraph Co. for summary judgment on  
Donnelley's antitrust counterclaims.

**OFFICE RECORD**

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BELLSOUTH ADVERTISING &  
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CASE NO.  
85-3233-CIV-SCOTT

MEMORANDUM OF U S WEST, INC. AND LANDMARK  
PUBLISHING COMPANY AS AMICUS CURIAE

U S WEST, Inc. and LANDMARK Publishing Company, as friends of the  
Court, hereby submit this Memorandum for the Court's consideration in this  
action.

## INTRODUCTION

One of the issues in the above-captioned case raised in the counterclaims of defendant-counterclaimant Donnelley Information Publishing, Inc. ("Donnelley") is whether or not it is a violation of the antitrust laws for a telephone operating company (Southern Bell Telephone and Telegraph Company) and/or its parent company (BellSouth Corporation) to refuse to make available by license or otherwise listings of its subscribers to an independently owned directory publishing company ("Donnelley") operating in competition with a directory publishing subsidiary of that parent.

U S WEST, Inc., as a parent holding company (like BellSouth Corporation) owning a number of telephone companies, and LANDMARK Publishing Company, as U S WEST's publishing subsidiary (like BellSouth Advertising & Publishing Corporation ("BAPCO")), submit this Memorandum in support of Donnelley's position that such a refusal to license listings may violate the antitrust laws, because it may constitute an improper attempt to leverage the state-granted monopoly in local telephone service into the competitive directory publishing market. This Memorandum seeks, first, to place this issue into the context of the divestiture of the Bell System, which implemented a general principle that monopoly and competitive businesses should be structurally separated from one another precisely so that improper leveraging anti-competitive discrimination might be avoided; and second, to show how U S WEST (and LANDMARK), companies in all relevant ways analogous to BellSouth and BAPCO, have acted upon their strongly-held belief that the type

of leveraging addressed by the divestiture is also unacceptable in the directory publishing arena.

#### A. THE BELL SYSTEM DIVESTITURE

On January 1, 1984, the "Bell System", as it formerly had been known, ceased to exist. As a result of a judicially entered consent decree<sup>1</sup> -- the culmination of a vigorously fought antitrust suit between the U. S. Department of Justice and the American Telephone & Telegraph Company ("AT&T") -- the former Bell System "spun off" or divested itself of its Bell Telephone operating companies ("BOCs"). A new configuration of companies emerged: AT&T, which would no longer operate any monopoly exchange telephone services but would instead be entitled to participate in the competitive markets of its choosing with few exceptions; and the BOCs, who would be grouped under the ownership of seven separate regional holding companies ("RHCs") and who would be restricted to the provision of monopoly local exchange telephone services, with few exceptions. United States v. American Telephone & Telegraph, 552 F. Supp. 131 (D.D.C. 1982) ("MFJ"). One of these RHCs is BellSouth Corporation ("BellSouth"); another is U S WEST, Inc. ("U S WEST").

One of the central rationales behind the decision to separate structurally the competitive enterprises of the new AT&T from the monopoly enterprises of the new RHCs was that when competitive and monopoly lines of

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<sup>1</sup> This consent decree was originally agreed to by the Justice Department and AT&T in January of 1982. The federal district court in Washington D.C., after hearings and modifying the decree in some respects, entered the decree in August of 1982. This decree, as entered by the court, is commonly known as the "Modification of Final Judgment" or "MFJ."

business had previously been combined in the old Bell System, the Bell System was alleged to have taken advantage of or "leveraged" its monopoly position in certain of its lines of business to cross-subsidize its competitive ventures and to discriminate against its competitors. AT&T had monopoly control over an "essential facility" or "bottleneck" in the form of its control over the telephone network, without access to which certain competitors could not even gain the price of admission to their markets. See United States v. American Telephone & Telegraph, 524 F. Supp. 1334 (D.D.C. 1981).<sup>2</sup> The intention behind the Bell System divestiture was structurally to separate monopoly regulated businesses from competitive businesses so that the above-described leverage would not be prone to happen. Competitive businesses were to go to AT&T; monopoly businesses to the RHCs. See MFJ, supra. In the initial settlement between the Justice Department and AT&T, the two parties agreed that the publishing of yellow pages was a competitive business, and should, therefore, go to AT&T. See MFJ, supra, 552 F. Supp. at 193. Prior to approving the consent decree and entering it as a final judgment, however, the antitrust court modified it to permit the BOCs/RHCs to engage in this competitive business instead of AT&T. Id. at 193-94, 231.

