

Exhibit G

American Federation of Labor and Congress of Industrial Organizations



915 Broadway Street, N.W.
Washington, D.C. 20005
(202) 637-6000
afco@amfed.org

EXECUTIVE COUNCIL

JOHN A. SPRAGUE PRESIDENT	ROBERT L. THOMAS SECRETARY/TREASURER	LEONA CHANCEY-ROBINSON EXECUTIVE VICE PRESIDENT
Victor R. Sandberg Robert A. George Ray Miller Ben Chay Douglas H. Duff Charles Brown Jim L. Givens James La Rosa Arthur Malone John Vogel Harold J. Waddell Raymond Young John W. Wilson	Geoffrey M. Jackson Alan Lipner Frank Harty Arthur A. Cole George F. Bunker M.A. "Bud" Fawcett Benny Hill William Gray Arthur S. Thompson Arnold K. Swankard John H. Spurr Charles Patten Stanley Dorn	John T. Doyle Ray Lewis James J. Horton Robert Hart Stephen P. Walsh Tom Farnell Paul Hahn Leon Lynch Robert A. Swickland Andrew L. Stein Leslie Phillips Stanley L. Friedman, Sr. Harold E. Hansen
		Harvey Isaac John A. Berry Michael Spurr John T. Johnson J. Raymond Stubbart Anthony Gaudin Carroll Hayden Douglas J. McCann Robert E. Hagan Edward L. Fox R. Thomas DeWitt-Boone Scott Applebaum

February 10, 1999

The Honorable William B. Kennard, Chairman
Federal Communications Commission
445 12th Street SW, Room 8-2201
Washington, D.C. 20024

Dear Chairman Kennard,

The AFL-CIO believes that the proposed Bell Atlantic-GTE and SBC-Americitech mergers are in the public interest and should be approved.

The proposed mergers will provide substantial benefits to U.S. workers and consumers. The proposed mergers will create good jobs in the telecommunications industry and throughout the U.S. economy. The mergers will preserve and advance the provision of affordable, quality telecommunications services for all Americans within a competitive environment.

1. The proposed Bell Atlantic-GTE and SBC-Americitech mergers will create good jobs in the U.S. economy and in the telecommunications industry.

In the NCI-Workforce Order, the Commission made clear that employment impact is a legitimate area of public interest consideration in merger evaluation.

In contrast to most mergers which result in significant job loss, the proposed Bell Atlantic-GTE and SBC-Americitech mergers will lead to the growth of good jobs in the telecommunications industry.

The out-of-region business expansion planned by both Bell Atlantic-GTE and SBC-Americitech will result in substantial job creation. SBC-Americitech's national-local plan calls for an additional \$2 billion in capital investment and \$23.5 billion in additional operating expenditures over the next ten years. Bell Atlantic and GTE have announced plans to enter 21 out-of-region markets within 18 months after the merger. In both instances this additional investment will create thousands of new jobs.

The Commission can test this promise against the actual experience after the Bell Atlantic-Norfolk and SBC-Rackel mergers. In both cases, there has been a significant job creation since the merger closed.

Furthermore, the new jobs that will be created by the merged Bell Atlantic-GTE and SBC-AmericaTech will be good jobs. Both Bell Atlantic and SBC have a long history of positive labor relations, recognizing the value that union representation brings to the provision of high-quality, high-productivity services. In contrast, many competitive telecommunications carriers, including such global giants as MCI WorldCom and Sprint Long Distance, have aggressively blocked the legal right of their employees to organize. As a result, according to research conducted by the Institute of Women's Policy Research, non-union telecommunications competitors (including multi-billion dollar global carriers) pay wages and benefits that are 25-33 percent lower than those of union-represented companies. The pay gap is largest for women and minorities, for whom Union standards have successfully overcome labor-market based pay discrimination of non-union employees.

Finally, the additional investment and economic efficiencies that will result from these mergers will stimulate economic growth throughout the U.S. economy. The U.S. Department of Commerce recently concluded that the dynamic information technology sector accounts for one-third of all U.S. growth. The quality of new jobs in the telecommunications sector has important ramifications for employment standards throughout the U.S. economy.

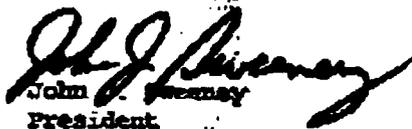
2. The Bell Atlantic-GTE and SBC-AmericaTech mergers will protect and advance universal service for all Americans in a competitive environment.

