

Attachment 1

Thomas W. Hazlett: Short Biography (August 2000)

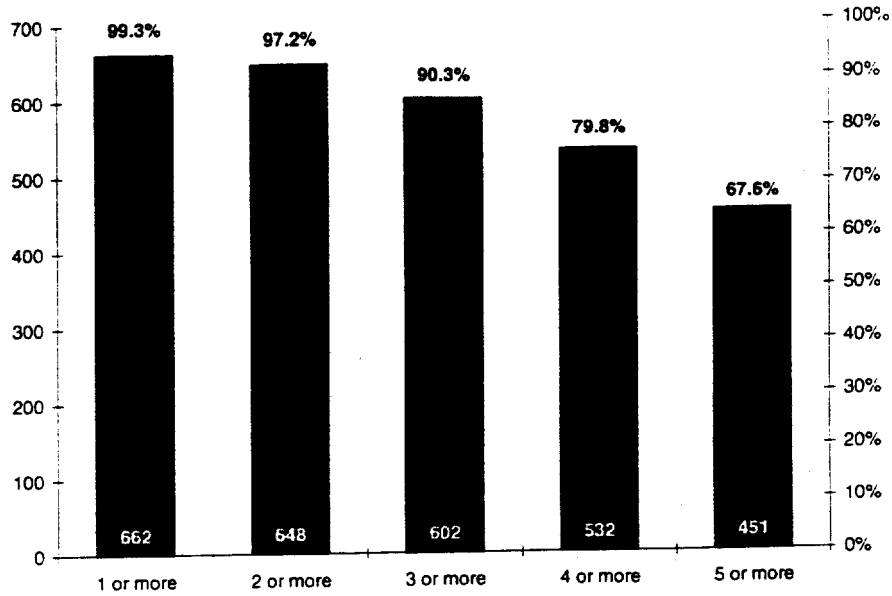
Thomas W. Hazlett is a Resident Scholar at the American Enterprise Institute for Public Policy Research in Washington, D.C. From 1984 through June 2000 he taught economics and finance at the University of California, Davis, where he last served as Professor of Agricultural & Resource Economics and Director of the Program on Telecommunications Policy. In 1990-91 he was a Visiting Scholar at the Columbia University Graduate School of Business, and in 1991-92 he served as Chief Economist of the Federal Communications Commission in Washington, D.C. He currently serves as Senior Adviser to Arthur Andersen, the international accounting and financial services firm, and is a columnist for *Forbes ASAP*.

Dr. Hazlett has written for such general interest periodicals as the *Wall Street Journal*, *New York Times*, *Newsday*, *Los Angeles Times*, *Chicago Tribune*, *Sacramento Bee*, *San Francisco Chronicle*, *The Economist*, *Reason*, *Reader's Digest*, *Barron's*, *Across the Board*, *Chief Executive*, *The American Enterprise*, *The Weekly Standard*, *Forbes*, the *National Post* (Toronto) and *The New Republic*. He wrote the "Selected Skirmishes" column in *Reason Magazine*, 1989-2000, and previously served as a contributing editor to *Harper's*. His academic research has been published in scholarly journals and law reviews, including the *Journal of Law & Economics*, *Journal of Financial Economics*, *Economic Inquiry*, *Southern Economic Journal*, *Review of Industrial Organization*, *Journal of Legal Studies*, *Columbia Law Review*, *Journal of Regulatory Economics*, *Supreme Court Economic Review*, *Business & Politics*, *Hastings Law Journal*, *The Public Interest*, *International Journal of the Economics of Business*, *Public Choice*, *Regulation*, *Managerial & Decision Economics*, *Yale Journal on Regulation*, *Telecommunications Policy*, *Journal of Broadcasting & Electronic Media*, *Harvard Journal on Law & Public Policy*, *Connecticut Law Review*, *Michigan Telecommunications and Technology Law Review*, *Federal Communications Law Journal*, *Cornell Journal of Law & Public Policy*, and the *University of Pennsylvania Law Review*. He has provided expert testimony in federal and state courts, before the Department of Commerce, General Accounting Office, and the Federal Communications Commission, and before committees of Congress. In addition, he has served as a consultant to numerous private firms, the State of California, Congressional Budget Office, federal agencies, municipal governments and foreign governments.

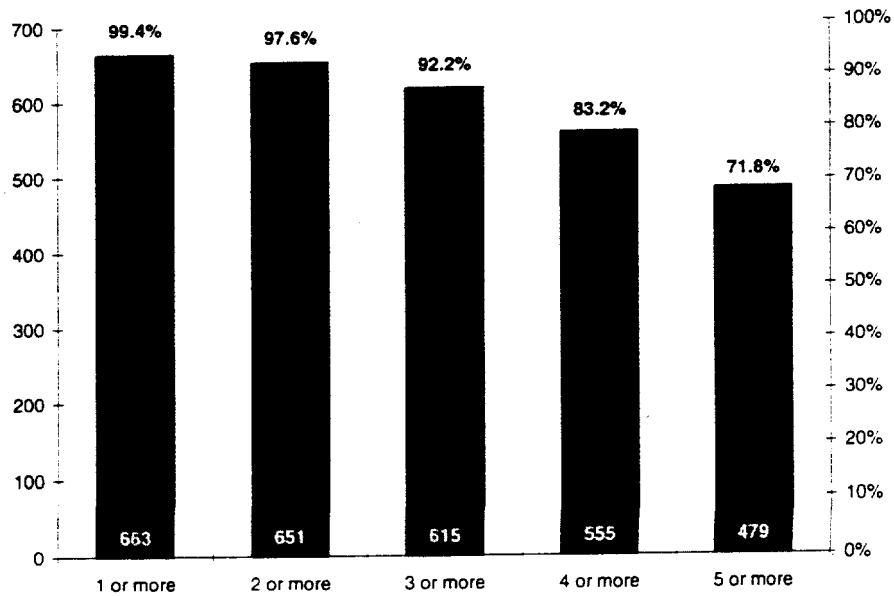
Professor Hazlett is an internationally recognized expert on government regulation of business, specializing in the area of telecommunications policy. He received his doctorate in economics from UCLA in 1984, and is a member of the Mont Pelerin Society, a Senior Research Associate of the Columbia Institute for Tele-information, and a Senior Fellow of the Liberal Institute in Prague, Czech Republic. In 1990-91 he was awarded the Wriston Citicorp Fellowship, a prize awarded annually by the Manhattan Institute to a young scholar working in an important area of public policy. His book (with Matthew L. Spitzer), Public Policy Toward Cable Television, was published by the MIT Press in November 1997.

