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.


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)

<table>
<thead>
<tr>
<th>Category</th>
<th>Percentage</th>
<th>Count</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 or more</td>
<td>99.3%</td>
<td>662</td>
</tr>
<tr>
<td>2 or more</td>
<td>97.2%</td>
<td>648</td>
</tr>
<tr>
<td>3 or more</td>
<td>90.3%</td>
<td>602</td>
</tr>
<tr>
<td>4 or more</td>
<td>79.8%</td>
<td>532</td>
</tr>
<tr>
<td>5 or more</td>
<td>67.8%</td>
<td>451</td>
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Number of Facilities-Based Data Competitors in 667 Verizon/NorthPoint Overlap Central Offices (Including Cable)

<table>
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<th>Category</th>
<th>Percentage</th>
<th>Count</th>
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</thead>
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<tr>
<td>1 or more</td>
<td>99.4%</td>
<td>663</td>
</tr>
<tr>
<td>2 or more</td>
<td>97.6%</td>
<td>651</td>
</tr>
<tr>
<td>3 or more</td>
<td>92.2%</td>
<td>615</td>
</tr>
<tr>
<td>4 or more</td>
<td>83.2%</td>
<td>555</td>
</tr>
<tr>
<td>5 or more</td>
<td>71.8%</td>
<td>479</td>
</tr>
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### Estimated Residential DSL and Cable Modem Subscribers, 2Q00

<table>
<thead>
<tr>
<th></th>
<th>Subscribers</th>
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</thead>
<tbody>
<tr>
<td><strong>Excite@Home</strong></td>
<td>1,100,000</td>
</tr>
<tr>
<td><strong>Road Runner</strong></td>
<td>912,000</td>
</tr>
<tr>
<td><strong>Other</strong></td>
<td>258,000</td>
</tr>
<tr>
<td><strong>Cable Modem Total</strong></td>
<td><strong>2,270,000</strong></td>
</tr>
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</table>

<table>
<thead>
<tr>
<th><strong>DSL</strong></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Verizon</strong></td>
<td>176,000</td>
</tr>
<tr>
<td><strong>BellSouth</strong></td>
<td>59,200</td>
</tr>
<tr>
<td><strong>Qwest</strong></td>
<td>140,000</td>
</tr>
<tr>
<td><strong>SBC</strong></td>
<td>319,200</td>
</tr>
<tr>
<td><strong>Rhythms</strong></td>
<td>8,990</td>
</tr>
<tr>
<td><strong>Covad</strong></td>
<td>40,020</td>
</tr>
<tr>
<td><strong>NorthPoint</strong></td>
<td>17,980</td>
</tr>
<tr>
<td><strong>Other</strong></td>
<td>15,559</td>
</tr>
<tr>
<td><strong>DSL Total</strong></td>
<td><strong>776,949</strong></td>
</tr>
</tbody>
</table>

#### Total Residential Broadband
(excludes satellite, fixed wireless)

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
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</thead>
<tbody>
<tr>
<td><strong>Cable</strong></td>
<td>75%</td>
</tr>
<tr>
<td><strong>DSL</strong></td>
<td>25%</td>
</tr>
</tbody>
</table>

**Total Residential Broadband**: 3,046,949

---

**Sources:**

**NOTE:** Residential DSL numbers have been calculated by multiplying TeleChoice’s second quarter 2000 percentages of residential lines for ILECs and CLECs/IXCs by second quarter 2000 DSL deployment figures for individual entities.
Cable TV System Values & Capital Costs
Economic Rent per Cable Subscriber
(Value/Sub - CapEx/Sub)

* 99-I is first half of 1999.
* 99-II is second half of 1999.
* 00-1 is first half of 2000.
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. 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).

"NorthPoint Launches Leading National Backbone"
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

[Signature]

Gary W. Hagmueller
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-subsidiary 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

- Bell Atlantic Corporation
d/b/a Verizon Communications

- Existing NorthPoint Shareholders.

45%

- Verizon Advanced Data, Inc.

