

AT&T'S INTEREST IN EXCITE@HOME

Equity Interest in At Home Corporation. AT&T holds approximately a 25 percent equity interest in At Home Corporation. Because AT&T currently owns all outstanding shares of the company's Series B common stock, 30,800,000 shares, each of which carries ten votes per share, AT&T has approximately a 57 percent voting interest in At Home Corporation. However, currently outstanding options and warrants held by others, if exercised, would reduce AT&T's voting interest below 50 percent and its equity interest below 20 percent.

Management and Board of Directors. Four of At Home's eleven directors are directors, officers or employees of AT&T or its affiliates. Three of these four directors are Series B directors. There are five series B directors in total. AT&T's ownership of all the Series B common stock gives AT&T the right to elect five Series B directors, one of which is designated by Comcast and one of which is designated by Cox.

So long as AT&T owns at least 15,400,000 shares of At Home's Series B common stock and holds a majority of At Home's voting power, the At Home board may take action only if approved by a majority of the whole board and by at least four of the five Series B directors. As a result, corporate actions generally require the approval of AT&T's three Series B directors and one, or in some cases both, of the directors designated by Comcast and Cox. Thus, Comcast and Cox, acting together or in some cases separately, exercise negative control and may block any action by the board that is favored by AT&T.

AT&T WIRELESS/MEDIAONE OVERLAPS

The attached chart shows the areas of overlap between AT&T's commercial mobile radio service licenses and MediaOne's cable franchises.¹ As the Commission has recognized, there are numerous competitors providing commercial mobile services. "There are now at least five mobile telephone providers in each of the 35 largest Basic Trading Areas (BTAs), and at least three mobile telephone providers in 97 of the 100 largest BTAs in the United States."² More than 231.6 million Americans live in markets in which there are at least three and as many as seven wireless providers.³ This robust competition has caused mobile telephone prices to fall "substantially" since 1998,⁴ with new entrants expected to take half of the industry's net new subscribers this year.⁵

¹ While AT&T has endeavored to be as accurate as possible, note that PCS and cellular licenses and cable franchises all have different boundaries, and the areas of overlap are therefore not exact.

² *Fourth Annual Report on State of Wireless Competition*, FCC 99-136 (rel. June 24, 1999) ("*Fourth Report*"), at 6.

³ *CTIA's Who's Where in Wireless: 1999* (Cellular Telecommunications Industry Assn. 1999), at 2.

⁴ *Fourth Report* at 21.

⁵ *Id.* at 24.