As a result, both BellSouth and U S WEST, through subsidiaries, are currently engaged in the business of publishing telephone alphabetical directories ("White Pages") and classified advertising directories ("Yellow Pages") in competition with other publishers.

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<sup>2</sup> For example, the Bell System engaged in the monopoly business of providing local telephone service through the local telephone network and the competitive business of manufacturing customer premises equipment; the Justice Department claimed that AT&T, by not permitting competing equipment to interconnect with the network, had improperly leveraged its monopoly position to preclude competitors from entering the equipment market.

B. CURRENT STRUCTURE OF U S WEST AND LANDMARK:

THE COMMITMENT NOT TO LEVERAGE

U S WEST is the holding company for three BOCs, known as Mountain Bell, Pacific Northwest Bell, and Northwestern Bell. All three provide monopoly local exchange telephone service pursuant to the terms of the MEJ and state regulation. As a by-product of that local utility function, these BOCs compile and continuously update listings of their service subscribers' names, addresses and telephone numbers (hereinafter "basic listings" or "basic listing information"). This up-to-date basic listing information is easily and relatively inexpensively gathered by BOC personnel as part of their telephone service order process, and the BOCs are currently in a unique position to be able to compile such information because of their delivery of monopoly local telephone service. <sup>3</sup>

Prior to January 1, 1984, each of these three BOCs used the listings it compiled to publish its own White and Yellow Pages directories. To accomplish the publication of a directory, two separate and distinct activities must occur. First, a current list of the appropriate telephone subscribers (and their addresses and telephone numbers) must be compiled. As stated above, as a result of their provision of basic telephone service to customers in exchanges within their territories, the BOCs were and currently are in a unique position to be able to perform this basic listing function.

Affidavit

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<sup>3</sup> See Affidavit of Roy French, ¶6 (previously submitted in this action in support of the opposition of Donnelley Information Publishing, Inc. to the motion for summary judgment by Southern Bell Telephone and Telegraph Company). A copy of this Affidavit is attached hereto as Exhibit A for the Court's convenience.

of Roy French, ¶6. The second activity encompasses all of the remaining steps necessary to produce the final white pages and yellow pages product, including marketing, solicitation of advertisements, graphics, printing, distribution, etc. All of these latter functions can be and have been performed by non-utilities, and are unrelated to the provision of regulated monopoly basic telephone service. They are what comprises the "publishing" of a directory. A number of independent directory publishers, who were not also utility providers of local exchange service, have published directories in the territory of U S WEST's BOCs by engaging in these non-utility, non-monopoly activities, some even prior to the January 1, 1984 divestiture. These directories were in addition to, and in some cases in competition with, the directories published by three BOCs.

It would be virtually impossible for a competitive directory publisher to perform the publishing functions outlined above without its being able to obtain use of the up-to-date basic listings as they are now being compiled by the BOCs for their exchanges. At this time only the BOCs, as part of their service order process, have the access to the complete and current subscriber information necessary to compile such listings. See Affidavit of Roy French, ¶7. The BOCs have control over access to what is known in antitrust law as a "bottle neck" or an "essential facility" -- that is, the listings, without access to which competitors in the directory publishing business would not be able to compete. Through the use of such a "bottle neck", the BOCs would have the ability improperly to leverage their regulated monopoly over the provision of basic telephone service into the unregulated, competitive directory publishing

market. See, e.g., Otter Tail Power Co. v. United States, 410 U.S. 366(1973); Six Twenty Nine Productions, Inc. v. Rawlins Telecasting, Inc., 365 F.2d 473 (5th Cir. 1966). It would be no different than the improper leveraging of the monopoly power of the local telephone network into the competitive arena of customer premises equipment manufacture through the denial of interconnection, See n. 2, supra; by refusing to license to competitive publishers the use of current basic listings uniquely compiled in the course of the BOCs' provision of utility service, the BOCs could use their monopoly power to prevent or at least impede competition in publishing.