Attachment 2

**Number of Facilities-Based Data CLECs in 667 Verizon/NorthPoint
Overlap Central Offices (Not Including Cable)**



**Number of Facilities-Based Data Competitors in 667 Verizon/NorthPoint
Overlap Central Offices (Including Cable)**

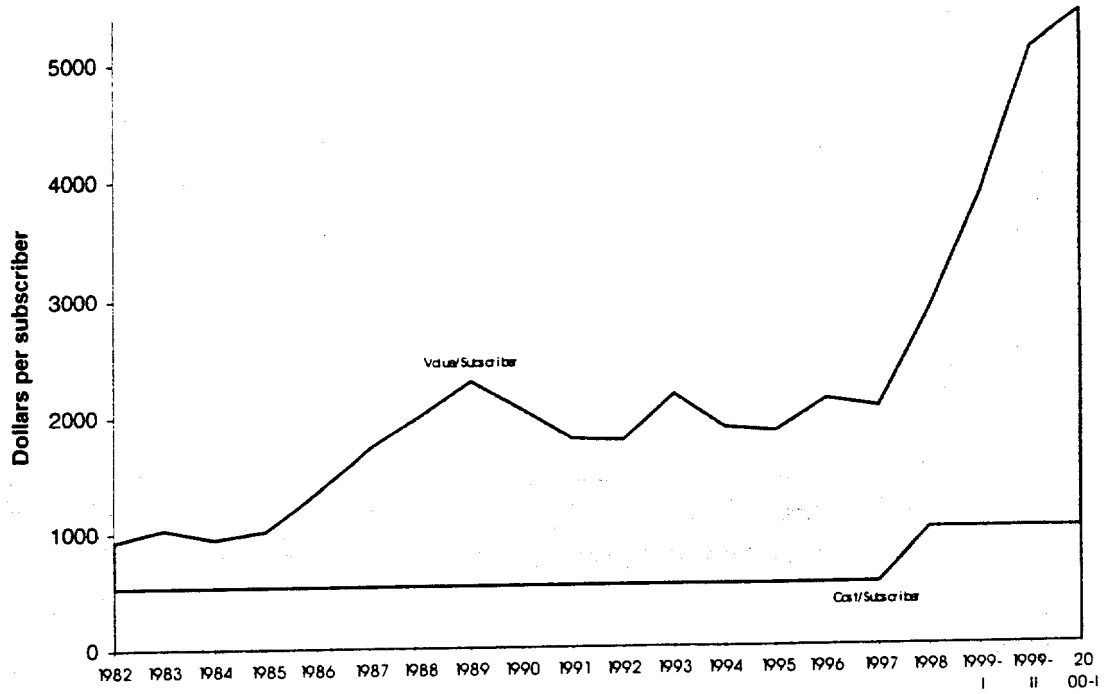


Attachment 3

Estimated Residential DSL and Cable Modem Subscribers, 2Q00	
<i>Cable Modem</i>	<i>Subscribers</i>
Excite@Home	1,100,000
Road Runner	912,000
Other	258,000
Cable Modem Total	2,270,000
<i>DSL</i>	
Verizon	176,000
BellSouth	59,200
Qwest	140,000
SBC	319,200
Rhythms	8,990
Covad	40,020
NorthPoint	17,980
Other	15,559
DSL Total	776,949
Total Residential Broadband (excludes satellite, fixed wireless)	3,046,949
Cable	75%
DSL	25%
<p>Sources: TR Daily, <i>NCTA Reports Fast Growth in Cable Modem, Telephony Rollouts</i> (July 26, 2000); XDSL.com, TeleChoice DSL Deployment Summary (Aug. 9, 2000) at http://www.xdsl.com/content/resources/deployment_info.asp; Qwest Press Release, <i>Qwest Communications Reports Strong Revenue and EBITDA for Second Quarter 2000</i> (July 19, 2000); Verizon Press Release, <i>Verizon Communications Announces Second Quarter Results</i> (August 8, 2000); BellSouth Press Release, <i>BellSouth Second Quarter EPS Increases 9.8%</i> (July 20, 2000); SBC Communications, <i>Investor Briefing</i> (July 20, 2000) at http://www.sbc.com/Investor/Financial/Earning_Info/docs/2QIB.pdf; Rhythms Press Release, <i>Rhythms Netconnections Announces Second Quarter Results</i> (July 25, 2000); Covad Press Release, <i>Covad Communications Announces Record Second Quarter Results</i> (July 26, 2000); NorthPoint Press Release, <i>NorthPoint Reports Second-Quarter Results</i> (August 8, 2000). NOTE: Residential DSL numbers have been calculated by multiplying TeleChoice's second quarter 2000 percentages of residential lines for ILECs and CLECs/ IXC's by second quarter 2000 DSL deployment figures for individual entities.</p>	