**AT&T Wireless - MediaOne Cable
License Comparison Chart**

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|-------------------|---------|---|
| CA | Los Angeles MSA 2 | 55.62% | <ul style="list-style-type: none"> • Bell Gardens, City of (LA County) • Bellflower, City of (LA County) • Canyon Lake, City of (Riverside County) • Carson, City of (LA County) • Compton, City of (LA County) • Corona, City of (Orange County) • Costa Mesa, City of (Orange County) • Covina, City of (LA County) • Culver City, City of (LA County) • Cypress, City of (Orange County) • Downey, City of (LA County) • Hawaiian Gardens, City of (LA County) • Inglewood, City of (LA County) • La Mirada, City of (LA County) • La Palma, City of (Orange County) • Lake Elsinore, City of (Riverside County) • Lakewood, City of (LA County) • Lomita, City of (LA County) • LA County (E. Compton) • LA County (Westchester) • LA County (Athens, Willowbrook, Florence, Compton) • LA County (Covina) • LA County (Harbor) • LA County (Kagel Cyn) • LA County (Lakewood) |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|-----------------|---------|--|
| | | | <ul style="list-style-type: none"> • LA County (Newhall) • LA, City of (Area B) Tujunga • LA, City of (Area D) Sylmar • LA, City of (Area I) Hollywood, Wilshire, Westside • LA, City of (Area J) Westchester • LA, City of (Area K) So. Central • LA, City of (Area M) Wilmington • Lynwood, City of (LA County) • Maywood, City of (LA County) • Murrieta, City of (Riverside County) • Orange County • Orange County (Costa Mesa) • Paramount, City of (LA County) • Pomona, City of (LA County) • Riverside County (Lake Elsinore/The Farm) • Santa Clarita, City of (LA County) • Santa Fe Springs, City of (LA County) • South El Monte, City of (LA County) • Westside Cities CATV Authority (San Bernadino) |
| CA | Fresno MSA 74 | 100% | <ul style="list-style-type: none"> • Clovis, City of (Fresno) • Fowler, City of (Fresno County) • Fresno County • Fresno County (Firebaugh & Del Ray) • Fresno, City of • Kingsburg, City of (Fresno) • Parlier, City of (Fresno) • Reedley, City of (Fresno) • Sanger, City of (Fresno) |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|----------------------|---------|---|
| | | | <ul style="list-style-type: none"> • Selma, City of (Fresno) |
| CA | Sacramento MSA 35 | 100% | <ul style="list-style-type: none"> • Auburn Lakes (Private - Placer County) |
| CA | Stockton MSA 107 | 100% | <ul style="list-style-type: none"> • Lathrop, City of (San Joaquin County) • Lodi, City of (San Joaquin County) • Manteca, City of (San Joaquin County) • San Joaquin County(Lodi) • San Joaquin County • Stockton, City of (San Joaquin) |
| CA | Visalia MSA 150 | 96.11% | <ul style="list-style-type: none"> • Dinuba, City of (Tulare County) • Tulare County • Tulare, City of • Tustin, City of • Visalia, City of |
| CA | Yuba City MSA 274 | 96.5% | <ul style="list-style-type: none"> • Beale AFB, City of (Yuba County) • Live Oak, City of (Sutter County) • Marysville, City of (Yuba) • Sutter County • Wheatland, City of (Yuba County) • Yuba City, City of • Yuba County |
| CA | California 3 RSA 338 | 100% | <ul style="list-style-type: none"> • Amador, City of (Amador County) • Amador County • Angels Camp (City of Angels) (Calaveras County) • Calaveras County |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|--|---------|--|
| | | | <ul style="list-style-type: none"> • Jackson, City of (Amador) • Plymouth, City of (Amador) • Sutter Creek (Amador) |
| CA | California 11 RSA Pending Deal to Acquire License | | <ul style="list-style-type: none"> • El Dorado County • El Dorado Hills (El Dorado County) • Placerville, City of (El Dorado County) |
| CA | California 12 RSA 347 | 100% | <ul style="list-style-type: none"> • Corcoran, City of (Kings County) • Hanford, City of (Kings County) • Kings County • Lemoore Naval Air Station (Kings County) • Lemoore, City of (Kings County) |
| FL | Jacksonville MSA 51 | 100% | <ul style="list-style-type: none"> • Atlantic Beach (Duval County) • Baker County • Baldwin (Duval County) • Callahan (Nassau County) • Cecil Field (Dept. of Navy) • Clay County • Fernandina Beach (Nassau County) • Glen St. Mary (Baker County) • Green Cove Springs (Clay County) • Hastings (St. Johns County) • Hilliard, Town of (Nassau County) • Jacksonville Beach, City of • Jacksonville, City of • Macclenney (Baker County) • Mayport Naval Station (Duval County) |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|-----------------|---------|--|
| | | | <ul style="list-style-type: none"> • Nassau County • Nassau County (uninc. Amelia Island) • Naval Air Station, Jacksonville • Neptune Beach, City of (Duval County) • Orange Park, Town of (Clay County) • St. Johns County |
| FL | Miami MSA 12 | 100% | <ul style="list-style-type: none"> • Broward County • Coral Gables, City of (Dade County) • Deerfield Beach, City of (Broward County) • Hialeah Gardens, City of (Dade County) • Hialeah, City of (Dade County) • Hillsboro Beach, Town of (Broward County) • Lauderdale, City of (Broward County) • Lazy Lake, Village of (Broward County) • Lighthouse Point (Broward County) • Medley, Town of (Dade County) • Metro Dade County • Miami Springs, City of (Dade County) • Oakland Park, City of (Broward County) • Plantation, City of (Broward County) • Pompano Beach, City of (Broward County) • Sunrise, City of (Broward County) • Sweetwater, City of (Dade County) • Tamarac, City of (Broward County) • Virginia Gardens, Village of (Dade County) • West Miami, City of (Dade County) • Weston, City of (Broward County) • Wilton Manors, City of (Broward County) |

