

California; and San Jose, California. Representatives of defendant RBOCs also participated in numerous telephone conversations between and among them. During these meetings and telephone conversations, defendant RBOCs worked out the terms of the conspiracy described herein.

48. Sometime in early 1997, an executive of one of the Ameritech defendants, met with an executive of US West or one of its subsidiaries, and discussed a possible Internet Yellow Pages alliance between the companies.

49. Ameritech representatives subsequently set up and attended a meeting at US West's offices near Denver, Colorado with several US West employees. Over the course of several hours, the attendees discussed the creation and allocation of a joint Internet Yellow Pages which they would depict on the Internet with a map allocating territories to each participant in the conspiracy. They discussed adding other RBOCs to their conspiracy, including NYNEX and/or Bell Atlantic, Bell South, and SBC and/or Pacific Bell. Ameritech subsequently contacted SBC's Pacific Bell subsidiary and Bell South to determine whether those companies would be interested in joining the scheme.

50. Thereafter, another meeting was convened at BellSouth's offices in Atlanta, Georgia. US West and Ameritech were joined this time by Pacific Bell and Bell South executives. The meeting lasted approximately five hours. Each of the attendees expressed an interest in further pursuing the scheme.

51. At, or shortly after the meeting in Atlanta, RBOC defendants circulated a draft Internet Yellow Pages map amongst each other, allocating territories of the United States by the regions of defendants' local phone service territories. The companies exchanged comments and made changes to the maps and reached a consensus on how to allocate their individual Internet Yellow Pages products. Ameritech representatives agreed to confine their national Internet Yellow Pages, which they had offered since November 1996, to a five-state region in the mid-West. Bell South, Pacific Bell, and US

West each agreed to accept a limited, multi-state region on the map, rather than offering a nationwide product.

52. In early June 1997, representatives of defendant RBOCs met again, this time in Troy, Michigan at the offices shared by AIM and its parent, Ameritech Advertising Services, which produces Ameritech's print yellow pages. Sometime before that meeting, a US West representative had circulated a draft agreement among the RBOCs. Ameritech, Pacific Bell, US West, and Bell South agreed, over the course of the five hour meeting in Troy, to the final terms for their scheme. Upon information and belief, after reaching agreement, a white board containing the only written agenda for their meeting was erased.

53. On or about June 24, 1997, defendant RBOC representatives met for several hours in San Jose, California, in anticipation of a joint meeting they had scheduled the following day with Yahoo!, and agreed upon the final terms of their own arrangement, as well as upon the terms they jointly sought from Yahoo!. The RBOCs finalized their agreement to allocate territories by developing a shared Internet Yellow Pages search page that would direct inquiries to their respective regional directories based on the state searched. The shared Yellow Pages search page, which the participating companies would jointly advertise on high-traffic Websites, features a map of the United States, allocating territories to each RBOC.

54. On or about June 25, 1997, RBOC representatives met for several hours with Yahoo! representatives in Yahoo!'s San Jose, California offices to discuss their agreement. The RBOCs discussed and agreed with Yahoo! that they would jointly provide Yahoo! with their color-coded Internet Yellow Pages map of the United States, which Yahoo! would then hyperlink as the exclusive Internet Yellow Pages on the Netscape Guide by Yahoo!, and that all references to competing Internet Yellow Pages providers would be removed from the Guide. Ameritech's representative and, on information and belief, the other RBOC representatives, knew that other Internet Yellow

Pages providers, including GTE New Media, were listed on the Guide at that time and that the RBOCs' agreement with Yahoo! would exclude all of those other competitors from the Guide and replace them with the RBOCs' joint Internet Yellow Pages. The RBOCs insisted on exclusivity. The initial allocation of territories was as follows:

- a. Ameritech: the Upper Mid-West (Wisconsin, Michigan, Illinois, Indiana, Ohio, and parts of Hawaii and/or Alaska);
- b. US West: the Northwest and Mid-West (Washington, Oregon, Idaho, Montana, North Dakota, South Dakota, Minnesota, Iowa, Wyoming, Nebraska, Utah, Arizona, Colorado, New Mexico, and parts of Hawaii and/or Alaska);
- c. Bell South: the South (Kentucky, Tennessee, North Carolina, South Carolina, Louisiana, Alabama, Georgia, Mississippi, and Florida);
- d. SBC (through Pacific Bell): the West and Southwest (California, Nevada, Kansas, Missouri, Oklahoma, Arkansas, Texas, and parts of Hawaii and/or Alaska).

