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Decision 97-10-047 October 22, 1997

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

In the Matter of the Application of Pacific Bell
(U 1001 C) for Authority Pursuant to Public Utilities
Code Section 851 for Certain Space Use
Arrangements.

Application 97-08-010
(Filed August 12, 1997)

ORIGINAL

OPINION

1. Summary

Pacific Bell seeks Commission approval, pursuant to Public Utilities (PU) Code § 851, of space use arrangements with six affiliated companies. The arrangements involve affiliate use of existing, unused space in Pacific Bell property that is deemed no longer necessary for utility operations. Pacific Bell states that all of the arrangements comply with affiliate transaction rules of this Commission and of the federal government. The Telecommunications Division has examined the application and the proposed use arrangements and has no objection to Pacific Bell's request. The application is granted.

2. Background

In Application (A.) 95-10-019, filed on October 4, 1995, Pacific Bell asked the Commission to grant Section 851 authority for a number of space use arrangements with both non-affiliated parties and affiliated parties.

In Decision (D.) 96-04-045, an interim decision, the Commission approved several of the agreements that the utility has with non-affiliated parties but, at the urging of staff investigators, the Commission required additional information on the agreements with affiliates. Among other things, Pacific Bell was required to make a further showing that its charges for use of utility space were proper and that the arrangements met affiliate transaction rules intended to prevent anticompetitive dealings.

Pacific Bell filed the additional information requested and, in D.96-09-069, the Commission reviewed and approved several space use arrangements between Pacific Bell and its affiliates. The arrangements included space provided to Pacific Telesis Group, Pacific Bell Mobile Services, Pacific Bell Video Services, Pacific Bell Internet, and Pacific Bell Network Integration, among others.¹

3. Reasons for Space Use Arrangements

Pacific Bell states that it has been consolidating its operations since the time of divestiture from the American Telephone & Telegraph Company. Because of technological changes and competition, Pacific Bell needs fewer employees and less equipment. As a result, portions of Pacific Bell buildings and other properties are underutilized and can be leased or otherwise used by other entities to generate revenue. In some situations, Pacific Bell states, it has vacated entire buildings, which then have been removed from rate base.

Pacific Bell states that where affiliates are allowed to use unused space, the parties execute affiliate transaction agreements in accordance with Commission and Federal Communications Commission (FCC) affiliate transaction rules. (See, e.g., D.86-01-026, 20 CPUC2d 237 (1986); D.87-12-067, 27 CPUC2d 1 (1987); 47 CFR §§ 64.209, 32.27.) Under these rules, the affiliate pays Pacific Bell the higher of fully distributed cost plus 10%, or market rate, whichever is greater. To determine the higher amount, Pacific Bell performs market price studies to determine current market rate for particular properties. The space use arrangements for which approval is sought in this

¹ Space use arrangements with Pacific Bell Information Services (PBIS) are governed by the Commission's decision approving the transfer of assets and personnel from the former Information Services Group to PBIS, which permits PBIS to locate equipment in Pacific Bell central offices. PBIS pays Pacific Bell for such space in accordance with the affiliate transaction rules. (See D.92-07-072, 45 CPUC2d 109.) Accordingly, no additional authority is required for space use arrangements with PBIS for its equipment in Pacific Bell central offices.

application are all subject to such affiliate transaction agreements.² The exhibits attached to the application show space use payments ranging from about \$1.65 per square foot per month to about \$4.84 per square foot per month for central office space.

4. Exhibits to the Application

Pacific Bell has prepared exhibits to the application in accordance with the Commission's direction in D.96-04-045. In addition to the matrices attached to this decision as Exhibits A and B, the utility has provided a chart detailing its property management billing process (Exhibit C), its Transfer Pricing Manuals 16.01FC and 16.01CO (Exhibit D), its affiliate transactions policies, guidelines and reporting manual (Exhibit E), and exhibits providing details on each of the transactions for which approval is sought (Exhibits G-L).

Pacific Bell states that each of the space use arrangements involve relatively small use of central office or administrative space in existing buildings and will not interfere with the utility's operations. The space use arrangements are similar in kind to those approved by the Commission in D.96-09-069.

5. Discussion

PU Code § 851 requires Commission authorization before a utility may "sell, lease, assign, mortgage, or otherwise dispose of or encumber" utility property. The obvious purpose of the section is to enable the Commission, before any transfer of public utility property is consummated, to review the situation and to take such action, as a condition of the transfer, as the public interest may require. (San Jose Water Co., (1916) 10 CRRC 56.)

Another purpose of the Commission's review is to ensure that any revenue from the transaction is accounted for properly, and that the utility's rate base, depreciation,

² In A.95-10-019, Pacific Bell provided the Commission staff with detailed information about the billing process for these transactions, along with other information intended to show that Pacific Bell is properly billing affiliates for their space use under the affiliate transaction agreements.

and other accounts correctly reflect the transaction. Under the New Regulatory Framework (NRF), these items do not have the same significance as they did under traditional rate of return, cost of service regulation, but they continue to be an integral part of the calculation of rate of return, which serves as a check on the results of NRF. For this reason, the Commission reviews the accounting of the transaction for conformance with its requirements.

When, as here, the transactions are with a corporate affiliate, the Commission's review also includes consideration of whether the transaction may have anticompetitive effects or result in cross-subsidization of nonregulated entities. (See Re Pacific Bell (1992) 45 CPUC2d 109, 125.)

In this application, Pacific Bell seeks approval of 67 existing space use arrangements (Exhibit A) and 46 future space use arrangements (Exhibit B). The existing uses are described in the exhibit, but for the most part they involve space for various equipment of affiliates or office space for relatively small groups of employees of the affiliates. The future use arrangements are confined to Pacific Bell Mobile Services, Pacific Bell Internet Services and Pacific Bell Network Integration, and generally involve these affiliates' requests to expand space now occupied in order to add new switches or other equipment.

There have been no protests to Pacific Bell's application. Our Telecommunications Division staff has reviewed the application and its exhibits, and it advises that Pacific Bell has complied with Commission requirements in seeking Section 851 approval of these space use arrangements with affiliates.

Review of the information provided shows that Pacific Bell's space use arrangements with its affiliates do not impair its ability to serve the public, since the property is surplus to Pacific Bell's needs. Pacific Bell's accounting for the revenue from the leases and other arrangements appears to be in order. No evidence has been submitted which reveals any anticompetitive effects or cross-subsidization of nonregulated entities from these use agreements. Accordingly, Pacific Bell has met the requirements for authorization under PU Code § 851, of the existing and proposed arrangements.