| STATE | WIRELESS MARKET | % OWNED | MEDIAGONE CABLE FRANCHISES |
|-------|-----------------|---------|--|
| GA | Atlanta MTA 11 | 100% | <ul style="list-style-type: none"> • Acworth (Cobb County) • Alpharetta (Fulton) • Atlanta (Fulton & DeKalb) • Austell (Cobb & Douglas) • Avondale Estates (DeKalb) • Bartow County • Berkeley Lake (Gwinnett) • Brooks (Fayette) • Cherokee County • Clarkston (DeKalb) • Clayton County • Cobb County • Cobb County • College Park (Fulton & Clayton) • Conyers (Rockdale) • Coweta County • Decatur (DeKalb) • DeKalb County • Dobbins AFB (Cobb) • Douglas County • Douglasville (Douglas) • Duluth (Gwinnett) • East Point (Fulton) • Fairfield Planation (Chatham) • Fayette County • Fayetteville (Fayette) • Forest Park (Clayton) • Ft. Gillem & Ft. McPherson (Clayton & Fulton) |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|-----------------|---------|--|
| | | | <ul style="list-style-type: none"> • Fulton County - North • Fulton County - South • Fulton County • Grayson (Gwinnett) • Gwinnett County • Hapeville (Fulton) • Henry County • Holly Springs • Jonesboro (Clayton) • Kennesaw (Cobb) • Lake City (Clayton) • Lilburn (Gwinnett) • Lithia Springs (Douglas) • Lithonia (DeKalb) • Loganville (Gwinnett & Walton) • Lovejoy (Clayton) • Marietta (Cobb) • Marietta (Cobb) • Morrow (Clayton) • Newton County • Norcross (Gwinnett) • Peachtree City • Pine Lake (DeKalb) • Powder Springs (Cobb) • Riverdale (Clayton) • Rockdale County • Roswell (Fulton) • Roswell (Fulton) • Snellville (Gwinnett) |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|-----------------|---------|---|
| | | | <ul style="list-style-type: none"> • Stone Mountain (DeKalb) • Tyrone (Fayette) • Woodstock (Cherokee) • Woolsey (Fayette) |
| GA | Athens MSA 234 | 7.14% | <ul style="list-style-type: none"> • Holly Springs (Jackson County) |
| IL | Chicago MTA 3 | 100.00% | <ul style="list-style-type: none"> • Bedford Park, Village of • Beecher, Village of • Bensenville, Village of • Berkeley, Village of • Bolingbrook, Village of • Bridgeview, Village of • Broadview, Village of • Buffalo Grove, Village of • Burbank, City of • Burnham, Village of • Burr Ridge, Village of • Calumet City • Calumet Park, Village of • Cedarville, Village of • Cicero, Town of • Clarendon Hills, Village of • Country Club Hills, City of • Countryside, City of • Crest Hill, Village of • Darien, City of • Dixmoor, Village of • Dolton, Village of |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|-----------------|---------|--|
| | | | <ul style="list-style-type: none"> • Downers Grove, Village of • DuPage County, Unincorporated • East Hazel Crest, Village of • Elk Grove Village • Elmhurst, City of • Elmwood Park, Village of • Evanston, City of • Freeport, City of • Forest Park, Village • Forest View, Village of • Frankfort, Village of • Franklin Park, Village of • Hillside, Village of • Hinsdale, Village of • Hodgkins, Village of • Hoffman Estates, Village of • Homewood, Village of • Inverness, Village of • Joliet, City of • Justice, Village of • Kankakee County, Unincorporated • Lemont, Village of • Lincoln • Lincolnwood, Village of • Lockport, City of • Logan County • Lombard, Village of • Lyons, Village of • Mantena, Village of |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|-----------------|---------|--|
| | | | <ul style="list-style-type: none"> • Marquette Heights • McCook, Village of • Merrionette, Park, Village of • Mokena, Village of • Monee, Village of • Morton • Morton Grove, Village of • New Lenox • Niles, Village of • Northfield • North Riverside, Village of • Oak Brook, Village of • Oakbrook Terrace, City of • Oak Park, Village of • Palatine, Village of • Palos Heights, City of • Pekin • Pekin, North • Pekin, South • Peotone, Village of • Plainfield, Village of • Riverdale, Village of • River Forest, Village of • River Grove, Village of • Rockdale, Village of • Rolling Meadow, City of • Romeoville, Village of • Sauk, Village of • Schiller Park, Village of |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|-------------------------|---------|---|
| | | | <ul style="list-style-type: none"> • Shorewood, Village of • Stephenson County • Stone Park, Village of • Summit, Village of • Tazewell County • Tremont • Unincorporated Cook County • Unincorporated Cook County (Dolton) • Unincorporated Cook County (Elmhurst) • Unincorporated Cook County (Morton Grove) • Westchester • Westmont, Village of • Will County, Unincorporated • Willowbrook, Village of • Willow Springs • Wilmette, Village of • Woodridge, Village of |
| IL | St. Louis MTA 19 | 100% | <ul style="list-style-type: none"> • Quincy, City of |
| MA | Boston-Providence MTA 8 | 100% | <ul style="list-style-type: none"> • Achushnet, Town of (Bristol) • Agawam, City of (Hampden) • Amherst, Town of (Hampshire) • Andover, Town of (Essex County) • Arlington, Town of (Middlesex) • Ashland, Town of (Middlesex) • Attleboro, City of (Bristol) • Avon, Town of (Norfolk) • Barnstable, Town of (Barnstable County) • Bellingham, Town of (Norfolk) • Berkley, Town of (Bristol) |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|-----------------|---------|---|
| | | | <ul style="list-style-type: none"> • Bernardston, Town of (Franklin) • Beverly, City of (Essex) • Billerica, Town of (Middlesex) • Blackstone, Town of (Worcester) • Bolton, Town of (Worcester) • Boxford, Town of (Essex) • Brewster, Town of (Franklin) • Bridgewater, Town of (Plymouth) • Brockton, City of (Plymouth) • Buckland, Town of (Franklin) • Burlington, Town of (Middlesex) • Cambridge, City of (Middlesex) • Canton, Town of (Norfolk) • Chatham, Town of (Barnstable) • Chelmsford, Town of (Middlesex) • Chelsea, City of (Suffolk) • Chester, Town of (Hampden) • Clinton, Town of (Worcester) • Cohasset, Town of (Norfolk) • Conway, Town of (Franklin) • Dartmouth, Town of (Bristol) • Dedham, Town of (Norfolk) • Deerfield, Town of (Franklin) • Dennis, Town of (Barnstable) • Dighton, Town of (Bristol) • Dover, Town of (Norfolk) • Dracut, Town of (Middlesex) • East Bridgewater, Town of (Plymouth) • Eastham, Town of (Barnstable) |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|-----------------|---------|--|
| | | | <ul style="list-style-type: none"> • Easton, Town of (Bristol) • Erving, Town of (Franklin) • Everett, City of (Middlesex) • Fairhaven, Town of • Fall River, Town of (Bristol) • Foxborough, Town of (Norfolk) • Franklin, Town of (Norfolk) • Freetown, Town of (Bristol) • Gill, Town of (Franklin) • Granby, Town of (Hampshire) • Granville, Town of (Hampden) • Greenfield, Town of (Franklin) • Hamilton, Town of (Essex) • Hanover, Town of (Plymouth) • Hanson, Town of (Plymouth) • Hardwick, Town of (Worcester) • Harwich, Town of (Barnstable) • Hatfield, Town of (Hampshire) • Hingham, Town of (Plymouth) • Holbrook, Town of (Norfolk) • Holliston, Town of (Middlesex) • Holyoke, Town of (Hampden) • Hopedale, Town of (Worcester) • Hopkinton, Town of (Middlesex) • Hull, Town of (Plymouth) • Huntington, Town of (Hampshire) • Ipswich, Town of (Essex) • Lakeville, Town of (Plymouth) • Lancaster, Town of (Worcester) |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|-----------------|---------|---|
| | | | <ul style="list-style-type: none"> • Lawrence, City of (Essex) • Longmeadow, Town of (Hampden) • Lowell, City of (Middlesex) • Lynn, City of (Essex) • Malden, City of (Middlesex) • Manfield, Town of (Bristol) • Marblehead, Town of (Essex) • Marion, Town of (Plymouth) • Marlborough, City of (Middlesex) • Mashpee, Town of (Barnstable) • Mattapoisett, Town of (Plymouth) • Medfield, Town of (Norfolk) • Medford, City of (Middlesex) • Medway, Town of (Norfolk) • Melrose, City of (Middlesex) • Mendon, Town of (Worcester) • Methuen, City of (Essex) • Middleborough, Town of (Plymouth) • Middleton, Town of (Essex) • Milford, Town of (Worcester) • Millis, Town of (Norfolk) • Milton, Town of (Norfolk) • Monson, Town of (Hampden) • Montague, Town of (Franklin) • Nahant, Town of (Essex) • Nantucket, Town of (Nantucket) • Natick, Town of (Middlesex) • Needham, Town of (Norfolk) • New Bedford, Town of (Bristol) |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|-----------------|---------|--|
| | | | <ul style="list-style-type: none"> • Newbury, Town of (Essex) • Newburyport, City of (Essex) • Newton, City of (Middlesex) • Norfolk, Town of (Norfolk) • North Andover, Town of (Essex) • North Attleborough, Town of (Bristol) • Northampton, City of (Hampshire) • Northfield, Town (Franklin) • Norton, Town of (Bristol) • North Reading, Town of (Middlesex) • Norwell, Town of (Plymouth) • Orleans, Town of (Barnstable) • Palmer, Town of (Hampden) • Pelham, Town of (Hampshire) • Phillipston, Town of (Worcester) • Plainville, Town of (Norfolk) • Provincetown, Town of (Barnstable) • Quincy, City of (Norfolk) • Randolph, Town of (Norfolk) • Raynham, Town of (Bristol) • Reading, Town of (Middlesex) • Rehobeth, Town of (Bristol) • Revere, City of (Suffolk) • Rochester, Town of (Plymouth) • Rowley, Town of (Essex) • Salem, City of (Essex) • Saugus, Town of (Essex) • Scituate, Town of (Plymouth) • Seekonk, Town of (Bristol) |