Bell Atlantic-GTE and SBC-AmericaTech have stated that the driving force behind each of the proposed mergers is the need to grow to compete in the rapidly consolidating telecommunications marketplace. According to most leading telecommunications analysts, the new telecommunications marketplace will evolve to the point where there are five or six fully-integrated players. Absent the proposed mergers, Bell Atlantic, GTE, SBC, and AmericaTech will lose their largest sources of revenue--large business customers--to the fully-integrated global carrier that is able to provide customers with a full range of local, long distance, data, Internet, and wireless services over their own facilities. The result of the loss of large business customers will be financially weaker companies, with fewer internal resources to invest in the public switched network.

This has important implications in the consumer and small business market, as well. Unlike the fully-integrated global competitors, Bell Atlantic, GTE, SBC, and Ameritech have carrier-of-last resort obligations. These local telephone companies have the legal obligation to serve everybody. Should these carriers lose a significant portion of their high-margin corporate revenue base, this will reduce internal resources available to maintain and upgrade the network serving low margin residential and small business consumers. The impact would be pressure to raise local rates, reduced investment in the current voice network, deteriorating quality, and reduced capital available to upgrade those networks with broadband capabilities. The best prospect for preserving and advancing affordable, quality telecommunications services in a competitive environment is to ensure that carriers that must serve everybody have the ability to compete on a level playing field with integrated global carriers that do not share this obligation.

In conclusion, the AFL-CIO strongly urges the Commission to approve the Bell Atlantic-GTE and SBC-Ameritech mergers. These two mergers are necessary to ensure that these carriers are able to thrive in the new telecommunications marketplace. The alternative will be a reduction of employment standards in the telecommunications industry and serious harm to the policy of universal, affordable telecommunications services for all Americans.

Sincerely,


John J. Wweeney
President

JJB:lh

**Communications
Workers of America**
AFL-CIO, CLC

501 Third Street, N.W.
Washington, D.C. 20001-2797
202/434-1100 Fax 202/434-1279

X PARTE OR LATE FILED

RECEIVED

DEC 15 1998

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

December 15, 1998

Ms. Magalie Roman Salas, Secretary
Federal Communications Commission
1919 M Street, N.W.
Washington, D.C. 20554

RE: Ex Parte Notice

CC Docket No. 98-141 (In the Matter of Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from Ameritech Corporation, Transferor, to SBC Communications Inc., Transferee)

Dear Ms. Salas:

On December 14, 1998, Morton Bahr, CWA President, sent the attached letter to Chairman William Kennard, with a copy to Commissioner Susan Ness, Commissioner Gloria Tristani, Commissioner Harold W. Furchtgott-Roth, and Commissioner Michael K. Powell.

The letter discusses the reasons that CWA believes that the proposed mergers between SBC-Ameritech and GTE-Bell Atlantic are in the public interest. First, the mergers will create good jobs in the telecommunications industry. Second, the mergers will stimulate competition in local residential and small business markets. Third, the mergers will protect and advance affordable, quality telecommunications services to all Americans.

Sincerely,



Debbie Goldman, Research Economist
Research and Development Department

Attachment

cc: Chairman William Kennard
Commissioner Susan Ness
Commissioner Gloria Tristani
Commissioner Harold W. Furchtgott-Roth
Commissioner Michael K. Powell
Kathryn Brown
Larry Strickling
Radhika Karamarkar
Michael Kende

No. of Copies rec'd 0
List ABCDE

December 14, 1998

The Honorable William Kennard
Chairman
Federal Communications Commission
1919 M Street N.W.
Washington, D.C. 20554

Dear Chairman Kennard:

Today, the Commission holds hearings on three proposed telecommunications mergers: SBC and Ameritech, Bell Atlantic and GTE, and AT&T and TCI. Together, CWA represents more than 250,000 employees at these companies. This includes 78,000 employees at SBC, 30,000 at Ameritech, 72,000 at Bell Atlantic, 25,000 at GTE, and 50,000 at AT&T.

Since some Commission officials have expressed concerns about Bell company mergers, in this letter I focus specifically on the proposed SBC-Ameritech and Bell Atlantic-GTE mergers.