U S WEST recognized that this potential antitrust problem was exacerbated by the structural setting in which directories were published in its three BOCs. Both the monopoly function -- the compilation of basic listings -- and the competitive function -- the publishing of directories -- were performed within the same companies. The ability, if not the incentive, improperly to leverage the monopoly listing power into the competitive publishing market was clearly there, just as it had been for AT&T during the period addressed by the federal antitrust case. While the structural changes wrought by the MFJ would generally remove the ability and incentive from the old Bell System to do such leveraging (by structurally separating monopoly and competitive functions between the RHCs and the AT&T), the MFJ did not do the same for directory publishing. As described earlier, publishing yellow pages, despite its being a competitive business, was to be placed on the monopoly (RHC) rather than the competitive (AT&T) side of the fence.

U S WEST decided to address this antitrust vulnerability in two ways. The first way was structural. The bottleneck function of basic listing compilation would continue to be accomplished from within the BOCs, but the competitive directory publishing functions would be performed by separate subsidiaries. U S WEST created LANDMARK Publishing Company ("LANDMARK") as a publishing holding company through which U S WEST's directory publishing operations would be conducted. LANDMARK, in turn, has a number of subsidiaries including U S WEST Direct, which publishes directories primarily in territories served by the BOCs owned by U S WEST, and Trans Western Publishing, which publishes directories elsewhere in the United States (and which is headed by Roy French, who previously submitted an affidavit in this action).

Through this structure, U S WEST hoped to replicate the separation between monopoly and competitive functions imposed by the MFJ, and thereby show its intention to avoid antitrust liability by refraining from improper leveraging of its local telephone monopoly into the competitive directory market. It is clear, however, that structural change alone (through the establishment of separate subsidiaries) is not in and of itself enough to forestall antitrust liability. This is because, as the U.S. v. AT&T antitrust court pointed out, "[a] separate subsidiary does not eliminate economic incentives for anticompetitive conduct; it is simply a method of revealing intracompany transactions so that regulators may more effectively prevent cross subsidization and other improper behavior." MFJ, supra, 552 F. Supp. at 193 n. 251. In other words, structural separation is a safeguard but not a guarantee against improper anticompetitive behavior.

Accordingly, U S WEST took a second step to make sure that anticompetitive conduct would not occur. It made a policy decision and commitment, formally enunciated in a January 20, 1986 letter to the U. S. Department of Justice, a copy of which is attached hereto as Exhibit B. In that letter, U S WEST committed:

that any direct or indirect transfer of subscriber information from its regulated telephone companies to its print media subsidiary will be made on the same terms and conditions to all who wish to obtain it.

While this letter was submitted to the Justice Department as part of U S WEST's effort to obtain approval to enter into the competitive print media and paper products business, it reflects a broader policy and current practice that any and all transfers of basic subscriber listing information from U S WEST's BOCs to any of U S WEST's subsidiaries (including its publishing subsidiaries) should also be made available to those subsidiaries' competitors on the "same terms and conditions." See Affidavit of Roy French, ¶8.

U S WEST's corporate decisions to separate into different subsidiaries its monopoly listing and its competitive directory lines of business, and to commit to providing services such as listings to competitive directory publishers on equal terms and conditions as it would to its own publishing subsidiaries, taken together, reflect its strongly-held belief that any attempt to use the telephone-service monopoly -- of which the listing function is currently a part -- to obtain a monopoly in the competitive directory publishing market is inappropriate. A directory publisher right now has no other practical source for the up-to-date and complete listing information compiled by the BOCs in the course of their provision of monopoly local exchange service. Affidavit of Roy French, ¶7. A truly competitive directory cannot realistically be published without such listing information.