55. Shortly thereafter, NYNEX (now Bell Atlantic) agreed to fill the remaining slot in the conspiracy and was allocated the following Northeast and Eastern seaboard region: Connecticut, Maine, Massachusetts, New York, New Jersey, New Hampshire, Rhode Island, Vermont, Pennsylvania, West Virginia, Virginia, Delaware, Maryland, and the District of Columbia.

56. Effective July 1, 1997, defendants Yahoo! and Netscape entered into an agreement pursuant to which Yahoo! acquired management of the Netscape Website accessed by the "Guide" and "Destinations" buttons on the Netscape Home Page and toolbar -- the buttons that previously had provided users access to a list of yellow pages providers, including the GTE New Media and a number of its other competitors.

57. Effective July 18, 1997, the access that was previously provided to GTE New Media's Internet Yellow Pages through Netscape was terminated.

58. On or before that date, Yahoo!, Netscape and the RBOCs entered into contracts, combinations and/or agreements to alter Netscape's Website to give exclusive treatment to the RBOCs' Internet Yellow Pages. Defendants entered into such agreements with full knowledge of the existence of plaintiff's contract with Netscape; with the intent to force the effective removal of plaintiff and other non-RBOCs from the Netscape website; and with the intent to allow the RBOCs to obtain a dominant and exclusive position for their joint Yellow Pages services.

59. In mid-August, representatives of defendant RBOCs again met for several hours in a San Francisco hotel to discuss the progress of their collusive scheme.

60. As recently as the first and second weeks of September 1997, representatives of defendant RBOCs met in Denver, Colorado and had one or more telephone conferences, to discuss the implementation of their scheme and other prospective opportunities and activities in furtherance of it. Upon information and belief, defendants have participated in other meetings and telephone conferences to further their scheme, which are unknown to plaintiff at this time.

The Division Of Markets And Exclusionary Conduct

61. Prior to the creation of the cartel described herein, the RBOCs and Yahoo competed against each other and against plaintiff and others, for Internet Yellow Pages advertising and website visits by consumers. For at least the last several months, defendants have engaged in a focused and concerted effort to divide and allocate territories, to monopolize and restrain competition, and to eliminate plaintiff and other competitors from the Internet Yellow Pages business. Toward that end, the defendants negotiated, agreed and contracted to assume control of those portions of the browsers

and related websites that control and direct access to Internet Yellow Pages, and to divide the national market into separate geographic territories for which each RBOC will provide Internet Yellow Pages services.

62. Defendants jointly agreed to alter access to Internet Yellow Pages via Netscape. The "Destinations" browser button on the Netscape Navigator toolbar, the "Guide" button on the Netscape Communicator toolbar, the "Guide to the Internet" and "Internet Guide" buttons on Netscape's Home Page and certain other Website links no longer provide consumers a choice which includes GTE's Superpages® service and other non-RBOC Internet Yellow Pages providers. Instead, when these buttons are used, the following RBOC map allocates territories:

TO SEARCH FOR A BUSINESS, CLICK ON A STATE

Map Legend

	Ameritech Internet Yellow Pages
	BELLSOUTH The Best of Both Worlds ONLINE
	BIG YELLOW Your Yellow Pages On The Web.
	USWEST Dex
	at hand
	Southwestern Bell
	PACIFIC BELL
	NEVADA BELL

Data for Alaska and Hawaii provided by At Home, Ameritech, and US WEST.

OR SELECT A STATE BELOW

63. Clicking on a region of the map sends the computer user to the Internet Yellow Pages services of the RBOC that has been assigned the selected region (which

generally corresponds to the states where each RBOC provides local telephone service). Alternatively, clicking on the name of one of the participating RBOCs listed to the left of the map takes users directly to the Internet Yellow Pages of that RBOC.

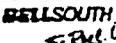
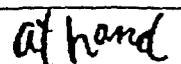
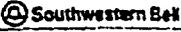
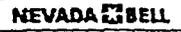
64. A user seeking Yellow Pages information for Virginia, for example, clicks on the Virginia portion of the map and is automatically linked to Bell Atlantic's Internet Yellow Pages ("Big Yellow"). The user selecting Virginia never links to, or even sees, the Yellow Pages of the other RBOCs or Yahoo, the plaintiff's Super Pages® service, or the Yellow Pages of any other provider. Likewise, a user seeking a Florida business listing clicks on the Florida portion of the map and is taken directly to BellSouth's Internet Yellow Pages. Again, no other options are offered. Similar direct access is provided for each participating RBOC for the geographic markets corresponding to its operating territory.