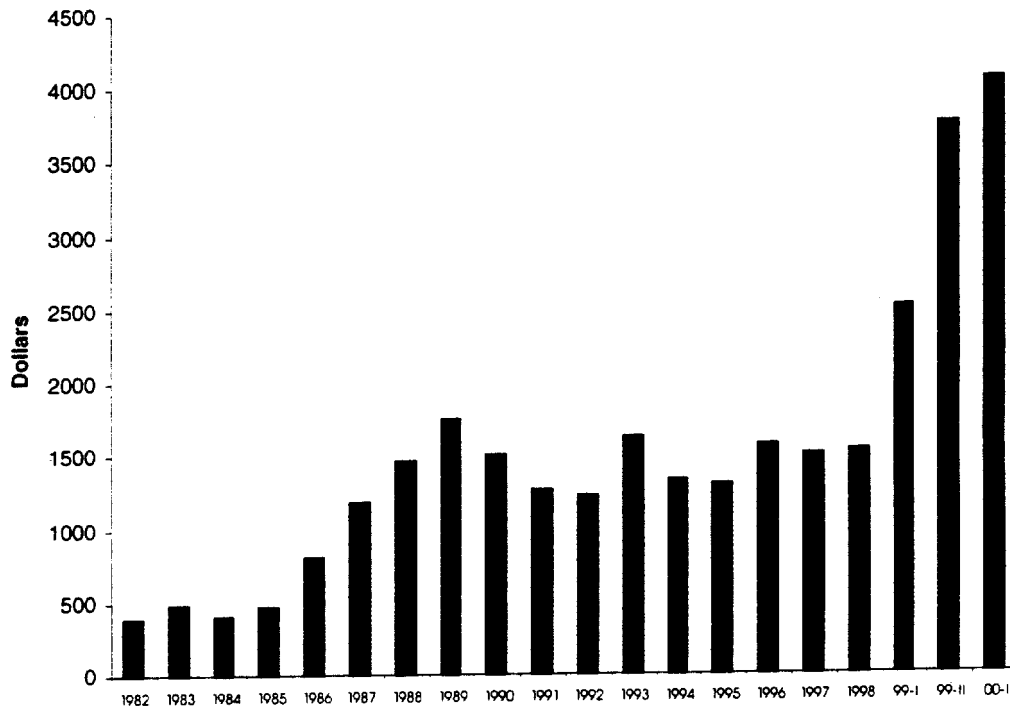
Attachment 4

Cable TV System Values & Capital Costs



Attachment 5

**Economic Rent per Cable Subscriber
(Value/Sub - CapEx/Sub)**



* 99-I is first half of 1999.
99-II is second half of 1999.
00-I is first half of 2000.

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of

Joint Application of NorthPoint
Communications, Inc. and Verizon
Communications for Authority Pursuant to
Section 214 of the Communications Act of
1934, as Amended, To Transfer Control of
Blanket Authorization To Provide Domestic
Interstate Telecommunications Services as a
Non-Dominant Carrier

CC Docket No. _____

DECLARATION OF GARY HAGMUELLER

1. My name is Gary Hagmueller. I am employed by NorthPoint Communications, Inc. ("NorthPoint") as the Director of Business Planning. I am knowledgeable about the facts and circumstances of NorthPoint's provision of wholesale DSL service to Internet Service Providers (ISPs) and the limited circumstances in which existing service arrangements cross LATA boundaries. I submit this declaration in connection with the application of NorthPoint and Verizon for approval of their proposed alliance.
2. NorthPoint typically connects its customers, ISPs, to their retail end users over the following facilities: A) a loop (usually purchased as an unbundled network element from the incumbent) from equipment at the end user's premises to the incumbent's central office ("CO"); B) a NorthPoint digital subscriber line access multiplexer ("DSLAM") collocated at the CO; C) interoffice transport (*e.g.*, a DS3) from the incumbent's CO to NorthPoint's ATM switch (the "node") (usually located in commercial collocation space); and D) transport from the node

to the ISP. In most instances, the customer, central office, node, and ISP are all in the same LATA.

3. NorthPoint currently has three service arrangements that cross LATA boundaries. I discuss each of these arrangements in turn.

4. InterLATA Central Office-to-node connections: In this configuration, traffic is carried over transport facilities (e.g., DS3s) between NorthPoint equipment collocated in a central office in one LATA and a NorthPoint node in an immediately adjacent LATA. (See Attachment 1). Prior to closing, NorthPoint will reconfigure its network to eliminate any interLATA central office-to-node connections in any states in which Verizon is not permitted to offer originating long distance service. To accomplish this, in all states in which Verizon is prohibited from providing originating interLATA service, NorthPoint will establish a node in each LATA in which it maintains a DSLAM in central office space. If the ISP does not want to establish a new point of presence in the same LATA as the new node, the ISP will provide dedicated facilities to transport traffic from the node to the ISP's premises.

5. InterLATA node-to-ISP connections: Because NorthPoint's ISP partners are frequently collocated at NorthPoint's node, traffic is frequently transferred between NorthPoint's network and the ISP at the node. In those instances in which the ISP is not collocated with NorthPoint, NorthPoint provides additional transport from the node to the ISP's facilities. Alternatively, the ISP may provide its own transport between its facilities and NorthPoint's node.

6. In the case where NorthPoint provides the transport, there are a few instances where traffic is carried over transport facilities between a NorthPoint node in one LATA and an ISP located in an immediately adjacent LATA. (See Attachment 2). Prior to closing, NorthPoint will modify its network in any state where Verizon is prohibited from providing originating long distance service so that it exchanges traffic with its ISP partners directly at the NorthPoint node where necessary to avoid crossing a LATA boundary. The ISP will either collocate its routing equipment at NorthPoint's node (Solution 1) or the ISP will provide dedicated facilities to transport traffic from the node to the ISP's premises (Solution 2).
7. Regional Connect: In this configuration, an ISP in one LATA serves end users located in other LATAs in which the ISP does not have any facilities. (See Attachment 3). ISPs using this service are able to interconnect with NorthPoint at a central location and serve customers that are physically located in another LATA. NorthPoint introduced its Regional Connect service to permit ISPs to serve new markets quickly and cost effectively.¹ Regional Connect reduces the time to market for ISPs and reduces their infrastructure costs by significantly reducing the need for ISPs to build facilities, order DS3 connections, and secure collocation space in NorthPoint's node sites. Finally, by lowering market entry costs and time, Regional Connect enables ISPs to offer broadband to a greater number of end users more quickly than if they were required to interconnect in each market.