Today, an RHC or BOC can easily ensure its domination of a directory publishing market by refusing to make current listings available to competitive publishers in that market. Dominance so obtained would be, in U S WEST's view, wholly improper and potentially in violation of the antitrust laws.<sup>4</sup>

#### CONCLUSION

U S WEST and LANDMARK understand that the type of conduct leading to the U.S. v. AT&T antitrust suit is capable of repetition in the directory publishing industry. It does not have to be repeated, however. By making a commitment not to leverage its BOCs monopoly power over local telephone service into the competitive market for directories, and by implementing that commitment through structural change and through the present policy and practice of making basic listings available to all comers on equal terms and conditions, U S WEST believes it, and any RHC that takes a similar stance, can prevent the occurrence of anticompetitive behavior in the directory publishing market.

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<sup>4</sup> U S WEST also believes that it would be improper for a telephone company to try to restrict directory competition by claiming a violation of copyright in using basic listing information contained in existing directories as a source for sales leads. For example, Trans Western Publishing, a LANDMARK subsidiary, uses telephone company-sponsored directories as a source document for advertising sales leads through "entering" information into computer data bases. Affidavit of Roy French, ¶¶10, 11. Such a use of an existing directory does not, in U S WEST's view, involve the copying of any

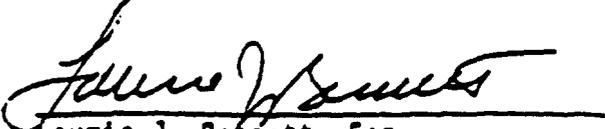
Respectfully submitted.

OF COUNSEL:

J. Walter Hyer III, Esq.  
LANDMARK Publishing Company  
10375 E. Harvard  
Denver, Colorado 80231  
(303) 696-2940

Fowler, White, Burnett, Hurley  
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By:

  
Laurie J. Bennett, Esq.  
2500 South Havana  
Aurora, Colorado 80014  
(303) 337-8197

ATTORNEY FOR U S WEST, INC. and  
LANDMARK PUBLISHING COMPANY

**EXHIBIT 3**



United States  
of America

# Congressional Record

PROCEEDINGS AND DEBATES OF THE 104<sup>th</sup> CONGRESS, SECOND SESSION

Vol.

WASHINGTON, THURSDAY, FEBRUARY 6, 1996

## *House of Representatives*

REPORTS OF COMMITTEE

SPEECH OF

HON. BILL PAXON

OF NEW YORK

IN THE HOUSE OF REPRESENTATIVES

*Thursday, February 1, 1996*

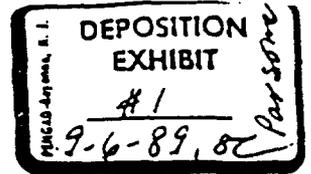
Mr. PAXON. Mr. Speaker, I want to address section 702 of the conference report that adds a new section 222(e) to the Communications Act which would require that subscriber list information be provided to independent telephone directory publishers on nondiscriminatory and reasonable rates, terms, and conditions. This is a simple requirement to protect an area of telecommunications where there has been competition for more than a decade, but where service providers have used pricing and other terms to try to limit that competition. Now we are prohibiting such anticompetitive behavior.

This provision is one of those covered by section 257 of the conference report that requires that the FCC make rules that identify and remove barriers to entry for companies involved with providing telephone and information services.

Since the FCC will soon be considering how to interpret the language in section 222(e) to prevent future problems with the sale of subscriber list information to independent publishers, I would like to emphasize one key point. I have consistently sought to assure that in determining what constitutes a reasonable rate under this bill, the most significant factor should be the incremental cost of delivering that listing to the requesting party.

I appreciate this opportunity to clarify this important provision.

