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February 20, 1998

Federal Communications Commission
Cellular Systems
P.O. Box 358135
Pittsburgh, PA 15251-5135

Re: Application of Southern New England Telecommunications Corporation and SBC Communications Inc. for Authority, Pursuant to Part 22 of the Commission's Rules, to Transfer Control of Licenses Controlled by Southern New England Telecommunications Corporation

Dear Sir/Madam:

Enclosed for filing please find an original, four paper copies, and microfiche copies (including originals) of the application of SBC Communications Inc. and Southern New England Telecommunications Corporation for authority pursuant to Part 22 of the Commission's Rules to transfer control of certain licenses under Part 22 held by SNET Cellular, Inc. (Call Signs KNKN849 et al.). Also enclosed is a check payable to the Federal Communications Commission in the amount of $840.00 for the prescribed filing fee.

Please direct questions or correspondence concerning SBC Communications Inc.'s portion of this application to:

Wayne Watts
General Attorney
SBC Communications Inc.
175 E. Houston
San Antonio, TX 78205
210-351-3476 (voice)
210-351-3488 (facsimile)

Please direct questions or correspondence concerning the portion of this application dealing with Southern New England Telecommunications Corporation (and its subsidiaries) to:

Alfred J. Brunetti
Assistant General Counsel
Southern New England Telecommunications
Corporation
227 Church Street
New Haven, CT 06510
203-771-5507 (voice)
203-771-6577 (facsimile)

Thank you for your assistance.

Sincerely,

Philip Horton

Enclosures

SBC-SNET MERGER

FCC Transfer of Control Applications
(filed on Friday, February 20, 1998)

CONSISTING OF:

1. PART 22: **Form 490 for SNET Cellular**
(This is the lead application for the Part 22 authorizations and covers Call Signs KNKN849 et al.)

2. PART 22: **Form 490 for Springwich Cellular**
(This is the secondary application for the Part 22 authorizations and covers Call Signs KNKA239 et al.)

3. PART 25: **Form 312 for SNET Personal Vision**
(This is the sole application for the Part 25 authorizations and covers Call Signs E960402 et al.)

4. PART 62: **Application Pursuant to Section 212 for Declaration of Common Ownership** and Authorization for Common Officers and Directors

5. PART 63: **Application for Transfer of Control of Section 214 International Authorizations** Held by SNET America and SNET Diversified Group

6. PART 90: **Form 703 for The SNET Telco**
(This is the sole application for the Part 90 authorizations and covers Call Signs KFC657 et al.)

7. PART 101: **Form 704 for The SNET Telco**
(This is the lead application for the Part 101 authorizations and covers Call Signs KA9704 et al.)

8. PART 101: **Form 704 for SNET Cellular**
(This is the secondary application for the Part 101 authorizations and covers Call Signs WLL933 et al.)

PART 22

Form 490 for SNET Cellular

Invoice: 021998b 02/19/1998 Amount: 840.00 325437
Form 490 Transfer of SNET Cellular, Inc. Licenses to SBC

COPY

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB 3060-0319 Est. Avg. Burden Hours Per Response: 3 Hrs.

FCC Use Only (File Number)

Application for Assignment of Authorization or Consent to Transfer of Control of Licensee

Commercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
CMC	3	$280.00	$840.00	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor SOUTHERN NEW ENGLAND TELECOMMUNICATIONS CORPORATION	T2. Voice Telephone Number (203) 771-5200	
T3. Assumed Name Used for Doing Business (if any) SNET	T4. Fax Telephone Number (203) 624-3549	
T5. Mailing Street Address or P.O. Box 227 CHURCH STREET		
T6. City NEW HAVEN	T7. State CT	T8. Zip Code 06510

T9. Name of Contact Representative (if other than Assignor or Transferor) WENDY BLUEMLING	T10. Voice Telephone Number (203) 771-8514	
T11. Firm or Company Name SOUTHERN NEW ENGLAND TELECOMMUNICATIONS CORPORATION	T12. Fax Telephone Number (203) 624-3549	
T13. Mailing Street Address or P.O. Box 227 CHURCH STREET		
T14. City NEW HAVEN	T15. State CT	T16. Zip Code 06510

TYPE OF TRANSACTION

T17. This application requests (T) Assignment of authorization Consent to Transfer of Control of Licensee

T18. How will assignment or transfer of control be accomplished? (S) Sale or other transfer or assignment of stock Other

T19. This assignment of authorization or transfer of control of licensee is (V) Voluntary Involuntary

T20. Will this be a pro forma assignment or transfer of control? (N) Yes No

T21. Is local or state authorization required for this assignment or transfer of control? (*) Yes No

*THE NECESSARY APPROVALS ARE BEING SOUGHT AND WILL BE PROVIDED TO THE COMMISSION UPON REQUEST.