65. The RBOCs have also recently begun to produce a joint website entitled "The *Original* Yellow Pages," in which they have divided territories in a manner similar to that described above. Users accessing this website are presented with the following map of the RBOC cartel:



The original Yellow Pages

for the most complete business listings, shopping information and more.

 Ameritech Internet Yellow Pages	
 USWEST Dex	
 BELLSOUTH The Best Yellow Pages ONLINE	
 at hand	
 Southwestern Bell	
 PACIFIC BELL	
 NEVADA BELL	
 Data for these states provided by At Hand, Ameritech & US WEST	



TO SEARCH: Click on a state above or use the menu below.
Remember to Bookmark the Yellow Page site you select to make your next search easier!

66. The defendants' joint website reminds users to "bookmark" their color-coded map, thereby storing the Internet address of the RBOC Cartel's website on a user's computer and providing a semi-permanent and instantaneous link to that website. The myriad first-time Internet users each month, having been directed to the RBOCs' website, are thus likely to use the Netscape toolbar to "bookmark" the defendants' map so that they can gain direct and recurring access to the defendants' joint Internet Yellow Pages. This has and will continue to have the effect of further entrenching the RBOCs' joint Internet Yellow Pages and excluding competing Internet Yellow Pages.

67. The RBOCs have engaged in a course of conduct designed to expand the reach of their cartel. Within the last month, similar color-coded maps have appeared on the Yellow Pages hyperlinks of other websites, including those provided by Four11

(whose name is a commonly recognized term for phone directory "Information") and WhoWhere. Upon information and belief, the RBOCs have also reached similar agreements with "Real Pages." Defendant RBOCs thus continue to buy up additional frequently-used websites with the purpose and intent of foreclosing competition.

68. Users accessing the Four11 website are presented with the following map of the RBOC cartel:

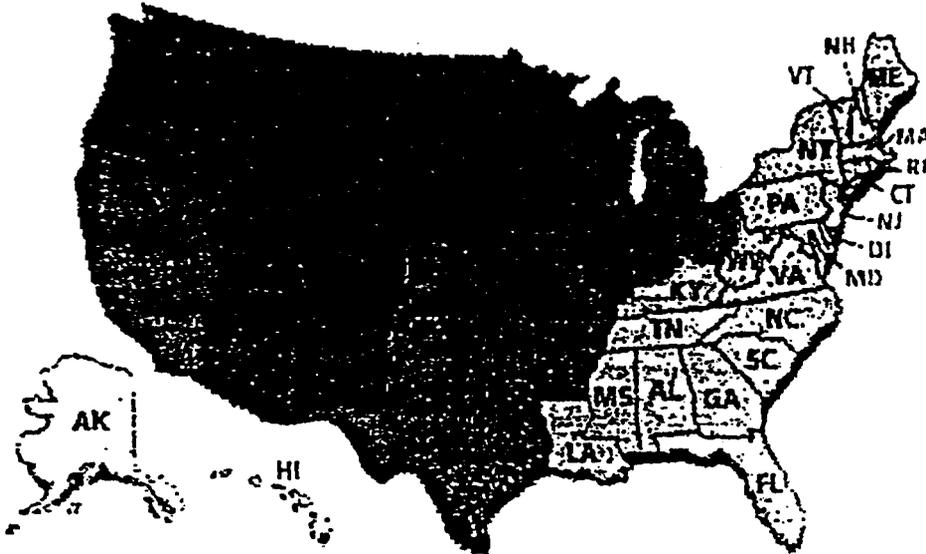
The screenshot shows the Four11 website interface. On the left is a vertical navigation menu with categories like Directories, Cool Services, and Information. The main content area features a header for 'fareTRACKER @ Expedia' with the Microsoft logo, followed by 'Microsoft Expedia Travel Services' and 'Yellow Page Search'. Below this is a 'Select By Region: Click on Region' instruction and a map of the United States. The map is overlaid with several RBOC logos: 'at hand' in the West, 'Dex' in the Northwest, 'Ameritech' in the Midwest, 'BIGYellow' in the South, and 'BELLSOUTH' in the Southeast. At the bottom, there is a 'Select by State: US STATES' dropdown menu and a 'Search' button.