55%

- NorthPoint Communications Group, Inc.
  (New NorthPoint Holding Company)

- NorthPoint Communications, Inc.
  (New NorthPoint Operating Company)
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

Honorable William S. Cohen
Secretary of Defense
1000 Defense Pentagon
Washington, DC 20301-1000

Jim Sullivan, President
Jan Cook, Commissioner
George C. Wallace, Jr., Commissioner
Alabama Public Service Commission
Box 991
Montgomery, AL 36101-4991

Governor Don Siegelman
State Capitol
Room N-104
600 Dexter Avenue
Montgomery, AL 36130

Carl J. Kunasek, Chairman
Jim Irvin, Commissioner
William A. Mundell, Commissioner
Arizona Corporation Commission
Utilities Division
1200 West Washington
Phoenix, AZ 85007-2996

The Honorable Jane Hull
Governor of Arizona
1700 West Washington
Phoenix, AZ 85007

Sam Bratton, Commissioner
Betty Dickey, Commissioner
Jim Von Gremp, Commissioner
Arkansas Public Service Commission
1000 Center Street (PSC Building)
Little Rock, AR 72203-0400

Mike Huckabee, Governor
State Capitol
Little Rock, AR 72201

Loretta Lynch, President
Richard A. Bilas, Commissioner
Henry M. Duque, Commissioner
Josiah Neeper, Commissioner
Carl W. Wood, Commissioner
California Public Utilities Commission
505 Van Ness Avenue
San Francisco, CA 94102

Governor Gray Davis
California State Capitol Building
Sacramento, CA 95814

Raymond L. Gifford, Esq., Chairman
Robert J. Hix, Commissioner
Polly Page, Commissioner
Colorado Public Utilities Commission
1580 Logan Street, Office Level 2
Denver, CO 80203
Bill Owens, Governor
136 State Capitol
Denver, CO 80203-1792

Glenn Arthur, Vice-Chairman
John W. Betkoski, III, Commissioner
Donald W. Downes, Commissioner
Jack R. Goldberg, Commissioner
Linda J. Kelly Arnold, Commissioner
Connecticut Department of Public Utility Control
Ten Franklin Square
New Britain, CT 06051

Governor John G. Rowland
Governor’s Office
State Capitol
210 Capitol Avenue
Hartford, CT 06106

Dr. Robert J. McMahon, Chairman
Joshua M. Twilley, Vice-Chairman
John R. McClelland, Commissioner
Armita McRae, Commissioner
Dr. Donald J. Puglisi, Commissioner
Delaware Public Service Commission
861 Silver Lake Boulevard
Cannon Building, Suite 100
Dover, DE 19904

Thomas R. Carper, Governor
Legislative Hall
Dover, DE 19901

Angel M. Cartagena, Jr., Chairman
Edward M. Meyers, Commissioner
Agnes M. Alexander, Commissioner
Public Service Commission of the District of Columbia
1333 H Street, NW
Washington, DC 20005

Mayor Anthony A. Williams
Government of the District of Columbia
441 4th Street, NW
Washington, DC 20001

J. Terry Deason, Chairman
E. Leon Jacobs, Jr., Commissioner
Lila A. Jaber, Commissioner
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

Governor Jeb Bush
The Capitol
Tallahassee, FL 32399-0001

Bob Durden, Chairman
David L. Burgess, Vice-Chairman
Robert Baker, Jr., Commissioner
Stan Wise, Commissioner
Lauren McDonald, Jr., Commissioner
Georgia Public Service Commission
47 Trinity Avenue
Atlanta, GA 30334

The Honorable Roy E. Barnes
State Capitol Building
 Constituent Services, Room 111
Atlanta, GA 30334

Dennis Yamada, Chairman
Rae Loui, Commissioner
Gregory Pai, Commissioner
Hawaii Public Utilities Commission
465 South King Street, #103
Honolulu, HI 96813

Governor Benjamin J. Cayetano
Executive Chambers
Hawaii State Capitol
Honolulu, HI 96813
Dennis Hansen, President
Marsha Smith, Commissioner
Paul Kjellander, Commissioner
Idaho Public Utilities Commission
P.O. Box 83720
Boise, ID 83720-0074

Dirk Kempthorne, Governor
Office of the Governor
700 West Jefferson, Second Floor
Boise, ID 83702

Richard L. Mathias, Chairman
Ruth K. Kretschmer, Commissioner
Terry S. Harvill, Commissioner
Edward C. Hurley, Commissioner
Mary Frances Squires, Commissioner
Illinois Commerce Commission
527 E. Capitol Avenue
Springfield, IL 62701