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

T22. Call Sign	T23. Radio Service	T24. Date of Grant	T25. How Obtained	T26. Name of Licensee (as appearing in FCC Records)
				SEE EXHIBIT 1

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. SEE EXHIBIT 2	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee SBC COMMUNICATIONS INC.	T34. Voice Telephone Number (210) 351-3476 (WAYNE WATTS)	
T35. Assumed Name Used for Doing Business (if any)	T36. Fax Telephone Number (210) 351-3488	
T37. Mailing Street Address or P.O. Box 175 EAST HOUSTON		
T38. City SAN ANTONIO	T39. State TX	T40. Zip Code 78205

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee SNET CELLULAR, INC.	T42. Voice Telephone Number (203) 771-8514	
T43. Assumed Name Used for Doing Business (if any) CELLULARONE OF RHODE ISLAND AND BRISTOL COUNTY, MA	T44. Fax Telephone Number (203) 624-3549	
T45. Mailing Street Address or P.O. Box 500 ENTERPRISE DRIVE		
T46. City ROCKY HILL	T47. State CT	T48. Zip Code 06067
T49. Taxpayer Identification Number 06-1157074	T50. Internet or e-mail address wendy.bluemling@snet.com	

ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	Yes No
T52. Is the assignee or transferee an alien or the representative of an alien?	(N)	Yes No
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	Yes No
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(Y) (SEE EXHIBIT 3)	Yes No
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? * If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N)	Yes No

BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N)	Yes No
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	Yes No
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	Yes No
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	Yes No

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

T60. Typed Name of Person Signing MADELYN M. DeMATTEO	T61. Title SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
T62. Signature Madelyn M. DeMatteo	T63. Date 19 February 1998

ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T64. The assignee or transferee is a (an) (C) Individual Unincorporated Association Partnership Corporation

T65. Typed Name of Person Signing James S. Kahan	T66. Title Senior Vice President -- Corporate Development
T67. Signature	T68. Date February 18, 1998

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Exhibit 1

US OFFICE PRODUCTS

Part 22

SNET Cellular, Inc.

T22. Call Sign	T23. Radio Service	T24. Date of Grant	T25. How Obtained	T26. Name of Licensee (as appearing in FCC Records)
KNKN849	CL	2/28/95	VA	SNET Cellular, Inc.
KNKA345	CL	2/28/95	VA	SNET Cellular, Inc.
KNKA292	CL	2/28/95	VA	SNET Cellular, Inc.

Exhibit 2

US OFFICE PRODUCTS

DESCRIPTION OF TRANSACTION, PUBLIC INTEREST SHOWING AND RELATED DEMONSTRATIONS

I. Introduction

These applications seek Commission approval for the transfer of control of certain FCC authorizations held by subsidiaries of Southern New England Telecommunications Corporation ("SNET") from SNET, as the parent of the licensees, to SBC Communications Inc. ("SBC"), as the proposed new parent of SNET.[1] A list of the categories of FCC authorizations controlled by SNET appears at Attachment A to this Exhibit. Separate applications are being filed for each class of authorizations.

II. The Proposed Transaction

On January 4, 1998, SBC and SNET entered into an Agreement and Plan of Merger (the "Plan"), under which SNET would become a first tier, wholly-owned subsidiary of SBC. A copy of the Plan appears at Attachment B to this Exhibit. The Applicants plan to consummate the merger by the end of 1998, after the

[1] SBC and SNET are jointly referred to as the "Applicants."

necessary federal and state regulatory approvals have been received[2] and certain other preconditions have been met.

Under the Plan, SBC (CT) Inc., a wholly-owned SBC subsidiary formed to accomplish the merger, will merge into SNET, and the stockholders of SNET will receive, on a tax-free basis, newly-issued shares of SBC. The Plan provided for an exchange ratio of 0.8784 shares of SBC common stock for each share of SNET common stock. However, on January 30, 1998, SBC announced a 2 for 1 stock split which will modify the exchange ratio to allow each SNET stockholder to receive 1.7568 shares of SBC stock for each share of SNET stock.[3] No previously outstanding SBC stock will be sold in connection with this transaction.

Following the merger, SBC will own all of the stock of SNET. SBC itself will be owned approximately 94% by the pre-merger shareholders of SBC and 6% by the pre-merger shareholders of SNET.[4] SNET will continue to

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[2] A description of these regulatory approvals, in addition to this Commission's review, is set forth in Section VI, below.