**EXHIBIT 4**



AFFIDAVIT

STATE OF MISSOURI )  
 )  
COUNTY OF ST. LOUIS )

BEFORE ME, the undersigned authority, on this day personally appeared A. C. Parsons, who being by me first duly sworn, states on his oath as follows:

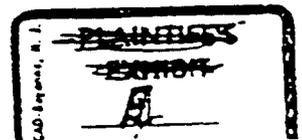
1. I am currently the President and CEO of Southwestern Bell Yellow Pages, Inc., which is the sales agent for and provides sales, graphics and pagination services to Southwestern Bell Media, Inc., both of said companies being a subsidiary of Southwestern Bell Publications, Inc., for which I have served in various official capacities.

2. I have been involved in the business of publishing yellow page directories since 1976 when I was appointed Assistant Vice President-Directory of Southwestern Bell Telephone Company ("SWBT"). In that position I was responsible for all aspects of SWBT's directory operation from sales to publishing and delivery of its 564 directories.

3. In April of 1982, I was elected Vice-President-Directory Southwestern Region of SWBT. This position was for one of the anticipated seven regions to be formed at divestiture. My responsibility encompassed all directory operations of SWBT.

4. As a result of the divestiture of the Bell Operating Companies from AT&T, I was elected to the Board and as President and CEO of Southwestern Bell Publications with responsibility for all of its directory operations. Those operations include the publication of over 600 directories in the five-state region (encompassing Texas, Oklahoma, Arkansas, Kansas and Missouri) where SWBT provides local exchange service, competitive (overlay) classified directories in Chicago, Baltimore, Washington, D.C., New York City, and Pinellas County, Florida, and Silver Pages directories in over 90 markets across the United States. In addition, Southwestern Bell Publications owns Mast Advertising & Publishing which is the sales agent for independent telephone companies in over 40 states, and Blake Publishing which sells and publishes specialty directories in over 20 states..

5. I am the immediate past president of the National Yellow Pages Service Association (NYPSA) and a current member of its Board of Directors. NYPSA is an association to which nearly every yellow page publisher in the United States is a member. Its membership is currently at 203 out of an estimated total of some 210 to 215 publishers. I am also presently a member of the Board and Treasurer of the American Association of Yellow Pages



Publishers. As a result of my work experience and work in these associations, I am thoroughly familiar with all facets of the business of publishing alphabetical (white page) and classified (yellow page) directories.

6. Southwestern Bell Media, a wholly owned subsidiary of Southwestern Bell Publications, publishes directories in portions of various states, including Texas and Oklahoma.

7. Based on my experience and knowledge from research in the area, it is my opinion that the value of a classified advertising directory to advertisers depends upon consumer usage. Usage, in turn, depends upon the accuracy, completeness and timeliness of the information contained in all sections of the directory. Because of the production time needed between the sales close and delivery, no directory can be 100% current when delivered to the user but the extent to which this can be approximated is important.

8. For a directory to be most useful, advertisers must be satisfied the directory contains the most current available alphabetical and classified listings, including all businesses and shopping areas in the community served by the directory. This includes businesses not purchasing advertising. They must also know that the directory will be delivered to all users, including newly connected customers. A complete and up-to-date alphabetical or white page section of a directory is a valuable supporting part of the complete book for the users. For the publisher the updated information provides sales leads and an opportunity for new businesses to get their names before the public.

9. Local telephone companies in the regular course of business generate a uniquely complete and current body of listing information, including name, address and telephone number of every business and residence telephone customer. This information can be obtained from no other practical source in a timely manner to the best of my knowledge.

10. Due to the constant turnover in businesses in any community, the information in any directory becomes increasingly inaccurate with the passage of time. This is why directories are typically published on an annual basis. Thus, a directory alphabetical listing data base derived from keying a previously published telephone directory cannot be nearly as accurate or complete as one that is continually updated from telephone company service order information. General Telephone of the Southwest is already taking advantage of this fact in its advertising, asserting that other directory publishers have incomplete products, a result which has been caused by their change in licensing policy.

11. Based upon my business experience and other information, I know that local telephone companies make the

listing information referred to in Paragraph 9 above available to the directory publisher contracting with or affiliated with the telephone company. This listing information may be made available by hard copy, computer printout or in machine readable form.