CWA strongly believes that the proposed SBC-Ameritech and Bell Atlantic-GTE mergers are necessary to ensure that these carriers can continue to grow and thrive in the emerging competitive global telecommunications environment. CWA strongly believes that if the FCC were to block either of these mergers, both workers and consumers would be harmed.

CWA has a simple three-point test which we use to evaluate whether a proposed telecommunications merger is in the public interest. We ask:

1. Will the proposed merger promote the growth of high-wage, high-skill jobs in the telecommunications industry?
2. Will the proposed merger enhance competition in all telecommunications markets, including the local residential and small business market?

3. Will the proposed merger protect and advance affordable, quality telecommunications services to all Americans?

CWA believes that in the case of both the proposed SBC-Ameritech merger and the proposed Bell Atlantic-GTE merger the answer to all three questions is yes.

- 1. The SBC-Ameritech and Bell Atlantic-GTE mergers will promote the growth of high-wage, high-skill jobs in the telecommunications industry.**

As news of MCI-WorldCom's 2,000-3,500 merger-related layoffs becomes public, it is important to note that not all telecommunications mergers are about job-cutting. In fact, in the 18 months since the SBC-Pactel merger closed, SBC created more than 3,600 non-management jobs in California and Nevada. Similarly, Bell Atlantic has created new, permanent jobs in the former NYNEX footprint.

In contrast to the MCI-WorldCom merger, CWA is confident that the SBC-Ameritech and Bell Atlantic-GTE mergers will lead to the growth of good union jobs in the industry. SBC-Ameritech plans an additional \$2 billion capital investment and \$23.5 billion in operating expenditures over the next 10 years. This will result in the creation of an estimated 8,000 new jobs. Based on our experience after the SBC-Pactel merger, we have every reason to believe this projection.

Furthermore, the jobs that these mergers create will be good jobs. The acquiring companies--SBC and Bell Atlantic--recognize the value of a stable, high quality workforce and good labor-management relations. SBC and Bell Atlantic have recognized the value that the Union adds to corporate performance, and have negotiated pathbreaking agreements with CWA to ensure that the new jobs in the industry will be high-wage, high-skill Union jobs.

CWA believes strongly that the impact of a merger upon employment is an important component of the Commission's public interest standard. The telecommunications industry that grew out of the Bell System and the GTE companies has a 50-year history of worker representation. As a result of 50 years of collective bargaining, workers at AT&T, the Bell companies, and GTE have achieved

middle income living standards and stable, productive labor-management relations.

This is in sharp contrast to the employment standards at competitive carriers such as MCI-WorldCom and Sprint long distance. Competitive carriers such as MCI-WorldCom and Sprint long distance have aggressively blocked the legal right of their employees to organize. As a result, most employees at the non-union telecommunications competitors and cable companies lack representation, and earn 25-33 percent less than comparable union-represented employees in the industry.

In determining which mergers to approve, and therefore, which carriers can grow, thrive, and even survive, the Commission may well determine the future of employment standards for workers in this industry. Should the Commission block the proposed SBC-Ameritech and Bell Atlantic-GTE mergers, the Commission may well set the conditions for a continuing erosion of living standards for telecommunications workers. Competition based on suppressing labor costs rather than on providing superior services and technologies is contrary to the promise of the 1996 Act to create good jobs in the telecommunications industry.

2. The SBC-Ameritech and Bell Atlantic-GTE mergers will benefit consumers with enhanced competition in all telecommunications market segments.

As a result of the SBC-Ameritech and Bell Atlantic-GTE mergers, residential and small business consumers will see real facilities-based competition in the local exchange. Until now, competitive carriers have targeted the more lucrative urban business market. The proposed SBC-Ameritech and Bell Atlantic-GTE mergers will provide both of the merged carriers with the scale and scope necessary to invest out-of-region in facilities that will serve all consumer segments.

Indeed, SBC-Ameritech's National-Local Strategy targets 30 new out-of-region markets, including a commitment to deploy 80 switches specifically to serve residential and small business customers, beginning one year after the merger. Similarly, Bell Atlantic and GTE have announced that they will enter and compete in 21 new markets within 18 months of merger closure.