| STATE | WIRELESS MARKET | % OWNED | MEDIACABLE CABLE FRANCHISES |
|-------|-----------------|---------|--|
| | | | <ul style="list-style-type: none"> • Sharon, Town of (Norfolk) • Shelburne, Town of (Franklin) • Sherborn, Town of (Middlesex) • Somerset, Town of (Bristol) • Somerville, City of (Middlesex) • South Hadley, Town of (Hampshire) • Southwick, Town of (Hampden) • Springfield, City of (Hampden) • Sterling, Town of (Worcester) • Stoneham, Town of (Middlesex) • Stoneham, Town of (Jerry Jingle section) (Middlesex) • Stoughton, Town of (Norfolk) • Sunderland, Town of (Worcester) • Swampscott, City of (Essex) • Swansea, Town of (Bristol) • Taunton, City of (Bristol) • Tewksbury, Town of (Middlesex) • Topsfield, Town of (Essex) • Truro, Town of (Barnstable) • Upton, Town of (Worcester) • Wakefield, Town of (Middlesex) • Walpole, Town of (Norfolk) • Waltham, City of (Middlesex) • Ware, Town of (Hampshire) • Wareham, Town of (Plymouth) • Warren, Town of (Worcester) • Watertown, Town of (Middlesex) • Wayland, Town of (Middlesex) |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|---|---------|---|
| | | | <ul style="list-style-type: none"> • Wellesley, Town of (Norfolk) • Wellfleet, Town of (Barnstable) • Wenham, Town of (Essex) • West Bridgewater, Town of (Plymouth) • West Newbury, Town of (Essex) • West Springfield, Town of (Hampden) • Westfield, City of (Hampden) • Westhampton, Town of (Hampshire) • Weston, Town of (Middlesex) • Weymouth, Town of (Norfolk) • Whately, Town of (Franklin) • Whitman, Town of (Plymouth) • Williamsburg, Town of (Hampshire) • Wilmington, Town of (Middlesex) • Winchendon, town of (Worcester) • Winchester, Town of (Middlesex) • Winthrop, Town of (Suffolk) • Woburn, City of (Middlesex) • Wrentham, Town of (Norfolk) • Yarmouth, Town of (Barnstable) |
| ME | Portsmouth-Dover-Rochester MSA 156 (Also Boston-Providence MTA 8) | 100% | <ul style="list-style-type: none"> • Berwick, Town of (York County) • Eliot, Town of (York County) • Kittery, Town of (York County) • South Berwick, Town of (York County) |
| MI | Detroit MTA 5 | 100% | <ul style="list-style-type: none"> • Alaeidon Township • Ann Arbor, City of (Washtenaw County) • Ann Arbor, Township of (Washtenaw) |

