

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554

In the Matter of )  
 )  
GTE CORPORATION, )  
 ) File No.  
Transferor, )  
 )  
and )  
 )  
Bell Atlantic Corporation, )  
 )  
Transferee. )  
 )  
For Consent to Transfer of Control )

**DECLARATION OF DEBRA R. COVEY**

1. I am the Vice President of Market Solutions for GTE Communications Corporation ("GTECC"). GTECC offers a broad range of telecommunications, data, and Internet services -- including long distance service on a resale basis -- to consumer and business customers. I am responsible for overseeing new product development, platform and administrative back-office operations, contract management and negotiation, vendor selection, and I also represent GTECC as the liaison to our national network design team. I therefore have a principal role in the design and implementation of GTECC's plans to provide facilities-based long distance service. I make this Declaration in support of GTE and Bell Atlantic's statement that their merger will serve the public interest.

2. GTECC currently offers long distance service almost exclusively on a resale basis. We are, however, in the process of building a new network that GTE plans to use to provide Internet backbone service and advanced data services. The network -- dubbed the "Global Network Infrastructure" or "GNI" -- can also be equipped to supply facilities-based long distance service. But because GTE does not have customer awareness in the great majority of areas where GTE does not operate as an incumbent local exchange carrier -- particularly the Northeast -- GTE alone does not have the critical mass of long distance traffic necessary to support the full deployment of a national voice network. GTE's merger with Bell Atlantic will address this problem, giving GTE access to Bell Atlantic's concentrated business and consumer customers in the Northeast, and an opportunity to carry traffic originating and terminating with those customers in the Northeast and beyond. The merger will therefore give the combined company the scale and traffic volume necessary to support a national long distance network, allowing it to compete against AT&T, Sprint, and MCI, and bring greater competition and lower prices to a highly concentrated market.

3. GTECC currently purchases its long distance capacity, as well as back office and billing support, from WorldCom. Shifting to facilities-based service will, however, allow GTECC to reduce its costs by roughly one-fifth of a cent per minute. These savings stem primarily from reduced transport costs and could grow as large as two-fifths of a cent per minute if larger volumes of traffic were migrated to the GNI -- a huge savings when aggregated over all of the long distance minutes GTECC currently purchases from WorldCom.

4. Even with these substantial savings, GTE alone cannot justify the capital expense of placing toll switches in areas where brand recognition is low. In these areas GTE cannot develop a large enough concentration of customers to justify the capital expense of network

deployment. GTECC installed a toll switch in Los Angeles in July of this year and will use that switch primarily to provide intrastate service in California. Outside of California, GTE has only enough customer traffic to support the placement of additional toll switches in Florida, Texas, and possibly one in the Midwest and Northwest. These five toll switches -- the largest number that GTE could support on its own -- will not provide the coverage necessary for GTECC to offer facilities-based long distance service nationally.

5. GTE's merger with Bell Atlantic will not only facilitate the creation of just such a national network, it will justify the new company's installing the necessary toll switches far more quickly than GTE would accomplish on its own. The merger will allow the new company to grow both originating and terminating traffic from Bell Atlantic's densely populated service areas to the GNI. Moreover, the merger will allow the new firm to develop relationships with the large business affiliates of Bell Atlantic customers that reside outside of GTE's and Bell Atlantic's respective franchise territories. This infusion of customer traffic will give GTE the scale and volume necessary to support a national long distance network, reducing unit costs and thereby reducing the price business and consumer customers could pay for long distance service. Likewise, by allowing the new company to recover its investment in long distance facilities more quickly, the merger will spur a faster build-out of GTE's long distance network and will more rapidly bring competition to a highly concentrated market.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

  
Debra R. Covey