George H. Ryan, Governor
207 Statehouse
Springfield, IL 62706

William D. McCarty, Chairman
David W. Hadley, Commissioner
Judith G. Ripley, Commissioner
Camie J. Swanson-Hull, Commissioner
David E. Ziegner, Commissioner
Indiana Utility Regulatory Commission
Indiana Government Center South
302 West Washington Street
Suite E-306
Indianapolis, IN 46204

Governor Frank O’Bannon
206 State House
Indianapolis, IN 46204

Allan Thoms, Chairman
Susan Frye, Board Member
Diane Munns, Board Member
Department of Commerce
Utilities Division
Iowa Utilities Board
350 Maple Street
Des Moines, IA 50319-0069

Governor Thomas Vilsack
Office of the Governor
State Capitol
Des Moines, IA 50319

John Wine, Chairman
Cynthia Claus, Commissioner
Brian Moline, Commissioner
Kansas Corporation Commission
1500 SW Arrowhead Road
Topeka, KS 66604

Bill Graves, Governor
Office of the Governor
State Capitol
Second Floor
Topeka, KS 66612

Martin J. Huelsmann, Chairman
Edward J. Holmes, Vice-Chairman
Gary W. Gillis, Commissioner
Kentucky Public Service Commission
211 Sower Blvd.
Frankfort, KY 40602-0615

Paul E. Patton, Governor
Governor’s Office
700 Capitol Avenue
Frankfort, KY 40601

Lawrence C. St. Blanc, Secretary
Louisiana Public Service Commission
One American Place
Suite 1630
Post Office Box 91154
Baton Rouge, LA 70821-9154
M. J. Foster, Governor
Office of the Governor
P.O. Box 94004
Baton Rouge, LA 70804

Thomas L. Welch, Chairman
William Nugent, Commissioner
Stephen L. Diamond, Commissioner
Maine Public Utilities Commission
242 State Street
Augusta, ME 04333-0018

Angus King, Jr., Governor
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

Glenn F. Ivey, Chairman
Claude M. Ligon, Commissioner
Susanne Brogan, Commissioner
Catherine I. Riley, Commissioner
J. Joseph Curran, III, Commissioner
William Donald Schaefer Tower
6 St. Paul Street, 16th Floor
Baltimore, MD 21202

Parris N. Glendening, Governor
State House
Annapolis, MD 21401

James Connell, Esq., Chairman
W. Robert Keating, Commissioner
Deirdre K. Manning, Commissioner
Eugene J. Sullivan, Jr., Commissioner
Paul B. Vasington, Commissioner
Commonwealth of Massachusetts
Department of Telecommunications and
Energy
One South Station
Boston, MA 02110

Paul Cellucci, Governor
State House
Office of the Governor
Room 360
Boston, MA 02133

John G. Strand, Chairman
David A. Svanda, Commissioner
Robert B. Nelson, Commissioner
Michigan Public Service Commission
P.O. Box 30221
Lansing, MI 48909

Governor John Engler
P.O. Box 30013
Lansing, MI 48909

Gregory Scott, Chairman
Edward A. Garvey, Commissioner
Joel Jacobs, Commissioner
R. Marshall Johnson, Commissioner
LeRoy Koppenderayer, Commissioner
Minnesota Public Utilities Commission
121 7th Place East, Suite 350
St. Paul, MN 55101-2147

Governor Jesse Ventura
Office of the Governor
130 State Capitol
75 Constitution Avenue
St. Paul, MN 55155

Brian U. Ray, Executive Secretary
Mississippi Public Service Commission
P.O. Box 1174
Jackson, MS 39215-1174

Governor Ronnie Musgrove
Office of the Governor
Post Office Box 139
Jackson, MS 39205

Sheila Lumpe, Chair
M. Dianne Drainer, Vice Chair
Connie Murray, Commissioner
Robert Schemenauer, Commissioner
Kelvin L. Simmons, Commissioner
Missouri Public Service Commission
The Truman State Office Building
P.O. Box 360
Jefferson City, MO 65102
Mel Carnahan, Governor
Governor’s Office
Missouri Capitol Building, Room 216
P.O. Box 720
Jefferson City, MO 65102-0720