Findings of Fact

1. Pacific Bell seeks Commission approval, pursuant to PU Code § 851 of space use arrangements with six affiliated companies.
2. Notice of this application appeared on the Commission's Calendar on August 14, 1997.
3. No protests have been filed.
4. Pacific Bell has shown that the space to be leased or otherwise occupied by its affiliates is no longer necessary for Pacific Bell's operations.
5. Affiliates will pay Pacific Bell the higher of fully distributed costs plus 10%, or market rate, whichever is greater, for the use of office and other space.
6. The application augments earlier requests for affiliate use of space as approved by the Commission in D.96-09-069.
7. The application seeks approval of 67 existing space use arrangements as set forth in Exhibit A.
8. The application seeks approval of 46 future space use arrangements as set forth in Exhibit B.
9. Pacific Bell has supplied the information required by the Commission for the Commission's review of the space use arrangements.
10. The Telecommunications Division has reviewed the application and has raised no objection to its approval.

Conclusions of Law

1. Pacific Bell's space use arrangements with its affiliates do not impair its ability to serve the public.
2. Pacific Bell's accounting for the revenue from the leases and other arrangements is in order.
3. There is no evidence of anticompetitive effects or cross-subsidization of non-regulated entities from these use agreements.
4. The application should be approved.

5. Pacific Bell should be authorized to enter into the leases and other space use arrangements as set forth in Exhibit A and Exhibit B.

6. This order should be made effective immediately in order that the arrangements can be implemented promptly.

O R D E R

IT IS ORDERED that:

1. Pacific Bell is authorized, pursuant to Public Utilities Code § 851, to enter into the space use leases and other arrangements with the affiliated entities as set forth in Exhibit A, attached hereto.

2. Pacific Bell is authorized to enter into the proposed space use leases and other arrangements with Pacific Bell Mobile Services, Pacific Bell Internet Services and Pacific Bell Network Integration, as set forth in Exhibit B, attached hereto.

3. This proceeding is closed.

This order is effective today.

Dated October 22, 1997, at San Francisco, California.

P. GREGORY CONLON

President

JESSIE J. KNIGHT, JR.

HENRY M. DUQUE

JOSIAH L. NEEPER

RICHARD A. BILAS

Commissioners

EXHIBIT A

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	Aff. & PB Sq. Ft.	Aff. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
21 S. First Street, Alhambra	106,404	Pacific Bell Mobile Services	800	.8%	PBMS occupies 800 square feet of central office space at this location. This represents .8% of the building space. There are secured partitions separating the PBMS equipment.	PBMS uses the space to house its switching equipment, which will be used to provide personal communication services. Interaction with Pacific Bell personnel is limited because PBMS employees are not permanently located in the building. PBMS employees will test and maintain the equipment and when doing so, will have use of the common areas of the building. This location has a 24 hour security guard and identification is required upon entrance. The guard has a list of authorized personnel.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	105,604	99.2%		Pacific Bell central office, network services operation.	
217 N. Lemon Street, Anaheim	282,017	Pacific Bell Internet Services	96	.03%	PBI occupies 96 square feet of central office space at this location. This represents .03% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of PBI's cable racks. PBI employees are not permanently located at the location. However, PBI employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	281,196 +	99.7% +		Pacific Bell central office, network services operation.	

+ The percentages for this location do not equal 100% because other uses of this property are not included in this application

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	Aff. & PB Sq. Ft.	Aff. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
200 W. Harbor, Anaheim	215,325	Pacific Telesis Group	1,711	.8%	PTG occupies a total of 1,711 square feet in room 520 at this location. This represents .8% of the space in the building. All of the space in the building is administrative space. There are walls between the affiliate space and Pacific Bell space.	PTG uses the space for corporate television activities. PTG employees have use of all common areas of the building.	PTG employees currently in this space were Pacific Bell employees prior to their job function moving to PTG and still occupy the same space they had used previously. These PTG employees support Pacific Bell.
		Pacific Bell	213,494 +	99.1% +		Pacific Bell Marketing group, Interexchange Services group, and Business Communications are located in this building.	
1918 M Street, Bakersfield	23,496	Pacific Telesis Group	15	.06%	PTG occupies a total of 15 square feet of central office space at this location. This represents .06% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of Corporate TV's "Channel 6" equipment cable racks. Channel 6 is an internal TV operation used by Pacific Bell and some affiliates for training, special broadcast messages, executive live broadcasts to employees, etc. Corporate TV employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	23,481	99.4%		Pacific Bell central office, network services operation.	

+ The percentages for this location do not equal 100% because other users of this property are not included in this application.

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	Aff. & PB Sq. Ft.	Aff. & PB % of Bdg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
3221 S. H Street, Bakersfield	22,193	Pacific Bell Mobile Services	800	3.6%	PBMS occupies 800 square feet of central office space at this location. This represents 3.6% of the building space. There are secured partitions separating the PBMS equipment.	PBMS uses the space to house its switching equipment, which will be used to provide personal communication services. Interaction with Pacific Bell personnel is limited because PBMS employees are not permanently located in the building. PBMS employees will test and maintain the equipment and when doing so, will have use of the common areas of the building. This location has a 24 hour security guard and identification is required upon entrance. The guard has a list of authorized personnel.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	21,393	96.4%		Pacific Bell central office, network services operation.	
280 Palm Avenue, Burbank	40,184	Pacific Telesis Group	15	.04%	PTG occupies a total of 15 square feet of central office space at this location. This represents .04% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of Corporate TV's "Channel 6" equipment cable racks. Channel 6 is an internal TV operation used by Pacific Bell and some affiliates for training, special broadcast messages, executive live broadcasts to employees, etc. Corporate TV employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	40,169	99.96%		Pacific Bell central office, network services operation.	

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	Aff. & PB Sq. Ft.	Aff. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
518 W. 4th Street, Chico	128,103	Pacific Bell Internet Services	64	.05%	PBI occupies 64 square feet of central office space at this location. This represents .05% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of PBI's cable racks. PBI employees are not permanently located at the location. However, PBI employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	127,639 +	99.6% +		Pacific Bell central office, network services operation.	
515 Kings Avenue, Chowchilla	3,451	Pacific Telesis Group	15	.4%	PTG occupies a total of 15 square feet of central office space at this location. This represents .4% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of Corporate TV's "Channel 6" equipment cable racks. Channel 6 is an internal TV operation used by Pacific Bell and some affiliates for training, special broadcast messages, executive live broadcasts to employees, etc. Corporate TV employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	3,436	99.6%		Pacific Bell central office, network services operation.	

* The percentages for this location do not equal 100% because other uses of this property are not included in this application.