[3] On January 2, 1998, before the merger announcement, SBC common stock was trading at $74.94 and SNET common stock was trading at $49.63.

[4] At this time, SBC has approximately 920 million

[Footnote continued on next page]

own the stock of The Southern New England Telephone Company ("the SNET Telco"), The Woodbury Telephone Company ("Woodbury") and SNET's other subsidiaries. Those entities will continue to hold all of the FCC authorizations they currently hold. While SBC will become the new parent of SNET, there will be no transfer of direct control of the FCC authorizations since the current licensees will continue to hold their authorizations. SNET's operating headquarters will remain in Connecticut, its businesses will continue to operate under the SNET name in Connecticut, and an additional SBC Board seat will be created for a current member of the SNET Board.

III. Description of the Applicants

A. SBC

SBC's principal businesses consist of the local exchange, wireless and directory publishing services provided by operating subsidiaries of SBC. Since

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[Footnote continued from previous page]
common shares outstanding and, after the stock split, it will have approximately 1.84 billion shares outstanding. SNET has approximately 300 million authorized common shares, of which approximately 69 million are issued and 66 million are outstanding. At the post-split exchange ratio of 1.7568, approximately 116 million new shares of SBC stock would be issued to SNET stockholders, representing approximately 6% of the new total of SBC shares.

enactment of the Telecommunications Act of 1996 ("1996 Act"), subsidiaries of SBC have also begun to provide Internet access service, and interexchange service outside of the seven states in which SBC subsidiaries are incumbent local exchange carriers ("ILECs").[5] SBC also has a number of international interests.

The ILEC subsidiaries of SBC are Southwestern Bell Telephone Company ("SWBT"), Pacific Bell and Nevada Bell. SWBT has 15.7 million local exchange access lines within Texas, Missouri, Oklahoma, Kansas and Arkansas. Pacific Bell and Nevada Bell together have 17.7 million local exchange access lines within California and Nevada.

Both within those seven states, and in several other major areas, SBC's commercial mobile radio service ("CMRS") subsidiaries -- Southwestern Bell Mobile Systems ("SBMS"), Southwestern Bell Wireless, Inc. ("SWBW") and Pacific Bell Mobile Services ("PBMS") -- provide cellular and PCS services, including both local and interexchange wireless service, to a population of

[5] SBC's seven "in-region" states are Arkansas, California, Kansas, Missouri, Nevada, Oklahoma and Texas.

over 73 million persons. These companies currently serve over 5.6 million CMRS customers.[6]

SBC's international telecommunications interests include investments in telecommunications companies in Mexico, France, the UK, Chile, South Africa, Israel, South Korea, Taiwan and Switzerland, and an investment in a proposed transpacific undersea cable system.

B. SNET

Today, SNET's businesses consist principally of the provision of local exchange, long distance and cellular service to customers in Connecticut. The SNET Telco is the oldest telephone company in the United States, having been established in 1878. Subsidiaries of SNET also provide directory publishing, cable television, Internet access and data services in Connecticut, as well as cellular service in Rhode Island and in western and southeastern Massachusetts.[7]

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[6] SBMS operates SBC's out-of-region cellular systems in the Chicago, Boston and Baltimore/Washington metropolitan areas, and in Upstate New York. SWBW operates SBC's cellular and PCS systems within the five in-region states served by SWBT. PBMS operates PCS systems in California and Nevada.

For ease of reference, SBMS and SWBW -- SBC's two cellular companies -- are hereafter jointly referred to as SBMS.

[7] There is no overlap between the cellular systems of SBC and SNET in Massachusetts (or elsewhere). In

[Footnote continued on next page]

The SNET Telco serves 1.5 million customers with 2.3 million local access lines. SNET's long distance subsidiary, SNET America, Inc. ("SAI"), provides long distance service to 923,000 customers, and it also resells local service in Connecticut. Other subsidiaries of SNET provide cellular service, including local and interexchange wireless service, to approximately 460,000 customers within a population of 5.6 million persons. SNET's cable subsidiary, SNET Personal Vision, Inc., which is operating a competitive cable system in Connecticut, currently serves approximately 11,000 customers.