69. Users accessing the WhoWhere website, which appears on the directory of certain versions of the Microsoft "Internet Explorer" search page (the only other major web browser besides Netscape), are presented with the following map of the RBOC cartel:

Join us at WhoWhere?

WhoWhere? U.S. Yellow Pages: Click on a region

Use of WhoWhere? is strictly limited by our Usage Agreement



America's Internet Yellow Pages	USWEST Dex	at hand
BELLSOUTH	BIG YELLOW	Southwestern Bell
The Real Yellow Pages ONLINE	Your Yellow Pages On The Web	PACIFIC BELL
		NEVADA BELL

Data for Alaska and Hawaii provided by At Hand, America's, and UG WEST.

70. Prior to the formation of the cartel, purchasers of Internet advertising could place advertisements on the Internet Yellow Pages of any of the RBOCs. The cartel has destroyed that level of competition. Instead, by allocating territories in the manner described above, the defendants have effectively agreed to allow each RBOC: (a) to dominate the Internet Yellow Pages market in the region allocated to it by the cartel; and (b) to forego competing against the other RBOCs in the regional markets allocated to them and in the national market. In addition, by accepting the RBOC defendants' joint map on the exclusive Internet Yellow Pages on the Netscape Guide by

Yahoo!, Yahoo! agreed to subordinate its own competing Internet Yellow Pages to those of the combined RBOCs.

71. The effect of defendants' illegal concerted conduct is to refrain from competing against each other and, instead, to funnel tens of millions of new and existing users to the color-coded Internet Yellow Pages map of the RBOCs, while effectively excluding plaintiff and other Internet Yellow Pages providers from essential Internet access points. The specific purpose of the defendants' agreement, as admitted by Ameritech, was to obtain all of the Yellow Pages traffic for the RBOC cartel.

72. Upon information and belief, the RBOC cartel paid a substantial premium to gain exclusive preferential treatment on the Netscape Guide. The purpose of paying this premium price was to use pooled capital resources of the RBOCs to bid up the price of Internet access for Yellow Pages providers, to raise rivals' costs to non-competitive levels, and, ultimately, to exclude rivals from necessary competitive access facilities and ensure rivals' inability to compete.

INJURY, DAMAGES AND ANTICOMPETITIVE EFFECTS

73. As a direct and proximate result of the defendants' illegal conspiracy described herein, GTE New Media has been injured and financially damaged in its business and property.

74. The actions taken by Yahoo!, Netscape and the RBOCs to terminate the relationship between Netscape and GTE New Media, restrict access to GTE New Media's Superpages® service, and to establish the RBOC cartel's market allocation are causing and, if not enjoined, will continue to cause irreparable antitrust harm to GTE New Media. While it is not now possible for GTE New Media to quantify all of the

harm it is suffering and will continue to suffer to its Internet Yellow Pages business and to its reputation if Netscape, Yahoo! and the RBOCs are not enjoined, plaintiff has been and will continue to be irreparably harmed in at least the following ways: (a) the number of Internet users accessing plaintiff's Internet Yellow Pages services has been limited, impacting advertising revenues; (b) plaintiff has been placed at a competitive disadvantage through defendants' exclusionary conduct; (c) plaintiff's costs of doing business have increased; (d) plaintiff has been foreclosed from a substantial portion of the market; and (e) the loss of business, the public knowledge of the existence of the cartel, and the significant competitive disadvantages thrust upon plaintiff have injured plaintiff's reputation and goodwill and will irreparably injure plaintiff and impair its ability to compete with defendants.

75. A substantial portion of these damages cannot now be quantified in monetary terms. Plaintiff, at the very least, is entitled to and seeks a preliminary injunction that restores GTE's SuperPages® service to the same position it occupied on Netscape's Guide as of July 17, 1997. In addition, GTE New Media is entitled to and seeks a permanent injunction broad enough to terminate all of defendants' unlawful conduct, and to break up and terminate the participation of each conspirator in Defendants' Cartel.