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	Am. & PB Sq. Ft.	Am. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
525 E. Shaw Avenue, Clovis	19,069	Pacific Bell Mobile Services	892	4.7%	PBMS occupies 892 square feet of central office space at this location. This represents 4.7% of the building space. There are secured partitions separating the PBMS equipment.	PBMS uses the space to house its switching equipment, which will be used to provide personal communication services. Interaction with Pacific Bell personnel is limited because PBMS employees are not permanently located in the building. PBMS employees will test and maintain the equipment and when doing so, will have use of the common areas of the building. This location has a 24 hour security guard and identification is required upon entrance. The guard has a list of authorized personnel.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	18,177	95.3%		Pacific Bell central office, network services operation.	

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	Aff. & PB Sq. Ft.	Aff. & PB % of Bdg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
433 N. La Cadena, Colton	19,970	Pacific Bell Mobile Services	1,113	5.6%	PBMS occupies 1,113 square feet of central office space at this location. This represents 5.6% of the building space. There are secured partitions separating the PBMS equipment.	PBMS uses the space to house its switching equipment, which will be used to provide personal communication services. Interaction with Pacific Bell personnel is limited because PBMS employees are not permanently located in the building. PBMS employees will test and maintain the equipment and when doing so, will have use of the common areas of the building. This location has a 24 hour security guard and identification is required upon entrance. The guard has a list of authorized personnel.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	18,857	94.4%		Pacific Bell central office, network services operation.	

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	Aff. & PB Sq. Ft.	Aff. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
511 Joy, Corona	29,813	Pacific Bell Mobile Services	793	2.7%	PBMS occupies 793 square feet of central office space at this location. This represents 2.7% of the building space. There are secured partitions separating the PBMS equipment.	PBMS uses the space to house its switching equipment, which will be used to provide personal communication services. Interaction with Pacific Bell personnel is limited because PBMS employees are not permanently located in the building. PBMS employees will test and maintain the equipment and when doing so, will have use of the common areas of the building. This location has a 24 hour security guard and identification is required upon entrance. The guard has a list of authorized personnel.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	29,020	97.3%		Pacific Bell central office, network services operation.	
9th Avenue, Delano	6,892	Pacific Telesis Group	15	.2%	PTG occupies a total of 15 square feet of central office space at this location. This represents .2% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of Corporate TV's "Channel 6" equipment cable racks. Channel 6 is an internal TV operation used by Pacific Bell and some affiliates for training, special broadcast messages, executive live broadcasts to employees, etc. Corporate TV employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	6,877	99.8%		Pacific Bell central office, network services operation.	

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	Am. & PB Sq. Ft.	Am. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
1445/1455 Van Ness Avenue, Fresno	171,525	Pacific Bell Internet Services	90	.05%	PBI occupies 90 square feet of central office space at this location. This represents .05% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of PBI's cable racks. PBI employees are not permanently located at the location. However, PBI employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Telesis Group	15	.01%	PTG occupies a total of 15 square feet of central office space at this location. This represents .01% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of Corporate TV's "Channel 6" equipment cable racks. Channel 6 is an internal TV operation used by Pacific Bell and some affiliates for training, special broadcast messages, executive live broadcasts to employees, etc. Corporate TV employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	171,020 +	99.7% +		Pacific Bell central office, network services operation.	

* The percentages for this location do not equal 100% because other users of this property are not included in this application.

Exhibit A	Gross Feet	Affiliate(s) at the Location	Aff. & PB Sq. Ft.	Aff. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
Property Address							
5555 E. Olive Street, Fresno	533,169	Pacific Telesis Group	1,076	.2%	PTG occupies a total of 1,076 square feet in room B162 at this location. This represents .2% of the space in the building. All of the space in the building is administrative space. There are walls between the affiliate space and Pacific Bell space.	PTG uses the space for corporate communications and public affairs activities. PTG employees have use of all common areas of the building.	Pacific Bell does not require the space for its business activities. PTG employees currently in this space were Pacific Bell employees prior to their job function moving to PTG and still occupy the same space they had used previously. These PTG employees support Pacific Bell.
		Pacific Bell	532,093	99.8%		Pacific Bell Marketing group and Business Communications are located in this building.	

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	AM. & PB Sq. Ft.	AM. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
16208 Vermont Avenue, Gardena	88,787	Pacific Bell Internet Services	59	.04%	PBI occupies 59 square feet of central office space at this location. This represents .04% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of PBI's cable racks. PBI employees are not permanently located at the location. However, PBI employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell Mobile Services	800	.52%	PBMS occupies 800 square feet of central office space at this location. This represents .52% of the building space. There are secured partitions separating the PBMS equipment.	PBMS uses the space to house its switching equipment, which will be used to provide personal communication services. Interaction with Pacific Bell personnel is limited because PBMS employees are not permanently located in the building. PBMS employees will test and maintain the equipment and when doing so, will have use of the common areas of the building. This location has a 24 hour security guard and identification is required upon entrance. The guard has a list of authorized personnel.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	87,638 +	98.7% +		Pacific Bell central office, network services operation.	

+ The percentages for this location do not equal 100% because other uses of this property are not included in this application

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	Am. & PB Sq. Ft.	Am. & PB % of Bdg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
29443 HWY. 198, Goshen	3,059	Pacific Telesis Group	15	.5%	PTG occupies a total of 15 square feet of central office space at this location. This represents .5% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of Corporate TV's "Channel 6" equipment cable racks. Channel 6 is an internal TV operation used by Pacific Bell and some affiliates for training, special broadcast messages, executive live broadcasts to employees, etc. Corporate TV employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	3,044	99.5%		Pacific Bell central office, network services operation.	
1129 B Street, Hayward	106,345	Pacific Bell Internet Services	113	.1%	PBI occupies 113 square feet of central office space at this location. This represents .1% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of PBI's cable racks. PBI employees are not permanently located at the location. However, PBI employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	105,938 +	99.6% +		Pacific Bell central office, network services operation.	

+ The percentages for this location do not equal 100% because other uses of this property are not included in this application

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	Att. & PB Sq. Ft.	Att. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
2350 Main Street, Irvine	84,046	Pacific Bell Internet Services	49	.06%	PBI occupies 49 square feet of central office space at this location. This represents .06% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of PBI's cable racks. PBI employees are not permanently located at the location. However, PBI employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	83,197 +	99% +		Pacific Bell central office, network services operation.	
20834 S. Delino, Layton	1,261	Pacific Telesis Group	15	1.2%	PTG occupies a total of 15 square feet of central office space at this location. This represents 1.2% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of Corporate TV's "Channel 6" equipment cable racks. Channel 6 is an internal TV operation used by Pacific Bell and some affiliates for training, special broadcast messages, executive live broadcasts to employees, etc. Corporate TV employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	1,246	98.8%		Pacific Bell central office, network services operation.	

+ The percentages for this location do not equal 100% because other uses of this property are not included in this application.