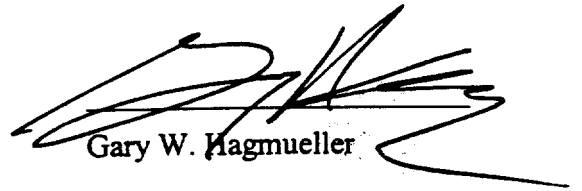
8. As demonstrated in Attachment 3, NorthPoint's DSL service connects an ISP to an end user by means of dedicated private line facilities. In certain circumstances, NorthPoint today provides Regional Connect service by interconnecting with an ISP in a state where Verizon is permitted to provide originating long-distance service. (See Attachment 4).
9. There are also instances today where NorthPoint provides Regional Connect service by interconnecting with an ISP in a state where Verizon is not permitted to provide long distance service. Prior to closing, these arrangements will be modified.
10. In some instances, if the ISP prefers, NorthPoint will move the location of the point at which its ISP customer interconnects with NorthPoint to a state where Verizon is authorized to provide interLATA service. (See Attachment 4).
11. In other instances, NorthPoint will facilitate a functionally similar service through the use of an interLATA service provider that will contract with the ISP. In these cases, NorthPoint will aggregate the ISP's traffic at a single node in each LATA in which traffic originates. The ISP would then contract with an interLATA provider to carry the traffic between the various NorthPoint nodes at which that ISP's traffic has been aggregated and the NorthPoint node at which the ISP has located its point of presence. NorthPoint will then provide the intraLATA transport between its node and the ISP's point of presence. (See Attachment 5).

¹ "NorthPoint Launches Leading National Backbone"
http://biz.yahoo.com/prnews/000627/ca_northpo.html (June 27, 2000).

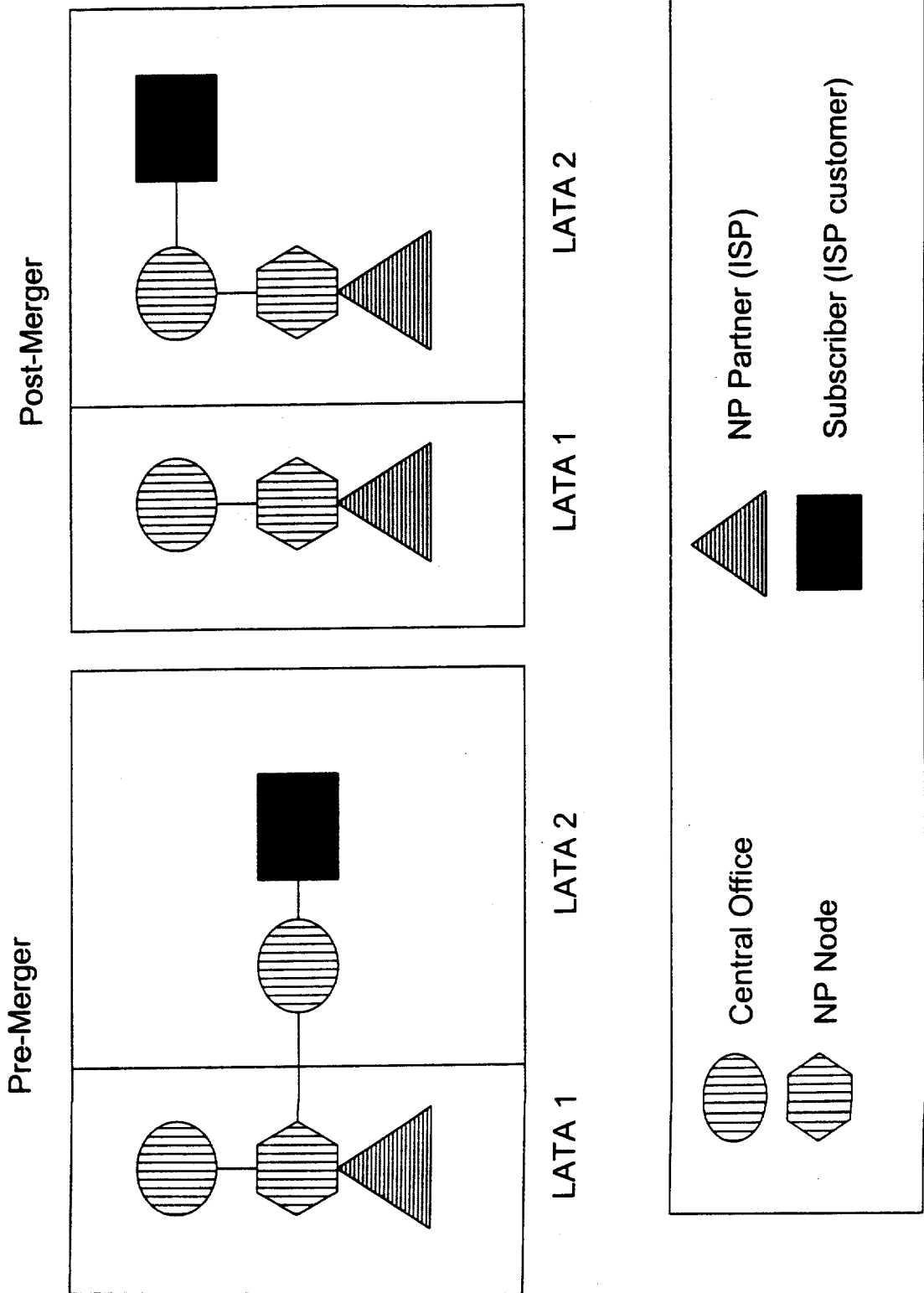
12. In the event that economic considerations or the particular circumstances of individual ISPs render both of these approaches unworkable, NorthPoint will provide the ISP with the option of either exchanging traffic within the LATA where the ISP's end user customer is located (Attachment 2, Solution 1) or contracting with an interLATA provider that will carry the traffic from NorthPoint's node to another LATA where the ISP has its presence (Attachment 2, Solution 2).