Dave Fisher, Chair
Nancy McCaffree, Vice Chair
Bob Rowe, Commissioner
Bob Anderson, Commissioner
Gary Feland, Commissioner
Montana Public Service Commission
1701 Prospect Avenue
P.O. Box 202601
Helena, MT 59620-2601

Governor Marc Racicot
State Capitol
Helena, MT 59620-0801

Frank E. Landis, Jr., Chairman
Anne C. Boyle, Commissioner
Lowell C. Johnson, Commissioner
Rod Johnson, Commissioner
Daniel G. Erwiller, Commissioner
300 The Atrium
1200 N Street
P.O. Box 94927
Lincoln, NE 68509-4927

Governor Mike Johanns
Office of the Governor
P.O. Box 94848
Lincoln, NE 68509-4848

Donald L. Soderberg, Chairman
Judy M. Sheldrew, Commissioner
Richard M. McIntire, Commissioner
Nevada Public Utilities Commission
1150 East William Street
Carson City, NV 89701

Governor Kenny Guinn
Capitol Building
Carson City, NV 89701

Douglas L. Patch, Chairman
Susan S. Geiger, Commissioner
Nancy Brockway, Commissioner
New Hampshire Public Utilities
Commission
8 Old Suncook Road
Concord, NH 03301-7319

Governor Jeanne Shaheen
State of New Hampshire
Office of the Governor
State House, Room 208-214
Concord, NH 03301-4990

Herbert H. Tate, Esq., President
Carmen J. Armenti, Commissioner
Frederick F. Butler, Commissioner
New Jersey Board of Public Utilities
Two Gateway Center
Newark, NJ 07102

Christine Todd Whitman
Office of the Governor
P.O. Box 001
Trenton, NJ 08625

Bill Pope, Chairman
Herb H. Hughes, Vice Chair
Jerome D. Block, Commissioner
Linda M. Lovejoy, Commissioner
Tony Schaefer, Commissioner
New Mexico Public Regulation
Commission
Utility Division
Marian Hall
224 East Palace Ave.
Santa Fe, NM 87501

Governor Gary E. Johnson
Office of the Governor
State Capitol Building
Santa Fe, NM 87503
Governor Tom Ridge
225 Main Capitol
Harrisburg, PA 17120

Puerto Rico Public Service Commission
Post Office Box 870
Hato Rey Station
San Juan, PR 00919-0870

Honorable Pedro Rossello Gonzalez
La Fortaleza
San Juan, PR 00901

Elia Germani, Chairman
Kate Racine, Commissioner
Brenda Gaynor, Commissioner
Rhode Island Public Utilities Commission
100 Orange Street
Providence, RI 02903

Governor Lincoln Almond
Office of the Governor
222 State House
Providence, RI 02903-1196

William Saunders, Chairman
H. Clay Carruth, Jr., Vice Chairman
Randy Mitchell, Commissioner
James Blake Atkins, Ph.D., Commissioner
Mignon L. Clyburn, Commissioner
Philip T. Bradley, Commissioner
C. Robert Moseley, Commissioner
Public Service Commission of South Carolina
Koger Executive Center
Saluda Building
101 Executive Center Dr.
Columbia, SC 29210

The Honorable Jim Hodges
Governor's Office
State of South Carolina
P.O. Box 11829
Columbia, SC 29211

Jim Burg, Commissioner
Pam Nelson, Commissioner
Laska Schoenfelder, Commissioner
South Dakota Public Utilities Commission
Capitol Building, First Floor
500 East Capitol Avenue
Pierre, SD 57501-5070

Governor William J. Janklow
Office of the Governor
500 East Capitol
Pierre, SD 57501-5070

Sara Kyle, Chair
Lynn Greer, Director
Melvin Malone, Director
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Governor Don Sundquist
State Capitol
Nashville, TN 37243-0001

Pat Wood, III, Chairman
Judy Walsh, Commissioner
Brett A. Perlman, Commissioner
Public Utility Commission of Texas
1701 N. Congress Avenue
P.O. Box 13326
Austin, TX 78711-3326

Governor George W. Bush
Office of the Governor
P.O. Box 12428
Austin, TX 78711-2428