76. The defendants' conspiratorial conduct has had, and, unless enjoined, will continue to have, the following additional anticompetitive effects on interstate commerce:

- a. Competing current and potential providers of national and regional Internet Yellow Pages have been and will continue to be excluded from the essential access points on the Yahoo!-run Netscape Guide and from other Internet locations;
- b. Effective access to the Internet Yellow Pages of plaintiff, other competing providers, and any potential new entrant has and will be foreclosed;
- c. The defendants' conduct described herein has and will raise barriers to entry in the Internet Yellow Pages market because competitors will face significant anticompetitive obstacles discouraging any potential entrant to the marketplace;
- d. Users of Internet Yellow Pages will have only one source -- the defendants' cartelized Yellow Pages -- to obtain the business information they seek;
- e. Advertisers' choices among competing Internet Yellow Pages providers will be reduced or eliminated;
- f. Advertising costs for Internet Yellow Pages will increase to above-competitive levels;
- g. Actual and potential competition in the relevant market has been and will continue to be restrained and/or eliminated.

COUNT I

SHERMAN ACT § 1: CONSPIRACY TO RESTRAIN TRADE (All Defendants)

77. Plaintiff hereby incorporates paragraphs 1 through 76 of this Complaint as if fully set forth herein.

78. The defendant RBOCs, with the agreement and active participation of Netscape, Yahoo! and others not named as defendants in this action, have knowingly

combined, conspired, contracted and agreed with each other to restrain trade in the national and regional Internet Yellow Pages markets in violation of Sherman Act Section 1, 15 U.S.C. § 1.

Horizontal Market Allocation

79. The RBOC defendants, with the agreement and participation of the Netscape and Yahoo! defendants and others, have unreasonably restrained interstate commerce by combining, contracting, conspiring, and agreeing with each other to engage in a horizontal allocation of the above-described relevant antitrust markets by, among other things:

- a. Creating a joint national Internet Yellow Pages on the Yahoo!-run Netscape Guide website and on other Internet points;
- b. Dividing the national market for Internet Yellow Pages into regional areas and allocating those areas among themselves;
- c. Foregoing unilateral efforts to compete against each other in the market for national Internet Yellow Pages and in each RBOC's allocated regional area;
- d. Devising and effectuating a scheme to eliminate competitors, including GTE's SuperPages® service, from the relevant markets;
- e. Creating monetary and non-monetary barriers to entry into the relevant markets for actual and potential entrants;
- f. Entering into anticompetitive exclusive dealing contracts;
- g. Intentionally causing the breach of the Netscape-GTE New Media agreement and the removal of plaintiff's SuperPages® service, and the Internet Yellow

Pages of other independent yellow pages providers, from competitive locations on the Yahoo!-run Netscape Guide website and other locations;

h. Entering into agreements with Yahoo! and, upon information and belief, others to subordinate their previously competitive Internet Yellow Pages to those of the RBOC cartel.

Concerted Refusal To Deal

80. The RBOC, Netscape, and Yahoo! defendants and others have unreasonably restrained trade in the relevant market by combining, contracting, conspiring, and agreeing with each other to engage in a group boycott and refusal to deal by, among other things:

a. Intentionally causing the breach of the Netscape-GTE New Media agreement and the removal of GTE's SuperPages® service and the Internet Yellow Pages of other independent yellow pages providers from competitive locations on the Yahoo!-run Netscape Guide website and other locations;

b. Engaging in the horizontal division of markets and other joint conduct described herein;

c. Foregoing unilateral efforts to compete against each other in the market for national Internet Yellow Pages and in each RBOC's regional market for Internet Yellow Pages.

Exclusive Dealing and Denial of Access

81. The RBOC defendants have entered into exclusive dealing contracts with Yahoo! and others, pursuant to which: (a) Yahoo!, RBOCs and others agreed to subordinate their own Internet Yellow Pages to those of the Cartel; (b) defendants

limited plaintiff's and other competitors' access to the Netscape Guide by Yahoo! and other locations; and (c) defendants denied plaintiff and other non-conspiring firms the ability to acquire essential access to the Netscape browser and website and other locations. As a result of these exclusive dealing contracts, plaintiff and other Internet Yellow Pages providers are prevented from competing in a substantial part of the market.