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

Executed August 17, 2000

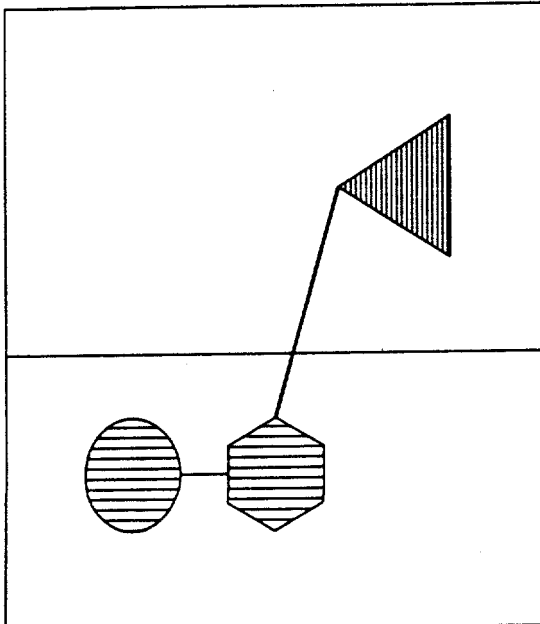


Gary W. Hagnmueller



Attachment 1 – CO-to-Node connection across LATA boundary

Pre-Merger

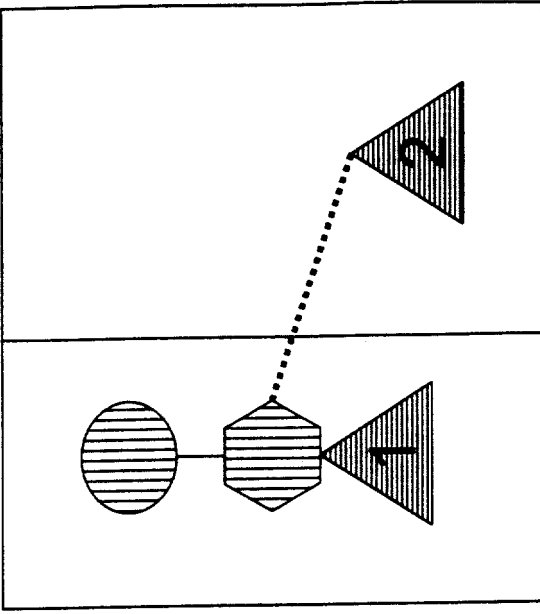


LATA 1

LATA 2

NorthPoint-provided private line

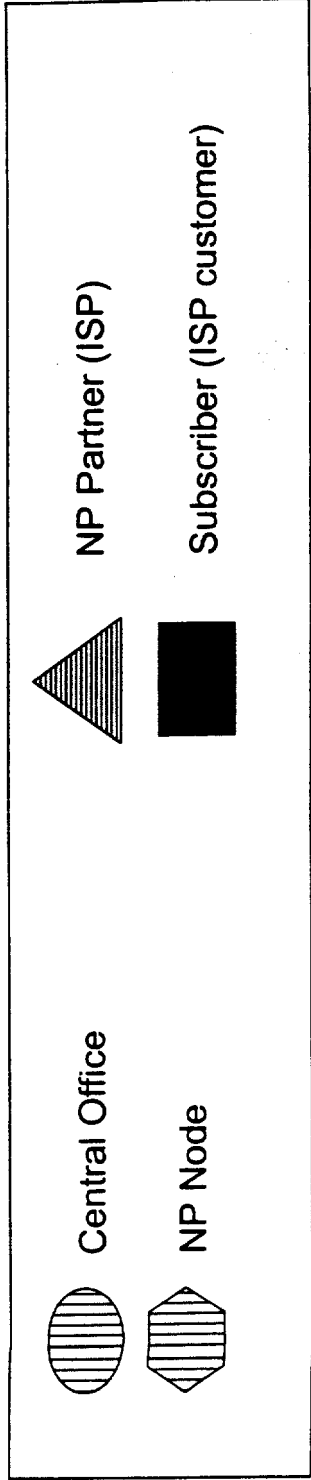
Post-Merger



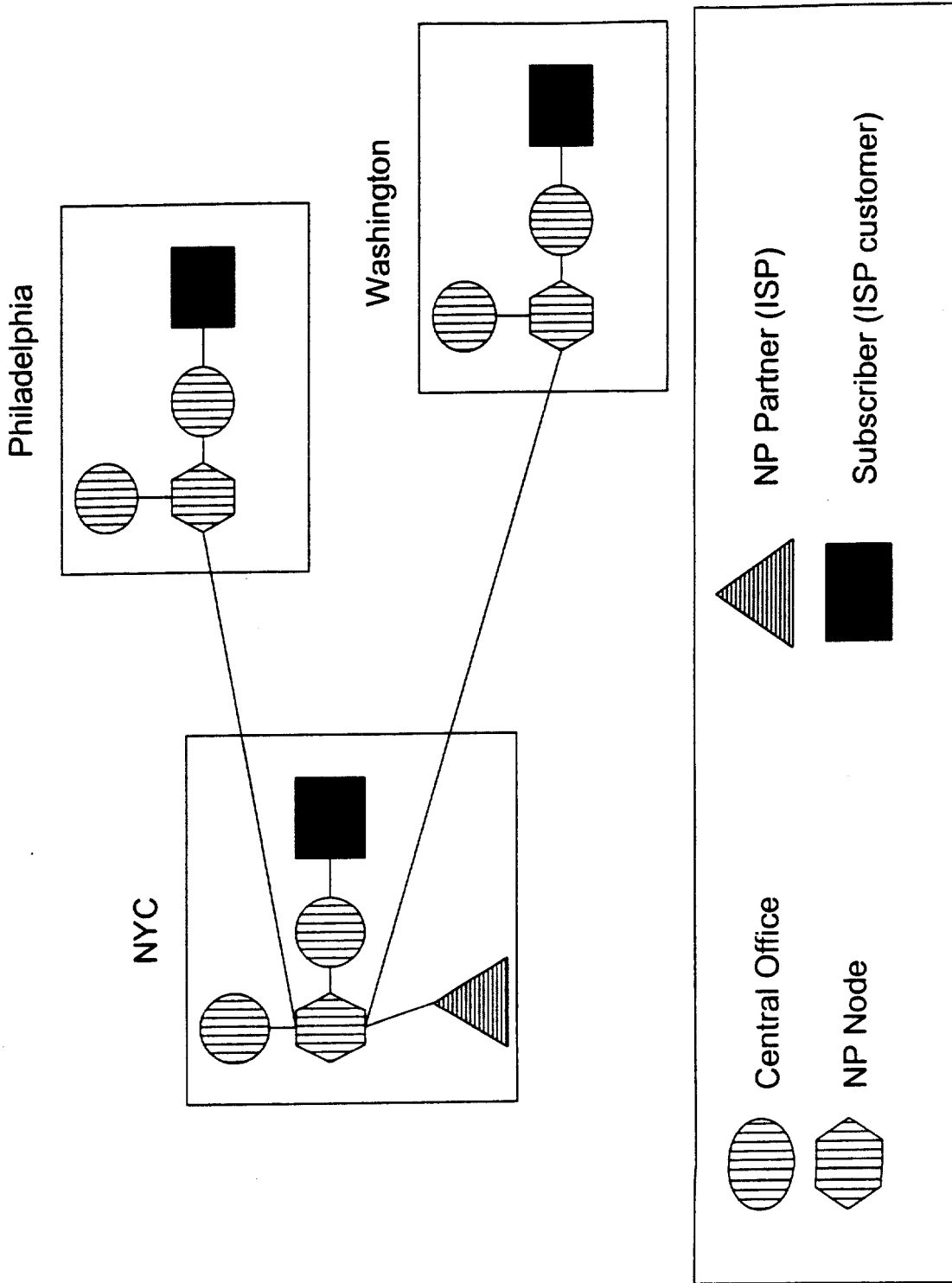
LATA 1

LATA 2

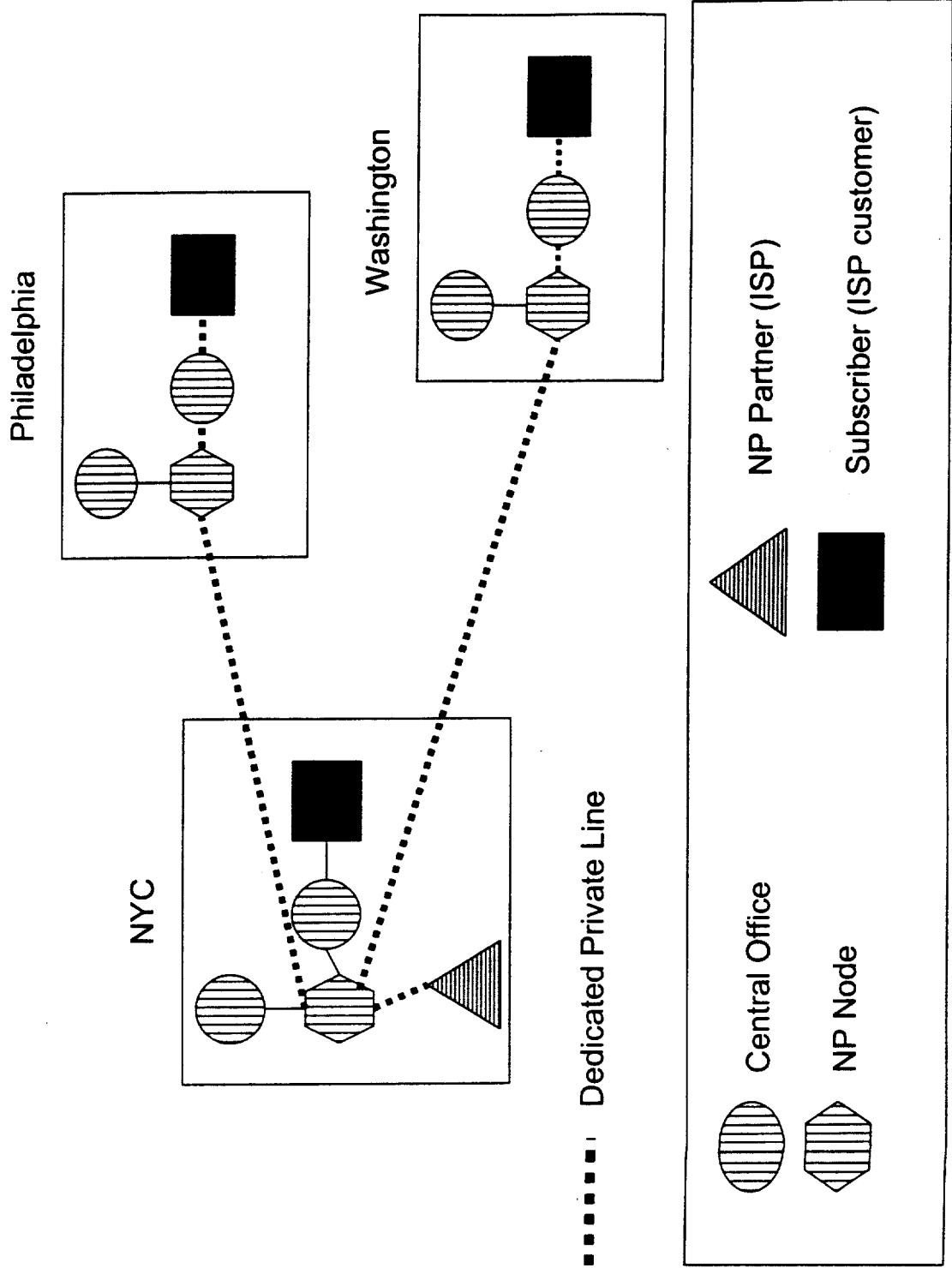
ISP-provided private line



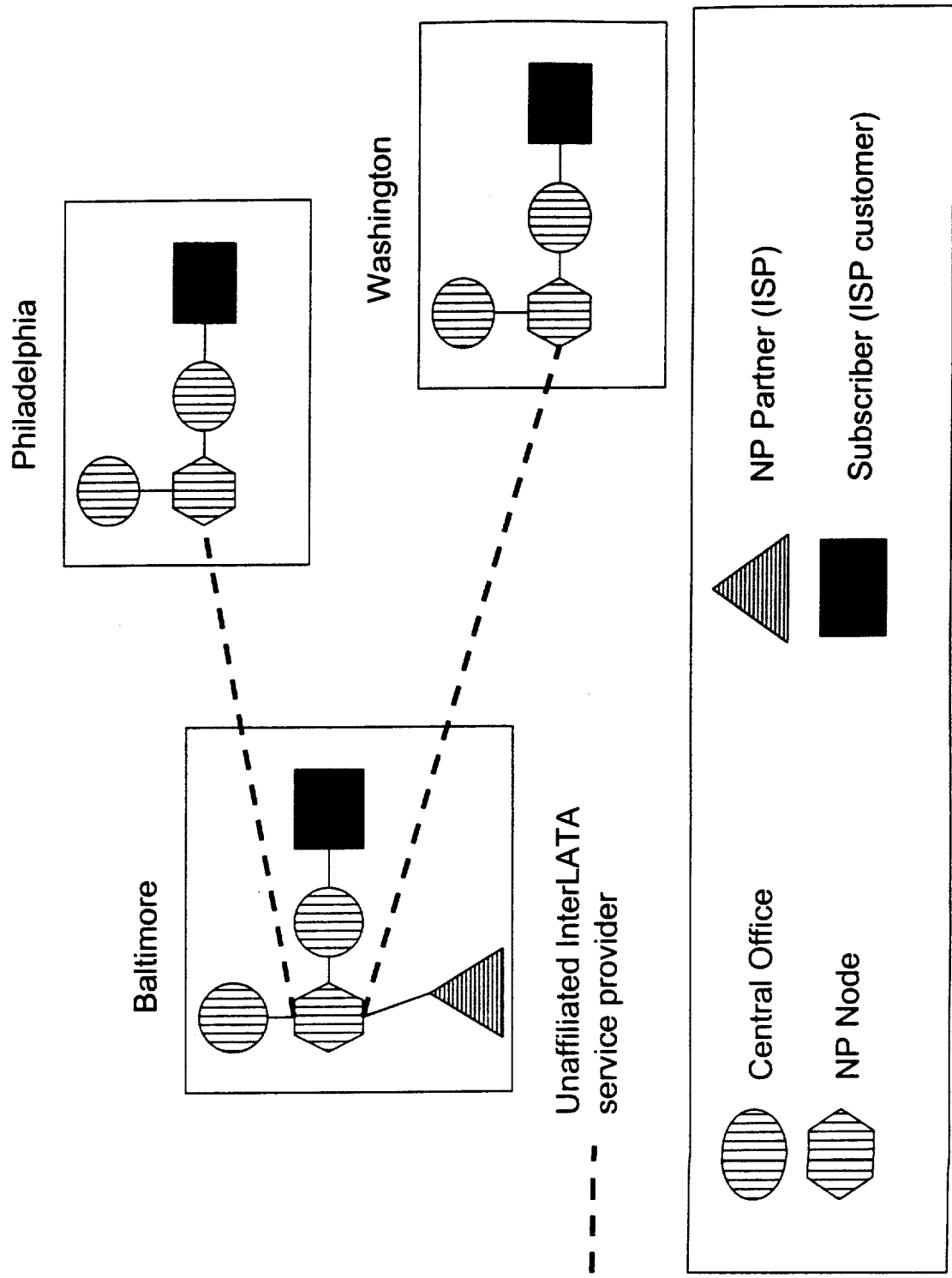
Attachment 2 – NP Node and ISP in different LATAs



Attachment 3 – NorthPoint Regional Connect



Attachment 4 – NorthPoint Regional Connect
ISP interconnection point in state where Verizon has InterLATA authority



**Attachment 5 – NorthPoint Regional Connect
ISP interconnection point in state where Verizon lacks InterLATA authority**



Attachment 3: Description of Transaction

Overview

Verizon will provide the current NorthPoint with \$150 million in cash and make available \$200 million in debt. At closing, Verizon will contribute its DSL assets and a net cash investment of \$450 million to new NorthPoint in return for a 55% interest in the new NorthPoint. Existing NorthPoint shareholders will exchange each of their current NorthPoint shares for \$2.50 in cash and a share of the new NorthPoint, giving these shareholders a 45% interest in the new NorthPoint.