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	AM. & PB Sq. Ft.	AM. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
2019 Lebec Road, Lebec	1,209	Pacific Telesis Group	15	1.2%	PTG occupies a total of 15 square feet of central office space at this location. This represents 1.2% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of Corporate TV's "Channel 6" equipment cable racks. Channel 6 is an internal TV operation used by Pacific Bell and some affiliates for training, special broadcast messages, executive live broadcasts to employees, etc. Corporate TV employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	1,194	98.8%		Pacific Bell central office, network services operation.	
2388 Second Street, Livermore	19,387	Pacific Telesis Group	15	.08%	PTG occupies a total of 15 square feet of central office space at this location. This represents .08% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of Corporate TV's "Channel 6" equipment cable racks. Channel 6 is an internal TV operation used by Pacific Bell and some affiliates for training, special broadcast messages, executive live broadcasts to employees, etc. Corporate TV employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	19,372	99.92%		Pacific Bell central office, network services operation.	

Exhibit A		Gross	Affiliate(s) at the	AT, & PB	AT, & PB	Description of	Pacific /Affiliates	Reasons Space Not
Property Address		Feet	Location	Sq. Ft.	% of Bldg	Aff. Leased Space	Activities	Needed By PB
2445 Daly Street, Los Angeles	143,872	Pacific Telesis Group	1,329	.9%	PTG occupies a total of 1,329 square feet at this location. This represents .9% of the space in the building. The space in the building combines both administrative and equipment space. There are walls and doors between the affiliate space and Pacific Bell space.	PTG uses the space for public affairs activities, primarily "Workforce LA". PTG employees have use of all common areas of the building.	Pacific Bell does not require the space for its business activities. PTG employees currently using this space were Pacific Bell employees prior to their job function moving to PTG and still occupy the same space they had used previously. These PTG employees support Pacific Bell.	
		Pacific Bell	142,543	99.1%		Pacific Bell central office, network services operation.		
433 S. Olive Street, Los Angeles	192,502	Pacific Bell Mobile Services	2,700	1.4%	PBMS occupies 2700 square feet of central office space at this location. This represents 1.4% of the building space. There are secured partitions separating the PBMS equipment.	PBMS uses the space to house its switching equipment, which will be used to provide personal communication services. Interaction with Pacific Bell personnel is limited because PBMS employees are not permanently located in the building. PBMS employees will test and maintain the equipment and when doing so, will have use of the common areas of the building. This location has a 24 hour security guard and identification is required upon entrance. The guard has a list of authorized personnel.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.	
		Pacific Bell	189,366	98.4%		Pacific Bell central office, network services operation.		

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	Aff. & PB Sq. Ft.	Aff. & PB % of Bdg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
8530 Airport Boulevard, Los Angeles	100,024	Pacific Bell Mobile Services	800	.8%	PBMS occupies 800 square feet of central office space at this location. This represents .8% of the building space. There are secured partitions separating the PBMS equipment.	PBMS uses the space to house its switching equipment, which will be used to provide personal communication services. Interaction with Pacific Bell personnel is limited because PBMS employees are not permanently located in the building. PBMS employees will test and maintain the equipment and when doing so, will have use of the common areas of the building. This location has a 24 hour security guard and identification is required upon entrance. The guard has a list of authorized personnel.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	99,224	99.2%		Pacific Bell central office, network services operation.	
221 South E Street, Madera	20,643	Pacific Telesis Group	15	.07%	PTG occupies a total of 15 square feet of central office space at this location. This represents .07% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of Corporate TV's "Channel 6" equipment cable racks. Channel 6 is an internal TV operation used by Pacific Bell and some affiliates for training, special broadcast messages, executive live broadcasts to employees, etc. Corporate TV employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	20,628	99.93%		Pacific Bell central office, network services operation.	

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	AN. & PB Sq. Ft.	AN. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
Yosemite and Swanson, Manterez	423	Pacific Telesis Group	15	3.5%	PTG occupies a total of 15 square feet of central office space at this location. This represents 3.5% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of Corporate TV's "Channel 6" equipment cable racks. Channel 6 is an internal TV operation used by Pacific Bell and some affiliates for training, special broadcast messages, executive live broadcasts to employees, etc. Corporate TV employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	408	96.5%		Pacific Bell central office, network services operation.	
440 18th Street, Merced	25,504	Pacific Telesis Group	15	.06%	PTG occupies a total of 15 square feet of central office space at this location. This represents .06% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of Corporate TV's "Channel 6" equipment cable racks. Channel 6 is an internal TV operation used by Pacific Bell and some affiliates for training, special broadcast messages, executive live broadcasts to employees, etc. Corporate TV employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	25,489	99.94%		Pacific Bell central office, network services operation.	

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	Aff. & PB Sq. Ft.	Aff. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
3380 Mettler Frontage Road, Mettler	2,323	Pacific Telesis Group	15	.6%	PTG occupies a total of 15 square feet of central office space at this location. This represents .6% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of Corporate TV's "Channel 6" equipment cable racks. Channel 6 is an internal TV operation used by Pacific Bell and some affiliates for training, special broadcast messages, executive live broadcasts to employees, etc. Corporate TV employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	2,308	99.4%		Pacific Bell central office, network services operation.	
2728 Third Street, Modesto	10,620	Pacific Telesis Group	15	.1%	PTG occupies a total of 15 square feet of central office space at this location. This represents .1% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of Corporate TV's "Channel 6" equipment cable racks. Channel 6 is an internal TV operation used by Pacific Bell and some affiliates for training, special broadcast messages, executive live broadcasts to employees, etc. Corporate TV employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	10,605	99.9%		Pacific Bell central office, network services operation.	

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	AN. & PB Sq. Ft.	AN. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
401 Franklin Street, Monterey	85,052	Pacific Bell Mobile Services	1,100	1.3%	PBMS occupies 1100 square feet of central office space at this location. This represents 1.3% of the building space. There are secured partitions separating the PBMS equipment.	PBMS uses the space to house its switching equipment, which will be used to provide personal communication services. Interaction with Pacific Bell personnel is limited because PBMS employees are not permanently located in the building. PBMS employees will test and maintain the equipment and when doing so, will have use of the common areas of the building. This location has a 24 hour security guard and identification is required upon entrance. The guard has a list of authorized personnel.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	83,952	98.7%		Pacific Bell central office, network services operation.	
11270/11272 Magnolia Avenue, N. Hollywood	115,734	Pacific Bell Internet Services	48	.04%	PBI occupies 48 square feet of central office space at this location. This represents .04% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of PBI's cable racks. PBI employees are not permanently located at the location. However, PBI employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	114,409 +	98.9% +		Pacific Bell central office, network services operation.	

+ The percentages for this location do not equal 100% because other uses of this property are not included in this application.