COUNT II

SHERMAN ACT § 2: CONSPIRACY TO MONOPOLIZE (All Defendants)

82. Plaintiff hereby incorporates paragraphs 1 through 81 of this Complaint as if fully set forth herein.

83. The RBOC, Netscape, and Yahoo! defendants and others not named as defendants in this action entered into the above-described illegal combination, conspiracy, contracts, and agreements with the specific intent to monopolize the Internet Yellow Pages markets in violation of Sherman Act Section 2, 15 U.S.C. §2. Defendants' conspiracy seeks to monopolize jointly the United States Internet Yellow Pages market, as well as the regional markets allocated to each RBOC by the cartel. Defendants have committed the following anticompetitive acts, among others, in furtherance of their collusive goal:

a. Intentionally causing the breach of the Netscape/GTE New Media contract and the removal of GTE's SuperPages® service and the Internet Yellow Pages of independent yellow pages providers from the Yahoo!-run Netscape Guide website and other locations;

- b. Engaging in the horizontal division of markets and concerted refusal to deal described herein;
- c. Foregoing unilateral efforts to compete against each other in the market for national Internet Yellow Pages and for each RBOC's regional market for Internet Yellow Pages;
- d. Devising and effectuating the above-described scheme to eliminate competitors, including GTE's SuperPages® service, from those markets, and conspiring to foreclose plaintiff and other providers from essential access points to the Internet;
- e. Raising competitors' costs to non-competitive levels;
- f. Entering into anticompetitive exclusive dealing contracts;
- g. Entering into agreements with Yahoo! and, upon information and belief, others, to subordinate their previously competitive Internet Yellow Pages to those of the cartel;
- h. Creating monetary and non-monetary barriers to entry into the relevant markets for actual and potential entrants.

COUNT III

UNFAIR COMPETITION (All Defendants)

84. Plaintiff hereby incorporates Paragraphs 1 through 83 of this Complaint as if fully set forth herein.

85. Defendants, in violation of the antitrust, unfair competition and common laws of the various states of the United States and the District of Columbia, have entered into contracts in restraint of trade, and conspired to monopolize the relevant market as described herein.

COUNT IV

TORTIOUS INTERFERENCE WITH EXISTING CONTRACT (RBOC Defendants)

86. Plaintiff hereby incorporates paragraphs 1 through 85 of this Complaint as if fully set forth herein. Although Yahoo! acted in concert with defendant RBOCs, Count IV is not brought against it because it is a defendant in a separate case filed in state court in Texas concerning the tortious conduct described herein.

87. Defendant RBOCs had knowledge of the contractual relationship between plaintiff and Netscape.

88. Defendant RBOCs willfully, intentionally, and without just cause or excuse, induced Netscape to breach and violate the provisions of its contract with GTE.

89. Defendant RBOCs willfully, intentionally, and without just cause or excuse decreased the value of the services for which GTE contracted by causing and conspiring to cause the alterations to Netscape's website described herein.

90. As a result of Defendant RBOCs' willful and unjustified intentional interference with the contractual relationship between GTE and Netscape, plaintiff has been and will continue to be injured in its business.

COUNT V

TORTIOUS INTERFERENCE WITH PROSPECTIVE BUSINESS RELATIONSHIPS (RBOC Defendants)

91. Plaintiff hereby incorporates paragraphs 1 through 90 of this Complaint as if fully set forth herein. Although Yahoo! and Netscape acted in concert with defendant RBOCs, Count V is not brought against them because they are defendants in a separate case filed in state court in Texas concerning the tortious conduct described herein.

92. Plaintiff sells Internet advertising services to advertisers who desire to purchase Internet advertising and additional Internet-related services from plaintiff on GTE's SuperPages® interactive service. There is a reasonable probability that such advertisers would continue to purchase Internet advertising services from plaintiff.

93. Defendant RBOCs had knowledge of the prospective business relationships between plaintiff and such advertisers.

94. By their wrongful denial to plaintiff of market exposure and Internet traffic, defendant RBOCs have willfully, intentionally, and without just cause or excuse interfered with the prospective business relationships between plaintiff and advertisers who purchase Internet advertising on GTE's SuperPages® service.

95. As a result of defendant RBOCs' willful, intentional, and unjustified interference with these prospective business relationships, plaintiff has been and will continue to be injured in its business.

JURY DEMAND

Plaintiff demands trial by jury on all claims and causes of action alleged herein.

PRAYER FOR RELIEF

WHEREFORE, plaintiff GTE New Media requests the following relief from this Court:

1. Preliminary and permanent injunctive relief which restores the Plaintiff's SuperPages® interactive service to the same position it occupied on Netscape's Guide to the Internet prior to the cartel's exclusionary conduct;

2. An Order directing the termination and breakup of the Defendants' Cartel;

3. Preliminary and permanent injunctive relief directing the termination of the alleged conspiracy;
4. A Declaration that defendants violated federal, state, and District of Columbia antitrust, unfair trade practices, and common law;
5. Treble damages, attorneys' fees, and costs under Counts I and II;
6. Actual, exemplary, and treble damages, attorneys' fees and costs under Counts III-V;
7. Such other and further relief to which plaintiff may be justly entitled.