12. Southwestern Bell Publications and its affiliates publish directories in 46 of the 50 United States. In most cases, we are able to purchase the listing information, including local updates, from the local telephone company. It is my information and belief that our own affiliate, Southwestern Bell Telephone Company, sells its listing information to Southwestern Bell Media and to competing directory companies, including General Telephone, on equal or identical terms.

13. In my opinion, it is not possible for a directory publisher to truly compete with a telephone company affiliated directory publisher without access on basically equal terms to customer listing information. The listing information is an essential facility needed by competing directory publishers in order to produce a current and accurate directory and to develop sales leads for advertisements in its directory. In addition, the listing information is needed to be able to deliver directories to newly connected users on a timely basis (and within the same time frame as delivery by the telephone company affiliated publisher). Without sharing this updated information with competing directory publishers the telephone companies are able to leverage their monopoly position in the telephone service area into the competitive directory market.

14. It is common knowledge in our business that a directory publisher, intending to compose, print and distribute a classified directory in a market area dominated by a telephone company or its licensed publisher, will refer to that dominant telephone company as the primary source of name, address and telephone number information.

15. Prior to January 1, 1984 SWBT, and since that time Southwestern Bell Media, has been able to purchase from GTS updated listing information necessary to produce complete and accurate directories which are competitive products. Recently, GTS has notified Southwestern Bell Media that upon expiration of existing License Agreements, it will refuse to continue providing updated information. GTS claims the current License Agreements (Exhibit "A" to the Complaint) will terminate in December, 1987, for some major markets and in early 1988 for others. The License Agreements with which GTS proposes to replace the existing contracts offer to sell only the "book on the street" most recently published by GTS without updates. In addition, GTS seeks to impose on Southwestern Bell Media an obligation to print on the cover of each Southwestern Bell Media book utilizing GTS' listings the following disclaimer: "This directory and its publishers are not associated with GTE or General Telephone Company of the Southwest."

15. The disclaimer mentioned above has not been, is not and will not be required on Southwestern Bell Media directories for customers to be able to properly identify who published the directory. Media is proud of its products and has no need or intent to palm off its products as those of GTE. In point of fact, it relies upon its name and its product distinctions as its competitive strategy. For example, the proposed GTS license agreement would require Media to include the disclaimer on the cover of its Fort Worth directory merely because a handful of GTS listings such as the Azle, Texas community appear in this directory. It would surely not be in Media's interest to try and confuse the citizens of Fort Worth as to Media's status as publisher of this directory and no attempt has been, or will be, made to do so. To include this disclaimer on the cover of Media's directory would only create confusion where none otherwise exists.

17. Southwestern Bell Media has contacted GTS to obtain information to be included in an expanded ("rescoped") version of Southwestern Bell Media's Richardson, Texas Yellow Pages and the white page portion of its Muskogee, Oklahoma directory. In each instance Media sought to obtain the existing GTS data base plus a continuous update of that data base through updated listing information. However, despite repeated requests, GTS has refused to provide the updated information for the Muskogee and Richardson directories. In each case, GTS has attempted to require Southwestern Bell Media to execute a License Agreement identical to Exhibit "C" to the Complaint.

18. Refusal to provide updated information, refusal to continue providing updated information and requiring a front cover disclaimer each constitutes a major change in marketing practices for no purpose other than to give GTE-affiliated yellow page publishers an unfair competitive advantage.

19. Unless a publisher has immediate access to the updated information described above, that publisher cannot compete in the market with a publisher which does have immediate access. In order to have a competitive market, the updated information must be available to each publisher on the same terms and conditions. To require a competing publisher to print a disclaimer (Exhibit "C" to the Complaint) and to refuse a publisher access to updated information prevents that publisher from fairly competing with a publisher not under those restrictions.

20. With regard to the Boynton, Checota, Haskell, Porter and Wagoner, Oklahoma and Plano and Garland, Texas markets referred to in Paragraph 102 of the Complaint, Southwestern Bell Media is soliciting sales in the Texas markets at the present time and is preparing the directory for the Oklahoma markets, and fully intends to compete in those markets. Southwestern Bell has the resources necessary to enter and remain in those markets if it can do so on a competitive basis.