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	Aff. & PB Sq. Ft.	Aff. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
1587 Franklin Street, Oakland	430,598	Pacific Bell Internet Services	80	.02%	PBI occupies 80 square feet of central office space at this location. This represents .02% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of PBI's cable racks. PBI employees are not permanently located at the location. However, PBI employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	426,136 +	99% +		Pacific Bell central office, network services operation.	
2225 Mission Avenue, Oceanside	15,876	Pacific Bell Mobile Services	832	5.2%	PBMS occupies 832 square feet of central office space at this location. This represents 5.2% of the building space. There are secured partitions separating the PBMS equipment.	PBMS uses the space to house its switching equipment, which will be used to provide personal communication services. Interaction with Pacific Bell personnel is limited because PBMS employees are not permanently located in the building. PBMS employees will test and maintain the equipment and when doing so, will have use of the common areas of the building. This location has a 24 hour security guard and identification is required upon entrance. The guard has a list of authorized personnel.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	15,494	94.8%		Pacific Bell central office, network services operation.	

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Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	AM. & PB Sq. Ft.	AM. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
600 E. Green Street, Pasadena	142,609	Pacific Bell Internet Services	60	.04%	PBI occupies 60 square feet of central office space at this location. This represents .04% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of PBI's cable racks. PBI employees are not permanently located at the location. However, PBI employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	142,149 +	99.68% +		Pacific Bell central office, network services operation.	
177 E. Colorado, Pasadena	664,350	Pacific Telesis Group	2,246	.3%	PTG occupies a total of 2,246 square feet in room 1223 at this location. This represents .3% of the space in the building. All of the space in the building is administrative space. There are walls between the affiliate space and Pacific Bell space.	PTG uses the space for corporate television activities. PTG employees have use of all common areas of the building.	Pacific Bell does not require the space for its business activities. PTG employees currently in this space were Pacific Bell employees prior to their job function moving to PTG and still occupy the same space they had used previously. These PTG employees support Pacific Bell.
		Pacific Bell	662,104	99.7%		Pacific Bell Marketing group, Interexchange Services group, and Business Communications are located in this building.	

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Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	Aff. & PB Sq. Ft.	Aff. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
Old HWY. 99 at Oak Flat, Pyramid	100	Pacific Telesis Group	15	15%	PTG occupies a total of 15 square feet of central office space at this location. This represents 15% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of Corporate TV's "Channel 6" equipment cable racks. Channel 6 is an internal TV operation used by Pacific Bell and some affiliates for training, special broadcast messages, executive live broadcasts to employees, etc. Corporate TV employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	85	85%		Pacific Bell central office, network services operation.	
1121 Jefferson Avenue, Redwood City	98,110	Pacific Bell Internet Services	50	.05%	PBI occupies 50 square feet of central office space at this location. This represents .05% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of PBI's cable racks. PBI employees are not permanently located at the location. However, PBI employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	95,860 +	99.53% +		Pacific Bell central office, network services operation.	

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Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	AM. & PB Sq. Ft.	AM. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
6000 State Farm Drive, Rohnert Park	228,184	Pacific Telesis Group	368	.2%	PTG occupies a total of 368 square feet in room 100 at this location. This represents .2% of the space in the building. All of the space in the building is administrative space. There are walls between the affiliate space and Pacific Bell space.	PTG uses the space for corporate communications and public affairs activities. PTG employees have use of all common areas of the building.	Pacific Bell does not require the space for its business activities. PTG employees currently in this space were Pacific Bell employees prior to their job function moving to PTG and still occupy the same space they had used previously. These PTG employees support Pacific Bell.
		Pacific Bell	227,816	99.8%		Pacific Bell Marketing group, Interexchange Services group, Business Communications and operations are located in this building.	

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	Aff. & PB Sq. Ft.	Aff. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
8295 Fruitridge Road, Sacramento	23,427	Pacific Bell Mobile Services	1,947	8.3%	PBMS occupies 1,947 square feet of central office space at this location. This represents 8.3% of the building space. There are secured partitions separating the PBMS equipment.	PBMS uses the space to house its switching equipment, which will be used to provide personal communication services. Interaction with Pacific Bell personnel is limited because PBMS employees are not permanently located in the building. PBMS employees will test and maintain the equipment and when doing so, will have use of the common areas of the building. This location has a 24 hour security guard and identification is required upon entrance. The guard has a list of authorized personnel.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	21,480	91.7%		Pacific Bell central office, network services operation.	
3675 T Street, Sacramento	285,613	Pacific Telesis Group	1,580	.6%	PTG occupies a total of 1,580 square feet in room 119 at this location. This represents .6% of the space in the building. All of the space in the building is administrative space. There are cubicle partitions between the affiliate space and Pacific Bell space.	PTG uses the space for telephone pioneer activities. Pioneers have use of all common areas of the building.	Pacific Bell does not require the space for its business activities. The pioneer activities were transferred from Pacific Bell to PTG.
		Pacific Bell	284,033	99.4%		Pacific Bell central office, network services operation.	

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	AM. & PB Sq. Ft.	AM. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
4569 College Avenue, San Diego	42,355	Pacific Bell Mobile Services	2,080	4.9%	PBMS occupies 2,080 square feet of central office space at this location. This represents 4.9% of the building space. There are secured partitions separating the PBMS equipment.	PBMS uses the space to house its switching equipment, which will be used to provide personal communication services. Interaction with Pacific Bell personnel is limited because PBMS employees are not permanently located in the building. PBMS employees will test and maintain the equipment and when doing so, will have use of the common areas of the building. This location has a 24 hour security guard and identification is required upon entrance. The guard has a list of authorized personnel.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	40,275	95.1%		Pacific Bell central office, network services operation.	
7337 Trade Street, San Diego—(525,037 is the square footage of the building and 765,461 is the square footage of the yard.)	1,290,498	Pacific Bell Mobile Services	1,111	.09%	PBMS occupies 1,111 square feet of central office space on the second floor of the building in rooms 201F and 201J and 411 square feet in the parking lot for a total of 1,111 square feet. This represents .09% of the building and yard space. There are secured partitions separating the PBMS equipment in the building.	PBMS uses the space to house its switching equipment which will be used to provide personal communication services. Interaction with Pacific Bell personnel is limited because PBMS employees are not permanently located in the building. PBMS employees will test and maintain the equipment and when doing so, will have use of the common areas of the building. A trailer is in the parking lot used as an emergency cell site.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	1,289,387	99.91%		Pacific Bell central office, Consumer and Business Service Centers, and Accounting.	