On January 24, 1997, SNET submitted to the Connecticut Department of Public Utility Control ("CDPUC") a proposal to restructure the SNET Telco into separate retail and wholesale business units. The CDPUC approved this proposal on June 25, 1997, subject to certain modifications. As a result of this restructuring, the SNET Telco will cease offering retail services by May 1999, and SAI will then be SNET's sole retail provider of local exchange and long distance

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[Footnote continued from previous page]
Massachusetts, SBC provides cellular service in the Boston and Worcester-Fitchburg MSAs and in the Massachusetts 2 RSA. SNET provides cellular service in the Springfield-Chicopee-Holyoke, New Bedford-Fall River and Pittsfield MSAs and in the Massachusetts 1 RSA.

service. The SNET Telco will continue to function as an ILEC and a public service company, with the business purpose of meeting the needs of competing exchange carriers and other wholesale customers.

IV. Background Regarding the Merger

The SNET Telco has a long history as a local exchange carrier and a record of innovation and service. Indeed, SNET has been in the forefront of the industry in infrastructure development and product deployment, consistent with the demands of the Connecticut market and the State of Connecticut's goals for a sophisticated network infrastructure.

However, as explained below in this section, several recent factors -- including a reduction in SNET's scale and scope in relation to its principal competitors; the need for increased marketing and product development resources to respond to increasing competition; and a better understanding of the substantial costs SNET would have to incur to fulfill its market-opening initiatives (most of which are fixed costs that have little or no relation to scale) -- when combined with the ever-present demands of managing and maintaining its networks, led SNET to the conclusion that it needed to become part of a larger company to

maintain its ability to achieve its goals for itself, its customers and the State of Connecticut. After a careful review, the SNET Board of Directors approved the merger of SNET and SBC on January 4, 1998.

SNET's focus on the Connecticut market will not change as a consequence of this merger with SBC. To the contrary, the merger will enable the SNET Telco, and SNET's other operating subsidiaries, to fulfill their goals to serve their customers with high quality service and advanced products, and to compete effectively in the emerging telecommunications marketplace.

Many factors influenced SNET's decision, but most important was SNET's conclusion that it needed to become part of a successful telecommunications company with a larger scope and scale in order to achieve its strategic goals in a rapidly changing marketplace and regulatory environment. Scope and scale have always been important in the telephone industry. They are more important than ever today, as the industry undergoes a turbulent and expensive transition from monopoly to competition, and as the need to develop and market new products and services accelerates. The SNET Telco faces a particularly difficult challenge. On the one hand, with approximately $2 billion in annual revenues and 2.3 million access lines, the SNET Telco is both too large

and serves too sophisticated a customer base to do anything but accept and comply fully with the many new, market-opening and other regulatory requirements it faces, and to incur their attendant costs. On the other hand, the SNET Telco is too small to be able to compete effectively with its principal competitors, which are growing even larger through recently-announced mergers.

For example, AT&T, with annual revenues of $52 billion, announced on January 8, 1998, its plans to acquire Teleport Communications Group ("TCG"). Both of those companies are already competing in Connecticut's local market: AT&T as a reseller since March 1997, and TCG as the operator of an extensive fiber network in Connecticut since 1994. TCG is currently the largest alternative facilities-based local switch provider in Connecticut, offering competing wholesale and retail services. Its network spans over 364 route miles (and 12,520 fiber miles) and includes New London, New Haven, Fairfield, Litchfield and Hartford counties and is served by a switch that is interconnected to two SNET offices.[8]

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[8] See New Paridigm Resources Group, Inc., 1997 Annual Report on Local Telecommunications Competition at pp. 509, 516 (8th ed. 1997).

Another example is WorldCom. Its acquisition of MCI will combine three facilities-based networks in Connecticut with the second largest interexchange carrier in the country. Already, WorldCom is the nation's fourth largest interexchange carrier with annual revenues of $4.5 billion. It recently acquired MFS Communications ("MFS") -- the largest competitive local exchange carrier in the country -- and it has just completed its acquisition of Brooks Fiber Properties ("Brooks Fiber"). MFS's Hartford network has been in operation since 1994. Brooks Fiber also has a Hartford network and a Stamford network, with fully redundant fiber rings and a Lucent 5ESS central office switch. With MCI, WorldCom would acquire a third fiber network in Hartford and a second switch in that city, and the combination of WorldCom and MCI will result in a company with annual revenues of approximately $27 billion.[9]

While SBC had no plans to compete with SNET in any telecommunications market in Connecticut, the list of actual and potential local and long distance competitors in Connecticut, with resources larger than

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[9] Additional information regarding fiber deployment in Connecticut and throughout the country is set forth in the Commission's Fiber Deployment Update: End of Year 1996 (rel. Aug. 29, 1997). See pp. 2, 5, 6 and 46 et seq. of that report.

