ATTACHMENT 2

DECLARATION OF MIKE MILLER

I, Mike Miller, declare that:

1. I am President of 4M Communications, Inc., an independent (non-local exchange carrier ("LEC")) pay telephone company based on Traverse City, Michigan.

2. My company has had extensive experience placing payphones in rural areas served by small-LECs, as well as in urban areas served by larger LECs.

3. Our experience has been that small-LECs serving rural areas are generally less focused on the payphone segment of their business than are large LECs (e.g., Ameritech) serving urban areas. In rural areas, small LECs frequently do not pay commissions to location owners, even at locations with high volumes of traffic. By contrast, large LECs serving urban areas are more likely to pay commissions to location owners on payphones with comparable traffic. Therefore, we have been substantially more successful in winning high-volume locations in rural areas served by small- to medium-sized LECs than in urban areas served by large LECs.

4. In addition, I have observed that many payphones operated by small LEC payphones in rural areas are poorly placed, so that they are not easily accessible to callers, and many are not well maintained. In my experience, as a general rule, poorly placed or maintained payphones represent a much higher proportion of LEC payphones in rural areas served by small LECs, than in urban areas served by large LECs.

5. Other independent payphone providers operating in rural areas have informed me that their experience of small LEC payphone operations is similar to mine.

I declare under penalty of perjury that the foregoing is true and correct.

Mike Miller

CERTIFICATE OF SERVICE

I hereby certify that on May 4, 1998, a copy of the foregoing Petition for Partial Reconsideration of the American Public Communications Council was delivered by first-class, U.S. mail, postage pre-paid to the following parties:

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