21. I have read the above and foregoing complaint and that the factual allegations contained in paragraphs 5, 6, 7, 22-37 inclusive, the first two sentences of paragraph 45, paragraphs 55-63, 65, 67-68, 71-74, 76, 79, 89, the second sentence of paragraph 97, 101-109 inclusive, the first sentence of paragraph 110, paragraph 113, the second sentence of paragraph 115, 116-118 are of my own personal knowledge true and correct. I further aver that the factual allegations contained in the remaining paragraphs are, to the best of my knowledge and belief and based on my knowledge and experience in the directory publishing business, true and correct.

Further Affiant sayeth not.

*A. C. Parsons*  
A. C. Parsons

SUBSCRIBED AND SWORN TO BEFORE ME by the said A. C. Parsons on this the 18<sup>th</sup> day of December, 1987, to certify which witness my hand and seal of office.

*Beverly Eckerfeld*  
Beverly Eckerfeld  
Notary Public

My commission expires:

August 13, 1990

**EXHIBIT 5**

**WILSON** Telephone  
**COMPANY**

PAUL GRAUER, President  
CHARLES GRAUER, Exec. Vice-Pres.  
CHARLES GRAUER, Vice-Pres. Plant

Incorporated  
**WILSON, KANSAS**  
**67490**

TELEPHONE  
913-458-2111  
TOLL FREE  
KANSAS ONLY  
800-432-7607

WILSON  
LUCAS  
SYLVAN GROVE  
Exchanges: TIPTON  
BROOKVILLE  
HUNTER  
DENMARK

March 5, 1986

Ridenour and Knobbe  
P O Box 808  
Cimarron, KS 67835

RE: Feist Area-Wide Directories  
License Agreements

Dear Mr. Knobbe:

In response to your letter dated February 26, 1986. The "Kansas Central Regional Telephone Directory" is our own directory so we have not licensed our listings to anyone else. Furthermore, we still have no intentions of selling our directory listings to anyone.

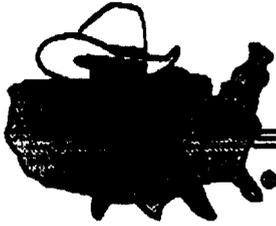
Sincerely,

WILSON TELEPHONE CO., INC.

*Paul Grauer*  
Paul Grauer, President

PG:st

**EXHIBIT 6**



**USA WESTERN DIRECTORIES, INC.**  
(formerly USA Yellow Pages, Inc.)  
**"THE ROCKY MOUNTAIN CHOICE"**

March 13, 1996

Ms. Carol Hill  
ADP Headquarters  
105 Summer Street  
Wrentham, MA 02093

Dear Carol,

In addition to the high prices independent publishers are charged for listings now the independents can no longer receive the business owners name and related headings classification.

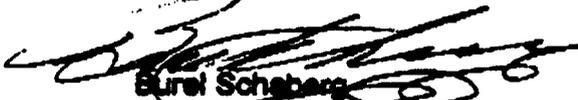
I was told by Bard Sandel that only US West Direct will receive this information. Ms. Sandel told me US West Direct gets this information from US West Marketing Resources Group and they will be the only ones to receive this information.

Through January or February 1996 US West Marketing Resources is where I bought all my listings. Now US West Marketing Resources say they will no longer sell listings to independent publishers. I ask Chris Addison why they were taking this posture. He said USA Western Directories is a competitor to US West Direct and the word came down from "above" not to sell listings to independent publishers.

Recently I purchased the new business listings for two of my directories from US West Communications. When I received the listings from US West there were 20,000 listings on the disk with approximately 40 separate fields. There should have been no more than 1,000 listings. Due to this format it has taken my data processing manager a week and a half to extract the required information.

I hope the FCC and/or the attorney can assist in this most disturbing matter.

Sincerely Yours,

  
Eural Schenberg  
President/ CEO