Mechanics of the Transaction

1. Unrelated to this transaction, Bell Atlantic Corporation (d/b/a Verizon Communications) (“Verizon”) has created a wholly-owned subsidiary called Verizon Advanced Data, Inc. (“VADI”) (formerly Bell Atlantic Network Data, Inc.) to own and operate Verizon’s advanced services assets and to provide all of its advanced services. Two “NorthPoint” entities are involved in this transaction – NorthPoint Communications Group, Inc. (the “NorthPoint Holding Company”) and its wholly-owned-subsiary NorthPoint Communications, Inc. (the “NorthPoint Operating Company”). The NorthPoint Holding company, which owns the NorthPoint Operating Company, is publicly traded on the NASDAQ under the symbol NPNT. The NorthPoint Operating Company is the entity that owns and operates NorthPoint’s DSL assets, including its section 214 authorizations, and which provides DSL services.
2. To effectuate this transaction, Verizon has created two wholly-owned indirect subsidiaries – Verizon Ventures I and Verizon Ventures II. Verizon Ventures II is a wholly-owned subsidiary of Verizon Ventures I. At the close of the transaction, the NorthPoint Holding Company will be merged into Verizon Ventures II with the NorthPoint Holding Company to be the surviving entity. The surviving entity will then be renamed NorthPoint Communications Holdings. Verizon Ventures II will be dissolved. The NorthPoint Operating Company will be a wholly-owned subsidiary of NorthPoint Communications Holdings, which in turn will be a subsidiary of Verizon Ventures I.
3. At the close of the transaction, Verizon will transfer its DSL assets to Verizon Ventures I along with \$800 million in cash (minus any interim financing as set forth below for a net cash contribution of \$450 million), and Verizon Ventures I will issue common stock to Verizon amounting to a 55% ownership interest of Verizon Ventures I. Verizon Ventures I will also issue common stock to the existing public shareholders of the NorthPoint Holding Company, whose shares of NorthPoint Holding Company common stock will be converted into shares of new NorthPoint. Existing shareholders will also receive \$2.50 per share in cash. Verizon Ventures I will be renamed NorthPoint Communications Group, Inc. and will be publicly traded on the NASDAQ. NorthPoint Communications Holdings