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	AM. & PB Sq. Ft.	AM. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
872 Morro Street, San Luis Obispo	20,582	Pacific Bell Mobile Services	780	3.8%	PBMS occupies 780 square feet of central office space at this location. This represents 3.8% of the building space. There are secured partitions separating the PBMS equipment.	PBMS uses the space to house its switching equipment, which will be used to provide personal communication services. Interaction with Pacific Bell personnel is limited because PBMS employees are not permanently located in the building. PBMS employees will test and maintain the equipment and when doing so, will have use of the common areas of the building. This location has a 24 hour security guard and identification is required upon entrance. The guard has a list of authorized personnel.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	19,802	96.2%		Pacific Bell central office, network services operation.	

Exhibit A		Gross	Affiliate(s) at the	Aff. & PB	Aff. & PB	Description of	Pacific /Affiliates	Reasons Space Not
Property Address		Feet	Location	Sq. Ft.	% of Bldg	Aff. Leased Space	Activities	Needed By PB
1515 19th Avenue, San Francisco	89,569	Pacific Telesis Group	18,714	20.9%	PTG occupies a total of 18,714 square feet in room 101 and the basement at this location. This represents 20.9% of the space in the building. This building combines both administrative and central office space. The administrative space PTG occupies is part of the old central office area.	PTG uses the space for telephone pioneer activities and Pioneer storage and archive files. Pioneers have use of all common areas of the building.	Pacific Bell does not require the space for its business activities. The pioneer activities were transferred from Pacific Bell to PTG.	
		Pacific Bell	70,855	79.1%		Pacific Bell central office, network services operation.		
3333 25th Street, San Francisco	138,334	Pacific Telesis Group	706	.5%	PTG occupies a total of 706-square feet at this location. This represents .5% of the space in the building. The space in the building combines both administrative and equipment space. There are walls between the affiliate space and Pacific Bell space.	PTG uses the space for corporate television activities. PTG employees have use of all common areas of the building.	Pacific Bell does not require the space for its business activities. PTG employees currently in this space were Pacific Bell employees prior to their job-function moving to PTG and still occupy the same space they had used previously. These PTG employees support Pacific Bell.	
		Pacific Bell	137,628	99.5%		Pacific Bell central office, network services operation.		

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	AM. & PB Sq. Ft.	AM. & PB % of Bdg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
55 Pine Street, San Francisco	254,974	Pacific Bell Video Services	30	.01%	PBVS occupies 30 square feet of central office space in this location. This represents .01% of the building space. A wall separates the affiliate space and Pacific Bell space.	This space is used to house a server and testing equipment for head-end equipment certification. PBVS employees have use of the common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	253,509 +	99.4% +		Pacific Bell central office, network services operation.	
One River Oaks Place, San Jose	123,900	Pacific Bell Network Integration	150	.1%	PBNI leases 150 square feet (one cubicle) in this location. This represents .01% of the building space. This is administrative space. Cubicle partitions separate PBNI space from the Pacific Bell space.	PBNI employees design, sell, and service network integration activities in support of Pacific Bell marketing teams for Pacific Bell customers, at the customers' requests. PBNI employees have work space near the Pacific Bell account teams and have access to all common areas of the building.	Pacific Bell made the determination that the space was available for leasing to PBNI because PBNI is supporting Pacific Bell 100% of the time, and Pacific Bell does not require the space for its use.
		Pacific Bell	123,850	99.9%		Pacific Bell Marketing group, Interexchange Services group, and Business Communications are located in this building.	

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Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	Aff. & PB Sq. Ft.	Aff. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
1550 Leigh Avenue, San Jose	59,719	Pacific Bell Network Integration	80	.1%	PBNI leases 80 square feet (one cubicle) in this location. This represents .01% of the building space. This is administrative space. Cubicle partitions separate PBNI space from the Pacific Bell space.	PBNI employees design, sell, and service network integration activities in support of Pacific Bell marketing teams for Pacific Bell customers, at the customers' requests. PBNI employees have work space near the Pacific Bell account teams and have access to all common areas of the building.	Pacific Bell made the determination that the space was available for leasing to PBNI because PBNI is supporting Pacific Bell 100% of the time, and Pacific Bell does not require the space for its use.
		Pacific Bell	59,639	99.9%		Pacific Bell Marketing group, Interexchange Services group, and Business Communications are located in this building.	
155 S. White Road, San Jose	30,520	Pacific Bell Video Services	800	2.6%	PBVS occupies 800 square feet of central office space in this location. This represents 2.6% of the building space. A wall separates the affiliate space and Pacific Bell space.	This space is used to house a server and testing equipment for head-end equipment certification. PBVS employees have use of the common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	29,720	97.4%		Pacific Bell central office, network services operation.	
6245 Dial Way, San Jose	66,083	Pacific Bell Video Services	1,110	1.7%	PBVS occupies 1,100 square feet of central office space in this location. This represents 1.7% of the building space. A wall separates the affiliate space and Pacific Bell space.	This space is used to house a server and testing equipment for head-end equipment certification. PBVS employees have use of the common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	64,973	98.3%		Pacific Bell central office, network services operation.	

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	AM. & PB Sq. Ft.	AM. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
2211 Junction Avenue, San Jose	18,543	Pacific Bell Video Services	100	.5%	PBVS occupies 100 square feet of central office space in this location. A wall separates the affiliate space and Pacific Bell space.	This space is used to house a server and testing equipment for head-end equipment certification. PBVS employees have use of the common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	18,443	99.5%		Pacific Bell central office, network services operation.	
485 S. Monroe Street, San Jose—(110,842 is the square footage of the building and 300,110 is the square footage of the parking and yard space)	410,952	Pacific Bell Video Services	52,049	12.7%	PBVS leases 52,049 square feet at this location. 46,500 square feet are in the parking lot and a satellite dish occupies this space. 375 square feet are used for parking and the 5,174 square feet are in room 030 in the basement. There is a fence separation between PBVS space and Pacific Bell space, in the parking lot and in the building. The building is an administrative building. However, because this space is specially reinforced like a central office, PBVS is able to use it the same way it uses central office space.	This location is a super head end site for PBVS. It houses PBVS network backbone equipment, analog broadcast equipment used for weather channels and preview channels, and advertising insertion equipment used to overlay broadcast advertisements from local advertisers. There is a full time keycard access to the building restricted to authorized employees. PBVS employees follow a prescribed route to PBVS space and access to common areas is restricted to rest rooms and common hallways. In the parking lot only PBVS employees have access to the satellite dish.	Pacific Bell does not require the space for its business activities. Consolidation of collection and message investigation functions within the Corporate Finance Organization opened up additional space at this location.
		Pacific Bell	358,903	87.3%		Network services and billing operations employees are located in this building.	