SNET, is not limited to those listed above.[10] Rather, it also includes Sprint (with $14 billion in annual revenues), GTE (with $13 billion in annual revenues) and, of course, Bell Atlantic which has facilities, customers and brand name recognition in the state. A Bell Atlantic subsidiary currently operates a public service company within a portion of Connecticut, in addition to Bell Atlantic's statewide wireless operations.[11] Indeed, to date, over 30 companies have

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[10] The size of SNET's main competitors -- most of whom already have network facilities in Connecticut -- also gives them other advantages. As very large buyers of equipment and other products, they are able to negotiate large discounts with vendors. As very large providers of service, they can distribute the costs of funding or soliciting bids for the development of new technology over an extended base of operations. Over the long term, in an industry governed by such strong economies of scale and scope, SNET would find it increasingly difficult to compete effectively against rivals that are ten to twenty times its size.

[11] Other actual and potential competitors also include TCI, the country's largest cable operator with annual revenues of $8 billion. TCI chose Connecticut as the first state in the nation in which to offer its integrated digital services. In October 1996, TCI began selling Hartford customers telephone, cable and Internet access services, including TCI's People Link local phone service, ALL TV digital video service, and @Home high-speed Internet access. Other cable television companies, such as Cablevision Systems (which recently announced plans to acquire TCI's Connecticut cable properties), Cox Communications and Comcast also have facilities, customers and brand name recognition in Connecticut, and have been certified to compete with SNET. These cable companies together have networks that cover approximately 70% of Connecticut.

been certified to offer local exchange service, and over 230 companies have been authorized to provide intrastate toll service, in Connecticut.[12]

In addition, the SNET Telco is now spending considerable sums and devoting staff resources to comply with the market-opening and competition-enabling mandates under Connecticut and federal law. Under Connecticut law and the 1996 Act, the SNET Telco has been opening its networks to these and many other larger rivals. It has been doing so for several years.

Two years before the passage of the 1996 Act, the Connecticut legislature enacted a comprehensive law that imposed market-opening obligations on the SNET Telco, such as interconnection and unbundling requirements.[13] Section 251 of the 1996 Act reinforced

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[12] A list of certified local exchange carriers appears at Attachment C to this Exhibit, and a list of intrastate toll carriers appears at Attachment D to this Exhibit. The CLEC list was obtained from the DCPUC (via telecopy) on February 19, 1996, and the intrastate toll list was printed from the CDPUC's web page (www.dpuc.state.ct.us) on February 18, 1998.

SNET has lost approximately 25% of its intrastate toll presubscribed lines to these competitors. In addition, SNET's loss of intrastate market share, based on minutes of use, has been greater than its gain of interstate market share, based on minutes of use.

[13] See e.g., Conn. Gen. Stat. Ann. §§ 16-247a-1 (West Supp. 1997) (codifying 1994 Conn. Pub. Acts 83); In re

[Footnote continued on next page]

some of Connecticut's 1994 mandates and extended others. Like other local phone companies,[14] the SNET Telco is modernizing its network, its switching, its AIN platforms and its outside plant facilities, while devoting substantial efforts to developing interfaces and mechanized access to its operations support systems for its competitors to use for ordering, provisioning, maintenance and billing. However, unlike many other phone companies, the SNET Telco must spread the cost of these initiatives over a comparatively small base of operations. As the SNET Telco develops access to its operations support systems, for example, it must select,

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Southern New England Telephone Company, Order, 177 P.U.R.4th 340 (Conn. D.P.U.C. 1997) (authorizing unbundling by LECs); In re Participative Architecture Issues, Order, 177 P.U.R.4th 332 (Conn. D.P.U.C. 1996) (implementing 1994 Conn. Pub. Acts 83 to regulation of state telecommunications market); In re Southern New England Telephone Company, Decision, 1995 WL 807764 (Conn. D.P.U.C. 1995) (initiating proceeding to unbundle local telecommunication networks); In re DPUC Investigation into the Competitive Provision of Local Exchange Service in Connecticut, Decision, 1995 WL 507795 (Conn. D.P.U.C. 1995) (assessing competition among LECs with respect to new telecommunication laws); In re Vision for Connecticut's Telecommunications Infrastructure, Order, 156 P.U.R.4th 463 (Conn. D.P.U.C. 1994) (laying regulatory foundation for future implementation of 1994 Conn. Pub. Acts 83).

[14] The United States Telephone Association estimates that the Bell Operating Companies and GTE have spent close to $4 billion since February 1996 upgrading their networks and operations support systems in order to comply with the 1996 Act's requirements.