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March 5, 2002

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Mr. William F. Caton
Acting Secretary
Federal Communications Commission
445 Twelfth Street, S.W.; Room TW-A325
Washington D.C. 20554

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

Dear Mr. Caton:

In accordance with paragraph 59d of the SBC/Ameritech Merger Conditions, please be advised that SBC Communications Inc. (SBC) has satisfied the remaining Merger Conditions' out-of-territory requirements (*i.e.*, those set forth in subparagraphs 59c(3)-(5)) for New York, Atlanta, Ft. Lauderdale, Phoenix, Denver, Salt Lake City, Washington D.C., Minneapolis, Orlando, Baltimore, Philadelphia, Tampa and West Palm Beach. Specifically in each of these markets, SBC Telecom, Inc., ("SBCT"), the SBC business unit with this responsibility:

- (1) has collocated facilities in at least 10 wire centers in the market that can be used to provide facilities-based service to customers served by those wire centers;
- (2) is offering facilities-based local exchange service to all business and residential customers served by the 10 wire centers in the market; and
- (3) is offering local exchange service to all business customers and all residential customers throughout the areas in the market that are either (a) within the local service area of the incumbent RBOC located within the PMSA of the market or (b) within the incumbent service area of a Tier 1 incumbent LEC (other than SBC/Ameritech) serving at least 10 percent of the access lines in the PMSA (as shown in the updated Tier 1 LEC study of those wire centers).

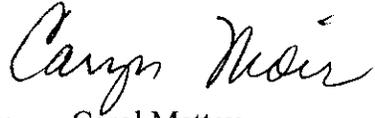
SBC has now completed all of the Merger Conditions' out-of territory requirements for 16 of the required 30 markets. SBC will forward information on the remaining 14

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markets as the final Merger Conditions' requirements are met for those markets. Please do not hesitate to contact me at 202-326-8915 if you have questions.

Sincerely,

A handwritten signature in cursive script that reads "Caryn Mosier". The signature is written in black ink and is positioned above the typed names of the recipients.

cc: Carol Matthey
Anthony Dale