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	Att. & PB Sq. Ft.	Att. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
1615 Foxworthy Road, San Jose—(the total footage includes parking and yard space of 50,660 square feet)	114,858	Pacific Bell Video Services	1,100	1%	PBVS has 1,100 square feet of central office space at this location in room 100C. There is a wall separating PBVS space and Pacific Bell space. This is 1% of the building.	This space is a digital interactive site for PBVS. It houses PBVS network backbone equipment, a video server to provision digital interactive services, and network equipment for high speed data services products. There is 24 hour keycard access to the building restricted to authorized employees. PBVS employees follow a prescribed route to PBVS space and access to common areas is restricted to rest rooms and common hallways.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	113,758	99%		Pacific Bell central office, operator services and Advanced Communications Network employees are located at this site.	
220 Shaver Street, San Rafael	62,411	Pacific Bell Internet Services	75	.1%	PBI occupies 75 square feet of central office space at this location. This represents .1% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of PBI's cable racks. PBI employees are not permanently located at the location. However, PBI employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	61,975 +	99.3% +		Pacific Bell central office, network services operation.	

⊕ The percentages for this location do not equal 100% because other uses of this property are not included in this application.

Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	AM. & PB Sq. Ft.	AM. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
2600 Camino Ramon, San Ramon	2050,000	Nevada Bell	533	.03%	NB occupies 533 square feet at this location in cubicles 4S200H, 2W550E, 2W500FF, 2W750I, and 2W500GG. This represents .03% of the space in the building. All of the space is administrative space. There are wall and cubicle separations that separate NB space from Pacific Bell space.	NB uses this space for employees who interact with Pacific Bell people who support and provide NB transfer priced services.	Pacific Bell does not require this space for its business activities.
		Pacific Bell	2,030,159 +	99% +		Pacific Bell Consumer and Business Markets, Engineering, Product Marketing, Accounting, Billing, Data Services, and Regulatory.	
3640 Capitola Road, Santa Cruz	19,508	Pacific Bell Mobile Services	800	4.1%	PBMS occupies 800 square feet of central office space at this location. This represents 4.1% of the building space. There are secured partitions separating the PBMS equipment.	PBMS uses the space to house its switching equipment, which will be used to provide personal communication services. Interaction with Pacific Bell personnel is limited because PBMS employees are not permanently located in the building. PBMS employees will test and maintain the equipment and when doing so, will have use of the common areas of the building. This location has a 24 hour security guard and identification is required upon entrance. The guard has a list of authorized personnel.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	18,708	95.9%		Pacific Bell central office, network services operation.	

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Exhibit A Property Address	Gross Feet	Affiliate(s) at the Location	AM. & PB Sq. Ft.	AM. & PB % of Bdg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
4480 Kester Avenue, Sherman Oaks	106,216	Pacific Bell Mobile Services	800	.8%	PBMS occupies 800 square feet of central office space at this location. This represents .8% of the building space. There are secured partitions separating the PBMS equipment.	PBMS uses the space to house its switching equipment, which will be used to provide personal communication services. Interaction with Pacific Bell personnel is limited because PBMS employees are not permanently located in the building. PBMS employees will test and maintain the equipment and when doing so, will have use of the common areas of the building. This location has a 24 hour security guard and identification is required upon entrance. The guard has a list of authorized personnel.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	105,416	99.2%		Pacific Bell central office.	
2633 Sussex Avenue, South Lake Tahoe	18,796	Pacific Bell Mobile Services	800	4.3%	PBMS occupies 800 square feet of central office space at this location. This represents 4.3% of the building space. There are secured partitions separating the PBMS equipment.	PBMS uses the space to house its switching equipment, which will be used to provide personal communication services. Interaction with Pacific Bell personnel is limited because PBMS employees are not permanently located in the building. PBMS employees will test and maintain the equipment and when doing so, will have use of the common areas of the building. This location has a 24 hour security guard and identification is required upon entrance. The guard has a list of authorized personnel.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	17,996	95.7%		Pacific Bell central office, network services operation.	

Exhibit A	Gross Feet	Affiliate(s) at the Location	Aff. & PB Sq. Ft.	Aff. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
Property Address							
345 N. San Joaquin Street, Stockton	121,320	Pacific Bell Internet Services	80	.07%	PBI occupies 80 square feet of central office space at this location. This represents .07% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of PBI's cable racks. PBI employees are not permanently located at the location. However, PBI employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell Mobile Services	640	.53%	PBMS occupies 640 square feet of central office space at this location. This represents .53% of the building space. There are secured partitions separating the PBMS equipment.	PBMS uses the space to house its switching equipment, which will be used to provide personal communication services. Interaction with Pacific Bell personnel is limited because PBMS employees are not permanently located in the building. PBMS employees will test and maintain the equipment and when doing so, will have use of the common areas of the building. This location has a 24 hour security guard and identification is required upon entrance. The guard has a list of authorized personnel.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	119,970 +	98.9% +		Pacific Bell central office, network services operation.	

+ The percentages for this location do not equal 100% because other uses of this property are not included in this application

Exhibit A	Gross	Affiliate(s) at the	Aff. & PB	Aff. & PB	Description of	Pacific /Affiliates	Reasons Space Not
Property Address	Feet	Location	Sq. Ft.	% of Bdg	Aff. Leased Space	Activities	Needed By PB
4747 Feather River Drive, Stockton	21,546	Pacific Bell Network Integration	137	.64%	PBNI leases 137 square feet (one cubicle) in this location. This represents .1% of the building space. This is administrative space. Cubicle partitions separate PBNI space from the Pacific Bell space.	PBNI employees design, sell, and service network integration activities in support of Pacific Bell marketing teams for Pacific Bell customers, at the customers' requests. PBNI employees have work space near the Pacific Bell account teams and have access to all common areas of the building.	Pacific Bell made the determination that the space was available for leasing to PBNI because PBNI is supporting Pacific Bell 100% of the time, and Pacific Bell does not require the space for its use.
		Pacific Bell	21,409	99.36%		Pacific Bell Marketing group and Business Communications are located in this building.	
526 N. Burnett, Tipton	3,809	Pacific Telesis Group	15	.4%	PTG occupies a total of 15 square feet of central office space at this location. This represents .4% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of Corporate TV's "Channel 6" equipment cable racks. Channel 6 is an internal TV operation used by Pacific Bell and some affiliates for training, special broadcast messages, executive live broadcasts to employees, etc. Corporate TV employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	3,794	99.6%		Pacific Bell central office, network services operation.	