| STATE | WIRELESS MARKET | % OWNED | MEDIACABLE CABLE FRANCHISES |
|-------|-----------------|---------|---|
| | | | <ul style="list-style-type: none"> • Blackman Township • Barton Hills, Village of (Washtenaw) • Belleville, City of (Wayne) • Beverly Hills, Village of (covered by Birmingham franchise) (Oakland) • Bingham Farms, Village of (covered by Birmingham franchise)(Oakland) • Birmingham, City of (Oakland) • Bloomfield Hills (Oakland) • Bloomfield Township (Oakland) • Brighton, City of (Livingston) • Brighton, Township of (Livingston) • Brooklyn Village • Cambridge, Township of • Canton, Township of (Wayne) • Cement City • Chelsea, Village of (Washtenaw) • Clinton, Village of (Macomb) • Columbia Township • Dearborn Heights, City of (Wayne) • Dearborn, City of (Wayne) • Delhi, Township of • Delta Township • Dewitt, City of • Dewitt, Township of • Dexter, Village of (Washtenaw) • Dundee, Village of (Monroe) • Eaton Rapids • Eaton Rapids Township |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|-----------------|---------|--|
| | | | <ul style="list-style-type: none"> • Franklin, Township of • Franklin, Village of (covered by Birmingham franchise)(Oakland) • Genoa, Township of (Livingston) • Grand Ledge • Green Oak, Township of (Livingston) • Hamlin Township • Hamtramck, City of (Wayne) • Hazel Park, City of (Oakland) • Holland • Howell, City of (Livingston) • Keego Harbor, City of (Oakland) • Jackson • Lansing, City of • Lansing Township • Lathrup Village, City of (Oakland) • Leoni, Township of • Liberty, Township of • Lima, Township of (Washtenaw) • Lodi, Township of (Washtenaw) • Madison Heights, City of (Oakland) • Manchester, Village of (Washtenaw) • Milan, City of (Washtenaw & Monroe) • Napoleon • Northville, City of (Wayne & Oakland) • Northville, Township of (Wayne) • Norvell, Township of • Oak Park, City of (Oakland) • Oceola, Township of (Livingston) |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|-----------------|---------|--|
| | | | <ul style="list-style-type: none"> • Oneida Township • Onsted Village • Orchard Lake, City of (Oakland) • Pittsfield, Township of (Washtenaw) • Plymouth, City of (Wayne) • Plymouth, Township of (Wayne) • Rives Township • Romulus, City of (Wayne) • Roseville, City of (Macomb) • Royal Oak, Township of (Oakland) • Saline, City of (Washtenaw) • Saline, Township of (Washtenaw) • Sandstone, Township of • Scio, Township of (Washtenaw) • Somerset, Township of • Southfield, City of (Oakland) • Spring Arbor, Township of • Superior, Township of (Washtenaw) • Sylvan Lake, City of (Oakland) • Sylvan, Township of (Washtenaw) • Summit, Township of • Van Buren Township 1 (Wayne) • Van Buren Township 2 (Wayne) • Watertown, Township of • Wayne, City of (Wayne) • Webster, Township of (Washtenaw) • West Bloomfield, Township of (Oakland) • Westland, City of (Wayne) • Windsor Township |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|--------------------|---------|--|
| | | | <ul style="list-style-type: none"> • Woodstock, Village of • Ypsilanti, City of (Washtenaw) • Ypsilanti, Township of (Washtenaw) |
| MN | Minneapolis MSA 15 | 100% | <ul style="list-style-type: none"> • Burnsville/Eagan - Burnsville • Burnsville/Eagan - Eagan • Central St. Croix - Bayport/Baytown Township • Central St. Croix - Oak Park Heights • Central St. Croix - Stillwater/Stillwater Township • Central St. Croix - West Lakeland Township • Columbia Heights • Coon Rapids • Gem Lake • Hastings • Hilltop • Hugo • Landfall • Lower St. Croix - Afton • Lower St. Croix - Lakeland • Lower St. Croix - Lakeland Shores • Lower St. Croix - St. Croix Beach • Lower St. Croix - St. Mary's Point • North Metro - Blaine • North Metro - Centerville • North Metro - Circle Pines • North Metro - Ham Lake • North Metro - Lexington • North Metro - Lino Lakes • North Metro - Spring Lake Park |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|-----------------|---------|---|
| | | | <ul style="list-style-type: none"> • North Suburban - Arden Hills • North Suburban - Falcon Heights • North Suburban - Lauderdale • North Suburban - Little Canada • North Suburban - Mounds View • North Suburban - New Brighton • North Suburban - North Oaks • North Suburban - Roseville • North Suburban - Shoreview • North Suburban - St. Anthony • Northern Dakota - Inver Grove Heights • Northern Dakota - Lilydale • Northern Dakota - Mendota • Northern Dakota - Mendota Heights • Northern Dakota - South St. Paul • Northern Dakota - Sunfish Lake • Northern Dakota - West St. Paul • Northwest Suburbs - Brooklyn Center • Northwest Suburbs - Brooklyn Park • Northwest Suburbs - Corcoran • Northwest Suburbs - Crystal • Northwest Suburbs - Golden Valley • Northwest Suburbs - Hanover • Northwest Suburbs - Maple Grove • Northwest Suburbs - Medicine Lake • Northwest Suburbs - New Hope • Northwest Suburbs - Osseo • Northwest Suburbs - Plymouth • Northwest Suburbs - Robbinsdale |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|-------------------------|---------|--|
| | | | <ul style="list-style-type: none"> • Northwest Suburbs - Rogers • Oak Grove • Pine Springs • Quad Cities - Andover • Quad Cities - Anoka • Quad Cities - Champlin • Quad Cities - Ramsey • Ramsey/Washington - Birchwood • Ramsey/Washington - Dellwood • Ramsey/Washington - Grant Township • Ramsey/Washington - Lake Elmo • Ramsey/Washington - Mahtomedi • Ramsey/Washington - Maplewood • Ramsey/Washington - North St. Paul • Ramsey/Washington - Oakdale • Ramsey/Washington - Vadnais Heights • Ramsey/Washington - White Bear Lake • Ramsey/Washington - White Bear Township • Ramsey/Washington - Willernie • South Washington - Cottage Grove • South Washington - Denmark Township • South Washington - Grey Cloud Island • South Washington - Newport • South Washington - St. Paul Park • South Washington - Woodbury • St. Paul |
| NH | Boston-Providence MTA 8 | 100% | <ul style="list-style-type: none"> • Alexandria, Town of (Grafton) • Allenstown, Town of (Merrimack) |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|-----------------|---------|---|
| | | | <ul style="list-style-type: none"> • Antrim, Town of (Hillsborough) • Auburn, Town of (Rockingham County) • Bedford, Town of (Hillsborough) • Boscawen, Town of (Merrimack) • Bow, Town of (Merrimack) • Brentwood, Town of (Rockingham) • Bridgewater, Town of • Bristol, Town of • Candia, Town of (Rockingham) • Canterbury, Town of • Chichester, Town of • Concord, Town of • Derry, Town of (Rockingham) • Dover, City of (Strafford) • Durham, Town of (Strafford) • East Kingston, Town of (Rockingham) • Epping, Town of (Rockingham) • Epsom, Town of • Exeter, Town of (Rockingham) • Freemont, Town of (Rockingham) • Goffstown, Town of • Greenland, Town of (Rockingham) • Hampstead, Town of (Rockingham) • Hampton Falls, Town of (Rockingham) • Hampton, Town of (Rockingham) • Hebron, Town of • Henniker, Town of • Hillsborough, Town of • Hooksett, Town of |