In addition, SBC-Ameritech and Bell Atlantic-GTE will enter these new markets with the capabilities and commitment to compete for all consumer segments. Unlike other new entrants that have shown a disregard for building facilities and providing services to the mass market, a merged SBC-Ameritech and a merged Bell Atlantic-GTE will have the experience, expertise, skilled workers, and name brand necessary to compete successfully for all classes of consumers in out-of-region markets. Thus, these mergers will promote the goal of the 1996 Telecommunications Act to open up the local market with facilities-based competition for residential and small business customers.

As you are well aware, investment in next-generation broadband networks serving all market segments will cost billions of dollars. The Commission acknowledged the scale and scope economies necessary for even large telecommunications carriers to make significant out-of-region investment in local markets when it approved the MCI-WorldCom merger. It would be inconsistent to reverse course, and apply a different standard to incumbent local exchange carriers when they seek to merge in order to achieve necessary scale and scope to compete with other global telecommunications carriers.

3. The SBC-Ameritech and Bell Atlantic-GTE mergers will protect and advance affordable, quality telecommunications services to all Americans.

SBC-Ameritech and Bell Atlantic-GTE candidly acknowledge that a driving force behind their respective mergers is the need to grow to compete effectively for large business customers, which generate a disproportionate share of their revenues. Absent a merger, SBC, Ameritech, Bell Atlantic, and GTE will experience continuous erosion in revenues as large business customers migrate to competitive carriers that do not have costly carrier-of-last resort obligations, tariffed and geographically averaged rates, and other regulatory restrictions barring access to service or geographic markets.

The significant erosion in revenues that would result from the loss of these large business customers would undermine the ability of SBC, Ameritech, Bell Atlantic, and GTE to invest in the public switched network serving residential and small business customers. The impact would be pressure to raise local

rates, reduced investment in the current voice network, and reduced capital available to upgrade networks with broadband capabilities.

It may seem a paradox to argue that incumbent carriers must be able to compete for large business customers in order to promote the 1996 Telecommunication Act's goal to provide and to advance affordable, quality telecommunications services to all Americans. But in this transitional period from regulated to competitive markets, this is indeed the case. During this transitional period, competition is driving investment in networks that serve large business customers. To ensure that residential and small business customers also reap the benefits of this investment, it is necessary to ensure that the carriers that serve the mass market can effectively compete on a level playing field for large business customers. Otherwise, the companies that are required to serve all customers will suffer, with the result being a steady deterioration in the quality and affordability of service on the public switched network serving residential and small business customers.

The Commission has the opportunity, in the context of these merger reviews, to ensure that SBC, Ameritech, Bell Atlantic, and GTE are able to compete with other competitive carriers for large business customers so that they can continue to maintain and to upgrade their networks serving all market segments, including residential and small business customers.

In sum, CWA believes that the proposed SBC-Ameritech and Bell Atlantic-GTE mergers are very much in the public interest. They will create good jobs in the industry. They will stimulate competition in the local residential and small business market, and they will advance the 1996 Act's goal to protect and advance affordable, quality telecommunications services to all Americans.

Sincerely,

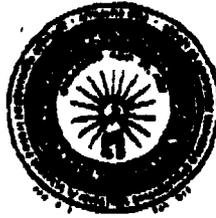


Morton Bahr
President

cc: Commissioner Susan Ness
Commissioner Gloria Tristani
Commissioner Harold W. Furchtgott-Roth
Commissioner Michael K. Powell

LOCAL UNION 21
International Brotherhood of Electrical Workers

DONALD L. MOSELEY
PRESIDENT-BUSINESS MANAGER/
FINANCIAL SECY
GLORIA SUTHERLAND
VICE PRESIDENT



BILLY FORDERMAN
RECORDING SECY
LARRY J. MOELLER
TREASURER

January 29, 1999

Filed and Mailed to:
Richard L. Mathias, Chairman
Illinois Commerce Commission
State of Illinois Building
160 N. LaSalle, Suite C-800
Chicago, IL 60601-5104

Dear Mr. Chairman:

Enclosed you will find the text of our press release that was distributed to the media on Thursday, January 27, 1999.

Our Local has come forward in support of the SBC/Ameritech merger for the reasons stated within these documents. It is vitally important that the Commission hear from the organization that represents the people who provide telecommunication services to the citizens of Illinois and take into consideration this issue from their prospective.