will be dissolved. Since Verizon will be the majority owner of the entity that holds its DSL assets both before and after this transaction, there is no transfer of control with respect to Verizon.

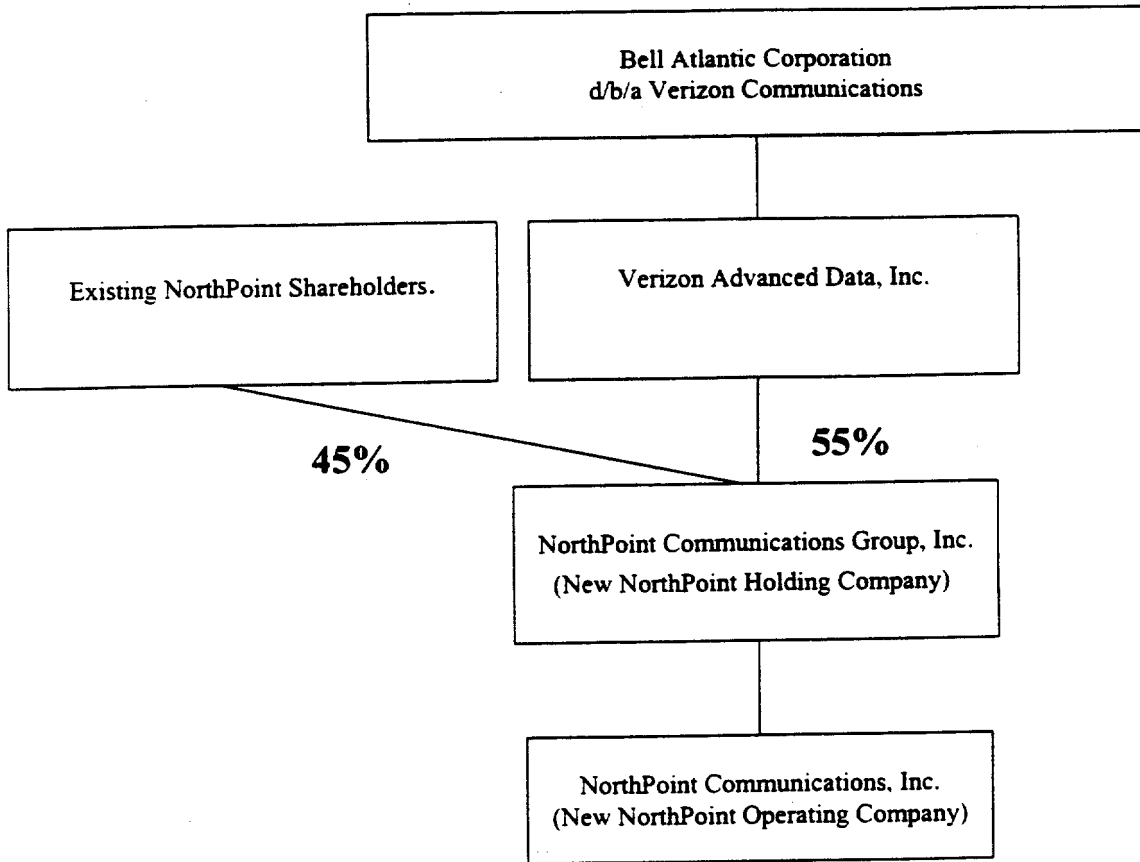
Interim Financing

1. Prior to the close of the merger, Verizon will contribute \$150 million cash to the Holding Company in exchange for 9% Convertible Pay-In-Kind (PIK) Preferred Stock. (This is stock that yields 9% interest on the \$150 million each year, and which is payable in more shares of stock rather than cash.) This preferred stock will represent less than a 10% equity ownership interest in the current NorthPoint Holding Company, and will not get voting rights until after HSR clearance. The terms of this exchange give NorthPoint the right to use the \$150 million in cash for general corporate purposes of the company.
2. Verizon (or one of its subsidiaries) also will loan the NorthPoint Operating Company \$200 million in the form of a Senior Secured Debt Facility that can be used solely to purchase specific telecommunications equipment and that will be secured by liens on such equipment. The loan will be guaranteed by the NorthPoint Holding Company. The loan funds first become available on January 1, 2001, however, the loan has a "delayed draw term" meaning that the Operating Company does not have to take possession of the funds at that time, and that interest will not start accruing until the time that it does take possession. The loan will bear interest at 12% (subject to increase under certain circumstances) and must be repaid in full within 6 years from the signing of the definitive agreements.
3. Following the close of the merger, the PIK stock and any outstanding debt will be counted towards Verizon's \$800 million cash contribution obligation.

Additional Detail

Additional information regarding the details of this transaction can be found in the merger documents that NorthPoint and Verizon have filed with the Securities Exchange Commission. These can be found by searching for forms "425" and either "NorthPoint" or "Bell Atlantic" at <http://www.sec.gov/edaux/formlynx.htm>.

Organization Following All of the Transactions Described Above



CERTIFICATE OF SERVICE

I hereby certify that, on this 24th day of August 2000, I caused copies of the *Application for Transfer of Control and Public Interest Statement* of NorthPoint Communications, Inc., and Verizon Communications, to be served upon the parties listed below by United States mail, postage prepaid.



Michelle R. Dawson

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