Of Counsel:

Richard W. Stimson
Vice President and Deputy General
Counsel
GTE Corporation
245 Perimeter Center Parkway
Atlanta, GA 30346

C. Daniel Ward
Assistant General Counsel
GTE Service Corporation
One Stamford Forum
Stamford, CT 06904

Donald J. Engleman
Vice President and General Counsel
GTE New Media Services, Inc.
GTE Place, 2200 West Airfield Drive
P.O. Box 619810
DFW Airport, Texas 75261-9810

Dated: October 6, 1997



Robert F. Ruyak (DC Bar No. 233304)
Alan M. Wiseman (DC Bar No. 187971)
Darren B. Bernhard (DC Bar No. 412554)
HOWREY & SIMON
1299 Pennsylvania Ave., N.W.
Washington, D.C. 20004
(202) 783-0800

Attorneys for Plaintiff
GTE New Media Services, Inc.

CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing were served by hand and/or Federal

Express this 6th day of October 1997 upon each of the parties listed below:

Ameritech Corporation
c/o CT Corporation
1025 Vermont Avenue, N.W.
Washington, DC 20005

Ameritech Interactive Media Services, Inc.
c/o The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

Kelly R. Welsh
Executive Vice President & General Counsel
Ameritech Corporation
30 S. Wacker Drive, 38th Floor
Chicago, IL 60606

Ameritech Interactive Media, Inc.
c/o The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

Ameritech Publishing, Inc.
c/o CT Corporation
One North Capitol Avenue
Indianapolis, IN 46204

Bell Atlantic Corporation
c/o The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

P. Alan Bulliner
President, Corporate Secretary & Counsel
Bell Atlantic Corporation
1717 Arch Street
32nd Floor East
Philadelphia, PA 19103

Bell Atlantic Electronic Commerce Services, Inc.
c/o CT Corporation System
1633 Broadway
New York, NY 10019

BellSouth Advertising and Publishing Corporation
c/o The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

Walter H. Alford
Executive Vice President & General Counsel
Bell South Corporation
1155 Peachtree Street, N.E.
Atlanta, GA 30309-3610

BellSouth Corporation
c/o Jack S. Wallach
1155 Peachtree Street, N.E., Room 1700
Atlanta, GA 30309

BellSouth Enterprises, Inc.
c/o Wm. Joseph Bruckner
1155 Peachtree Street, Suite 1700
Atlanta, GA 30309-3610

Intelligent Media Ventures, Inc.
c/o Randall J. Cadenhead
Suite 430, 59 Executive Park Drive
Atlanta, GA 30329

Netscape Communications Corporation
c/o CT Corporation System
1201 Peachtree Street, N.E.
Atlanta, GA 30361

Andrew L. Payne
Sayles & Lidji
4400 Renaissance Tower
1201 Elm Street
Dallas, TX 75270
(Counsel for Netscape)

Pacific Bell Interactive Media
c/o Mark E. Ferrara
2150 Webster Street, Room 735A
Oakland, CA 94612

SBC Communications, Inc.
c/o The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

James D. Ellis
Executive Vice President & General Counsel
SBC Communications, Inc.
175 E. Houston Street, Room 1306
San Antonio, TX 78205

Pacific Telesis Group, Inc.
c/o Prentice Hall Corporation System, Inc.
1090 Vermont Avenue, N.W.
Washington, DC 20005

US West Dex, Inc.
c/o The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

Charles P. Russ, III
Executive Vice President, General Counsel & Secretary
US West, Inc.
7800 East Orchard Road, Suite 480
Englewood, CO 80111

US West Media Group, Inc.
c/o The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

US West, Inc.
c/o The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

Yahoo! Inc.
c/o James Brock
2800 Sand Hill Road
Menlo Park, CA 94025

Brian F. Antweil
Winstead, Sechrest & Minick, P.C.
2400 Bank One Centre
910 Travis Street
Houston, TX 77002
(Counsel for Yahoo!)

A handwritten signature in black ink, appearing to read "Robert R. Antweil", written over a horizontal line.

Attorney for Plaintiff GTE New Media
Services, Inc.