| STATE | WIRELESS MARKET | % OWNED | MEDIA ONE CABLE FRANCHISES |
|-------|-----------------|---------|--|
| | | | <ul style="list-style-type: none"> • Hopkinton, Town of • Kensington, Town of (Rockingham) • Lee, Town of (Strafford) • Loudon, Town of • Madbury, Town of (Strafford) • Manchester, Town of • Nashua, Town of • New Boston, Town of • New Castle, Town of (Rockingham) • Newfields, Town of (Rockingham) • New Hampton, Town of • Newington, Town of (Rockingham) • Newmarket, Town of (Rockingham) • Northfield, Town of • North Hampton, Town of (Rockingham) • Nottingham, Town of (Rockingham) • Pembroke, Town of • Plaistow, Town of (Rockingham) • Portsmouth Naval Shipyard (Rockingham) • Portsmouth, City of (Rockingham) • Raymond, Town of (Rockingham) • Rollinsford, Town of (Strafford) • Rye, Town of (Rockingham) • Salem, Town of (Rockingham) • Sandown, Town of (Rockingham) • Seabrook, Town of (Rockingham) • Somersworth, City of (Strafford) • Stratham, Town of (Rockingham) • Weare, Town of |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|---------------------------|---------|---|
| | | | <ul style="list-style-type: none"> • Windham, Town of (Rockingham) |
| NH | Manchester-Nashua MSA 133 | 2.48% | <ul style="list-style-type: none"> • Deering, Town of (Hillsborough County) • Dover, City of (Strafford County) • Durham, Town of (Strafford County) • Goffstown, Town of (Hillsborough County) • Hillsborough, Town of • Lee, Town of (Strafford County) • Madbury, Town of (Strafford County) • Manchester, City of (Hillsborough County) • Nashua, City of (Hillsborough County) • New Boston, Town of (Hillsborough County) • Rollinsford, Town of (Strafford County) • Somersworth, City of (Strafford County) • Weare, Town of (Hillsborough County) |
| NY | New York BTA 321 | 100% | <ul style="list-style-type: none"> • Bedford, Town of (Westchester) • Blooming Grove, Town of • Briarcliff Manor, Village of (Westchester) • Buchanan, Village of (Westchester) • Cold Spring, Village of (Putnam) • Cortlandt, Town of (Westchester) • Croton-on-Hudson (Westchester) • Harriman, Village of (Orange) • Haverstraw, Town of (Rockland) • Haverstraw, Village of (Rockland) • Monroe, Town of (Orange) • Monroe, Village of (Orange) • Mount Pleasant (Westchester) |