With the commitment made by SBC to create additional jobs within Illinois in order to service our customers, the end result can only mean that service will improve dramatically. That, I believe, is one of the major concerns that the Commission is given charge to insure. With regard to the question of whether this merger will create a truly competitive atmosphere, I can personally attest that the competition is already here. There exist a multitude of companies, both large and small, who are present within this serving area and are well underway in providing telecommunication services in competition with Ameritech. I know this because our Local represents the employees of these entities as well as the employees of Ameritech.

In closing, I urge the Illinois Commerce Commission to approve this pending merger. I will make myself available to you and the other members of the Commission either in person or in writing in order to provide you any further information you may require.

Yours truly,

Donald L. Moseley
President-Business Manager/Financial Secy

DLM:co

cc: **Terry S. Harvill**
Ruth Kretschmer
Richard E. Kolhauer
Strent Bohlen
Charles Fisher

Office: 1319 W. Butterfield Road • Suite 504 • Downers Grove, Illinois 60615-5601
(630) 960-4466 • Fax (630) 960-9607

YAHOO! FINANCE  [Home](#) - [Yahoo!](#) - [Help](#)

PR NEWSWIRE



The  **Q-card** Platinum Visa Card
Apply and Get Your Answer in 2 Minutes!
[Click Here!](#)

[[Business](#) | [US Market](#) | [By Industry](#) | [IPO](#) | [AP](#) | [S&P](#) | [Internationals](#) | [PRNews](#) | [BizWire](#)]

Monday March 29, 10:43 am Eastern Time

Company Press Release

SOURCE: The Rainbow PUSH Coalition

The Rainbow PUSH Coalition Supports the SBC-Ameritech Merger

WASHINGTON, March 29 /PRNewswire/ -- The Rainbow PUSH Coalition today announced that it supports the merger of SBC Communications and Ameritech because the merger promises to deliver the benefits of growth in the telecommunications industry to consumers, workers, small business and big business alike.

"Democratization of the telecommunications industry will be good for all people of our nation, not just for big business," said the Rev. Jesse L. Jackson, president and founder of the Coalition. "This merger is in the public interest and will deliver on that promise. Rainbow PUSH is proud to join so many, including the Communications Workers of America, the International Brotherhood of Electrical Workers and AFL-CIO, in supporting this merger."

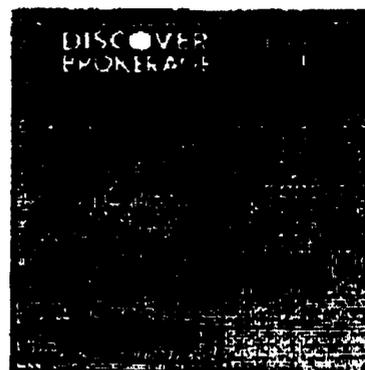
Over the last seven months, Rainbow PUSH has conducted an independent review of the major pending telecommunications mergers, including SBC- Ameritech. That review covered an analysis of the companies' employment and hiring practices, community-related programs, technology deployment practices, pricing rate structures and corporate-wide procurement activities.

"Rainbow PUSH found that these companies are truly concerned about implementing corporate practices that favor workers and consumers, creating employment opportunities and fostering small business growth," said Rev. Jackson. "Moreover, both companies have demonstrated a commitment to expanding corporate policies to ensure diversity and inclusion at all levels."

SBC Communications has created a program for increased participation of minorities in the financial services industry. It is also considering ways to diversify ownership in the industry, including the possibility of selling one or more of the overlapping SBC/Ameritech wireless properties to new market entrants. SBC is also increasing its deployment of services (including Internet, pay phone and international facilities) in areas that are still being neglected by other leading service providers.

Ameritech has increased its advertising expenditures with minority-owned media outlets and broadcasters. In addition, Ameritech has created an incentive-based diversity program targeted at senior management within various departments of the corporation.

Rainbow PUSH supports the prompt approval of the SBC-Ameritech merger by the Federal Communications Commission and regulators in Ohio and Illinois. Rainbow PUSH believes that the



leadership of both companies understand the importance of good business practices, and both are committed to ensuring that Americans across all economic levels benefit from the merger.