Exhibit A	Gross Feet	Affiliate(s) at the Location	Aff. & PB Sq. Ft.	Aff. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
Property Address							
10 E. Twelfth Street, Tracy	11,271	Pacific Telesis Group	15	.1%	PTG occupies a total of 15 square feet of central office space at this location. This represents .1% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of Corporate TV's "Channel 6" equipment cable racks. Channel 6 is an internal TV operation used by Pacific Bell and some affiliates for training, special broadcast messages, executive live broadcasts to employees, etc. Corporate TV employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	11,256	99.9%		Pacific Bell central office, network services operation.	
1971 Irvine, Tustin	31,263	Pacific Bell Mobile Services	744	2.4%	PBMS occupies 744 square feet of central office space at this location. This represents 2.4% of the building space. There are secured partitions separating the PBMS equipment.	PBMS uses the space to house its switching equipment, which will be used to provide personal communication services. Interaction with Pacific Bell personnel is limited because PBMS employees are not permanently located in the building. PBMS employees will test and maintain the equipment and when doing so, will have use of the common areas of the building. This location has a 24 hour security guard and identification is required upon entrance. The guard has a list of authorized personnel.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	30,519	97.6%		Pacific Bell central office, network services operation.	

Exhibit A Property Address	Gross Foot	Affiliate(s) at the Location	Aff. & PB Sq. Ft.	Aff. & PB % of Bldg	Description of Aff. Leased Space	Pacific /Affiliates Activities	Reasons Space Not Needed By PB
1755 Locust Street, Walnut Creek	100,642	Pacific Bell Internet Services	81	.08%	PBI occupies 81 square feet of central office space at this location. This represents .08% of the space in the building. There is a wall separation between affiliate space and Pacific Bell space.	The space is used for placement of PBI's cable racks. PBI employees are not permanently located at the location. However, PBI employees have access to the space to monitor their equipment. When they are at the location, they have use of all common areas of the building.	Technology advancement and miniaturization of equipment opened up space in the Pacific Bell central office.
		Pacific Bell	100,169 +	99.53% +		Pacific Bell central office, network services operation.	

+ The percentages for this location do not equal 100% because other uses of this property are not included in this application.

(END OF EXHIBIT A)

EXHIBIT B

Matrix of Pacific Bell locations where Affiliates are requesting additional square footage at current leased locations or requesting authority to lease space at new locations

PACIFIC BELL MOBILE SERVICES (PBMS)

<u>Location</u>	<u>Currently Leased Square Feet</u>	<u>Additional Square Feet Requirement</u>	<u>Reason Space Needed by Affiliate</u>
21 S. 1 st Street, Alhambra	800	1700	Placement of an additional switch for growth/expansion.
518 W. 4 th Street, Chico	New Request	1000	New location, placement of one switch.
511 Joy Street, Corona	793	1207	Placement of an additional switch for growth/expansion.
433 N. La Cadena, Colton	1113	887	Placement of an additional switch for growth/expansion.
1818 F Street, Eureka	New Request	1000	New location, placement of one switch.
16208 S. Vermont Avenue, Gardena	800	2200	Placement of two additional switches for growth/expansion.
315 Colfax Avenue, Grass Valley	New Request	1000	New location, placement of one switch.
433 S. Olive, Los Angeles	2700	3300	Placement of two additional switches for growth/expansion.
8530 Airport Blvd., Los Angeles	800	3200	Placement of two additional switches for growth/expansion.
401 Franklin Street, Monterey	1100	1200	Placement of an additional switch for growth/expansion.
305 Hope Street, Mountain View	700	1300	Placement of an additional switch for growth/expansion.
2225 Mission Avenue, Oceanside	832	1168	Placement of an additional switch for growth/expansion.
1587 Franklin Street, Oakland	3589	2411	Placement of two additional switches for growth/expansion.
901 E. Palmdale Blvd., Palmdale	New Request	1000	New location, placement of one switch.
120 Ray Street, Pleasanton	772	828	Placement of an additional switch for growth/expansion.

PBMS Continued

<u>Location</u>	<u>Currently Leased Square Feet</u>	<u>Additional Square Feet Requirement</u>	<u>Reason Space Needed by Affiliate</u>
8295 Fruitridge Road, Sacramento	1947	4053	Placement of two additional switches for growth/expansion.
4480 Kester Avenue, Sherman Oaks	800	2200	Placement of two additional switches for growth/expansion.
345 N. San Joaquin, Stockton	640	960	Placement of an additional switch for growth/expansion.
4569 College Avenue, San Diego	2080	2920	Placement of two additional switches for growth/expansion.
555 Pine Street, San Francisco	800	3200	Placement of two additional switches for growth/expansion.
516 Third Street, Santa Rosa	722	878	Placement of an additional switch for growth/expansion.
1971 Irvine Boulevard, Tustin	744	1056	Placement of an additional switch for growth/expansion.
143 E. Amerige Avenue, Fullerton	New Request	4000	New location, placement of three switches.

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EXHIBIT B
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Matrix of Pacific Bell locations where Affiliates are requesting additional square footage at current leased locations or requesting authority to lease space at new locations

PACIFIC BELL INTERNET SERVICES

<u>Location</u>	<u>Currently Leased Square Feet</u>	<u>Additional Square Feet Requirement</u>	<u>Reason Space Needed by Affiliate</u>
420 S. Grand, Los Angeles	577	400	Requested space requirement in anticipation of forecasted growth. Will include equipment such as relay racks, cabling, power conditioning equipment, etc.
611 Folsom, San Francisco	115	400	Same
1423 J Street, Sacramento	145	1000	Same
1587 Franklin, Oakland	80	600	Same
16208 S. Vermont, Gardena	59	600	Same
2350 Main Street, Irvine	49	600	Same
3221 S. H Street, Bakersfield	New Request	800	Same
19451 Yorba Linda Blvd., Yorba Linda	New Request	600	Same
2225 Mission Avenue, Oceanside	New Request	600	Same
100 W. 20 th Street, Antioch	New Request	600	Same
25762 Camino del Avion, San Juan Capistrano	New Request	600	Same
401 Franklin, Monterey	New Request	800	Same
1025 13 th , Modesto	New Request	600	Same
2970 Bedford Avenue, Placerville	New Request	600	Same
872 Morro Street, San Luis Obispo	New Request	800	Same
16816 Arrow Hwy., Fontana	New Request	600	Same
1300 Clay Street, Napa	New Request	600	Same
730 Carolina Street, Vallejo	New Request	600	Same
738 Webster, Fairfield	New Request	600	Same
10 E. 12 th Street, Tracy	New Request	600	Same
1755 Locust Street, Walnut Creek	81	519	Same

Matrix of Pacific Bell locations where Affiliates are requesting additional square footage at current leased locations or requesting authority to lease space at new locations

PACIFIC BELL NETWORK INTEGRATION

<u>Location</u>	<u>Currently Leased Square Feet</u>	<u>Additional Square Feet Requirement</u>	<u>Reason Space Needed by Affiliate</u>
555 Pine Street, San Francisco	New Request	800	Requested space requirement in anticipation of future growth to house equipment.
420 S. Grand, Los Angeles	New Request	800	Same

(END OF EXHIBIT B)

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EXHIBIT B
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