| STATE | WIRELESS MARKET | % OWNED | MEDIACONE CABLE FRANCHISES |
|-------|-----------------|---------|--|
| | | | <ul style="list-style-type: none"> • Nelsonville, Village of (Putnam) • New Castle, Town of (Westchester) • Ossining, Town of (Westchester) • Ossining, Village of (Westchester) • Peekskill, City of (Westchester) • Philipstown, Town of (1) (Putnam) • Philipstown, Town of (2) (Putnam) • Pleasantville, Village of (Westchester) • Pomona, Village of (Rockland) • Ramapo, Town of (Rockland) • Stony Point, Town of (Rockland) • Tarrytown, Village of (Westchester) • West Haverstraw, Village of (Rockland) • Woodbury, Town of (Nassau) |
| NY | New York MSA 1 | 98.33% | <ul style="list-style-type: none"> • Bedford, Town of (Westchester) • Briarcliff Manor, Village of (Westchester) • Buchanan, Village of (Westchester) • Cold Spring, Village of (Putnam) • Cortlandt, Town of (Westchester) • Croton-on-Hudson (Westchester) • Haverstraw, Town of (Rockland) • Haverstraw, Village of (Rockland) • Mount Pleasant (Westchester) • Nelsonville, Village of (Putnam) • New Castle, Town of (Westchester) • Ossining, Town of (Westchester) • Ossining, Village of (Westchester) • Peekskill, City of (Westchester) |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|------------------|---------|--|
| | | | <ul style="list-style-type: none"> • Philipstown, Town of (1) (Putnam) • Philipstown, Town of (2) (Putnam) • Pleasantville, Village of (Westchester) • Pomona, Village of (Rockland) • Ramapo, Town of (Rockland) • Stony Point, Town of (Rockland) • Tarrytown, Village of (Westchester) • West Haverstraw, Village of (Rockland) • Woodbury, Town of (Nassau) |
| OH | Cleveland MTA 16 | 75% | <ul style="list-style-type: none"> • Amherst Township, Village of (Lorain) • Amherst, City of (Lorain) • Avon Lake, City of (Lorain) • Bay Village, City of (Cuyahoga) • Carlisle, Township of (Lorain) • Eastlake, City of (Lake) • Eaton, Township of (Lorain) • Elyria, City of (Lorain) • Elyria, Township of (Lorain) • Fairport Harbor, Village of (Lake) • Grand River, Village of (Lake) • Lakeline, Village of (Lake) • Mentor, City of (Lake) • North Ridgeville, City of (Lorain) • Painesville, City of (Lake) • South Amherst, Village of (Lorain) • Timberlake, Village of (Lake) • Wickliffe, City of (Lake) • Willoughby Hills, City of (Lake) |

| STATE | WIRELESS MARKET | % OWNED | MEDIAONE CABLE FRANCHISES |
|-------|-----------------|---------|--|
| | | | <ul style="list-style-type: none"> • Willoughby, City of (Lake) |
| VA | Richmond MTA 23 | 100% | <ul style="list-style-type: none"> • Ashland (Hanover) • Goochland County • Hanover County • Henrico County • Louisa County • Richmond (Henrico County) |

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AT&T WIRELESS/VODAFONE OVERLAPS

The attached chart shows the areas of overlap between the commercial mobile service licenses held by AT&T and those held by Vodafone Group, PLC. MediaOne holds a passive interest of 4.9 percent in Vodafone; it exercises no control or influence over the domestic operations of Vodafone, and is not involved in the management of Vodafone or its CMRS operations.¹ Under the Commission's spectrum cap, stock ownership is not attributable unless it amounts to 20 percent or more of the equity or voting stock of the CMRS licensee in the service area, or otherwise constitutes control of the licensee.² Because MediaOne's interest in Vodafone is far below the 20 percent attribution level, the proposed merger will not cause AT&T to exceed the spectrum cap.³

¹ MediaOne has monetized most of its stockholdings in Vodafone. See Public Interest Statement at n.90.

² 47 C.F.R. § 20.6. The CMRS spectrum cap is the subject of a pending rulemaking proceeding. See *Notice of Proposed Rulemaking, 1998 Biennial Regulatory Review – Spectrum Aggregation Limits for Wireless Telecommunications Carriers*, WT Docket No. 98-205 (FCC Dec. 10, 1998) (“*CMRS Spectrum Cap NPRM*”).

³ AT&T has noted that it may require a temporary waiver of Section 22.942 of the Commission's rules, 47 C.F.R. § 22.942, if that provision remains in effect. Public Interest Statement at n.91. Section 22.942, which was adopted when there were only two cellular licensees in each market, before the Commission's allocation of spectrum for PCS, prohibits an entity from having an ownership interest in licensees for both channel blocks in overlapping cellular service areas unless the interests pose no substantial threat to competition. As part of its *CMRS Spectrum Cap NPRM*, the Commission is reconsidering the continued need for Section 22.942.

**AirTouch Cellular B Block/AWS Cellular A Block
License Overlap**

| STATE | AIRTOUCH B BLOCK CELLULAR | PERCENT HELD | AWS A BLOCK CELLULAR | PERCENT HELD |
|-------|--------------------------------|--------------|--------------------------------|--------------|
| CA | Bakersfield MSA - 97 | 1.10 | Bakersfield MSA - 97 | 100.00 |
| CA | CA 8 RSA - Tehama - 343 | 49.88 | CA 8 RSA Tehama - 343 | 100.00 |
| CA | Chico MSA - 215 | 49.88 | Chico MSA - 215 | 100.00 |
| CA | Fresno MSA - 74 | 1.10 | Fresno MSA - 74 | 100.00 |
| CA | Los Angeles MSA - 2 | 82.30 | Los Angeles MSA - 2 | 55.62 |
| CA | Modesto MSA - 142 | 49.88 | Modesto MSA - 142 | 100.00 |
| CA | Oxnard-Simi Valley MSA - 73 | 82.30 | Oxnard Simi Valley MSA - 73 | 100.00 |
| CA | Redding MSA - 254 | 48.3 | Redding MSA - 254 | 94.57 |
| CA | Sacramento MSA - 35 | 49.88 | Sacramento MSA - 35 | 100.00 |
| CA | Santa Barbara-Lompoc MSA - 124 | 10.00 | Santa Barbara-Lompoc MSA - 124 | 92.60 |
| CA | Stockton MSA - 107 | 49.88 | Stockton MSA - 107 | 100.00 |
| CA | Visalia-Porterville MSA - 150 | 1.10 | Visalia-Porterville MSA - 150 | 96.50 |
| CA | Yuba City MSA - 274 | 49.88 | Yuba City MSA - 274 | 96.26 |
| | | | | |
| CO | CO 3 RSA - Garfield | 100.00 | CO 3 RSA - Garfield | 100.00 |
| CO | Colorado Springs MSA - 117 | 100.00 | Colorado Springs MSA - 117 | 100.00 |
| CO | Denver-Boulevard MSA - 19 | 100.00 | Denver-Boulevard MSA - 19 | 100.00 |