SOURCE: The Rainbow PUSH Coalition

Related News Categories: [telecom](#)

[Help](#)

Copyright © 1999 PRNewswire. All rights reserved. Republication or redistribution of PRNewswire content is expressly prohibited without the prior written consent of PRNewswire. PRNewswire shall not be liable for any errors or delays in the content, or for any actions taken in reliance thereon.
See our [Important Disclaimers and Legal Information](#).
[Questions or Comments?](#)



News Release



For further information, contact:

Lisa Kim, Ameritech, 312 220-2377; or pager, 800 800-9725
lisa.s.kim@ameritech.com

Selim Bingol, SBC Communications Inc., 210 351-3991; or pager 800 517-7022
bingols@corp.sbc.com

FOR IMMEDIATE RELEASE: Monday, March 29, 1999

Rainbow/PUSH Adds to Growing Support for SBC-Ameritech Merger

Endorsement Follows Justice Department Clearance

San Antonio, TX -- Today's endorsement of the SBC-Ameritech merger by the Rainbow/PUSH Coalition adds to a growing list of supporters who recognize the merger's benefits to residential and business consumers from all cultural and economic backgrounds.

Rainbow/PUSH is a nationally recognized advocacy organization dedicated to equality and economic, moral and political empowerment for America's African-American citizens and underprivileged communities. The Coalition's announcement follows a seven-month independent review of the merger. Earlier this week, the U.S. Justice Department gave a green light to the merger after a comprehensive review, finding the merger would not impede competition.

"This merger is in the public interest," said Rev. Jesse Jackson, president and founder of Rainbow/PUSH. "The merger promises to deliver the benefits of growth in the telecommunications industry to consumers, workers, small business and big business."

Rev. Jackson also praised both companies' commitment to inclusion and diversity, saying: "These companies are truly concerned about implementing corporate practices that favor workers and consumers, creating employment opportunities and fostering small business growth."

-more-

"We appreciate the support of Rev. Jackson and the Rainbow/PUSH Coalition," said Edward E. Whitacre Jr., chairman and chief executive officer of SBC. "In its study of our merger and our industry, the Coalition raised a number of important issues that we must continue to address as we work to create growth and opportunities for our customers, our employees and our communities. We look forward to working with the Coalition on these issues."

"Rev. Jackson has observed that good mergers create new opportunities for consumers and entrepreneurs; that they offer new, innovative services at competitive prices, and that good mergers benefit the public interest and do not result in thousands of layoffs," Whitacre said. "The proposed SBC-Ameritech merger clearly meets these objectives."

"Rainbow/PUSH recognizes that the SBC-Ameritech merger is about growth, jobs, opportunities and inclusion," said Richard C. Notebaert, chairman and chief executive officer of Ameritech. "The Rev. Jackson and the Rainbow/PUSH Coalition carefully scrutinized the impact of the merger on the community, and we are grateful that they have found our merger meets their very high standards."

Rev. Jackson recently praised the commitments by SBC and Ameritech to target the maintenance of \$100 million in various funds, banking or other financial functions, to minority-owned firms. "This is an important, tangible commitment to inclusion," he said. "It is also a well-needed leadership example for the telecommunications industry."

Since the two companies announced plans to merge in May of 1998, the merger has received clearances from European regulators; it has been overwhelmingly approved by shareholders of both companies; has won the support of the Communications Workers of America, the International Brotherhood of Electrical Workers, and the AFL-CIO. It has been endorsed by a variety of business and consumer leaders, industry analysts and elected officials. It also has been endorsed by newspapers around the Ameritech region. The merger is now being reviewed by the Federal Communications Commission and the utility commissions of Illinois and Ohio. The companies hope to complete the transaction by the middle of 1999.

SBC Communications Inc. (www.sbc.com) is a global leader in the telecommunications industry, with more than 37 million access lines and 6.9 million wireless customers across the United States, as well as investments in telecommunications businesses in 11 countries. Under the Southwestern Bell, Pacific Bell, SNET, Nevada Bell and Cellular One brands, SBC, through its subsidiaries, offers a wide range of innovative services. SBC offers local and long-distance telephone service, wireless communications, data communications, paging, Internet access, and messaging, as well as telecommunications equipment, and directory advertising and publishing. SBC has more than 129,000 employees and its annual revenues rank it in the top 50 among Fortune 500 companies.

Ameritech (NYSE: AIT) serves millions of customers in 50 states and 40 countries. Ameritech provides a full range of communications services including local and long-distance telephone and data, cellular, paging, security, cable TV, Internet and more. One of the world's 100 largest companies, Ameritech (www.ameritech.com) has 70,500 employees, 1 million shareowners and more than \$30 billion in assets.

###



Exhibit H