| STATE | AIRTOUCH B BLOCK CELLULAR | PERCENT HELD | AWS A BLOCK CELLULAR | PERCENT HELD |
|-------|--------------------------------|--------------|--------------------------------|--------------|
| CO | Ft. Collins-Loveland MSA - 210 | 100.00 | Ft. Collins-Loveland MSA - 210 | 95.95 |
| CO | Greely MSA - 243 | 100.00 | Greely MSA - 243 | 94.52 |
| | | | | |
| ID | Boise City MSA - 190 | 100.00 | Boise City MSA - 190 | 99.06 |
| ID | ID 4 RSA - Elmore | 100.00 | ID 4 RSA - Elmore | 100.00 |
| | | | | |
| MN/WI | Minneapolis-St. Paul MSA - 15 | 100.00 | Minneapolis-St. Paul MSA - 15 | 100.00 |
| | | | | |
| NV | Las Vegas MSA - 93 | 27.79 | Las Vegas MSA - 93 | 100.00 |
| NV | NV 3 RSA - Storey | 49.88 | NV 3 RSA - Storey | 100.00 |
| NV | Reno MSA - 171 | 49.88 | Reno MSA - 171 | 92.75 |
| | | | | |
| OR | Eugene-Springfield MSA - 135 | 100.00 | Eugene Springfield MSA - 135 | 100.00 |
| OR | OR 1 RSA - Clatsop | 100.00 | OR 1 RSA - Clatsop | 100.00 |
| OR/WA | Portland MSA - 30 | 100.00 | Portland MSA - 30 | 100.00 |
| OR | Salem MSA - 148 | 100.00 | Salem MSA - 148 | 95.55 |
| | | | | |
| UT | Provo-Orem MSA - 159 | 100.00 | Provo-Orem MSA - 159 | 95.63 |
| UT | Salt Lake-Ogden MSA - 39 | 100.00 | Salt Lake-Ogden MSA - 39 | 100.00 |
| UT | UT 1 RSA - Box Elder - 673 | 100.00 | UT 1 RSA - Box Elder - 673 | 100.00 |
| | | | | |

| STATE | AIRTOUCH B BLOCK CELLULAR | PERCENT HELD | AWS A BLOCK CELLULAR | PERCENT HELD |
|-------|---------------------------|--------------|--------------------------|--------------|
| WA | Bellingham MSA - 270 | 100.00 | Bellingham MSA - 270 | 95.64 |
| WA | Bremerton MSA - 212 | 83.83 | Bremerton MSA - 212 | 98.35 |
| WA | Olympia MSA - 242 | 100.00 | Olympia MSA - 242 | 93.16 |
| WA | Seattle-Everett MSA - 20 | 90.89 | Seattle-Everett MSA - 20 | 100.00 |
| WA | Spokane MSA - 109 | 100.00 | Spokane MSA - 109 | 100.00 |
| WA | Tacoma MSA - 82 | 83.83 | Tacoma MSA - 82 | 100.00 |
| WA | WA 1 RSA - Clallam | 83.83 | WA 1 RSA - Clallam | 100.00 |

AT&T/MEDIAONE CABLE OVERLAPS

As set forth in the Public Interest Statement, with very minimal exceptions there is no geographic overlap between the AT&T's cable systems and MediaOne's cable systems. Applicants currently believe that, among the territories in which both AT&T and MediaOne have authority to offer cable service, the only actual overbuilds are in discrete sections within the Atlanta, Georgia MSA (Powder Springs, Fayetteville, Fulton County and Peachtree City), with a total of only about 2500 common homes passed.

AT&T and MediaOne each hold franchises to operate cable systems in seven other MSAs: Riverside-San Bernardino, California; Peoria-Pekin, Illinois; Ann Arbor, Michigan; Miami, Florida, Chicago, Illinois, Kankakee, Illinois, and Lansing/E. Lansing, Michigan. In none of these MSAs, however, do AT&T and MediaOne compete against one another in the same local franchise areas. Moreover, prior to the announcement of the AT&T/MediaOne merger, the antitrust authorities had cleared proposed exchange transactions between AT&T and MediaOne that would eliminate the overlaps in the Miami, Chicago, Kankakee, and Lansing/East Lansing MSAs. MediaOne has also entered into definitive agreements for transfers to Time Warner that will eliminate overlaps with AT&T in the Riverside-San Bernardino MSA, with the exception of franchise territories in which there is no overbuild. These transfers also have received clearance from the antitrust authorities.