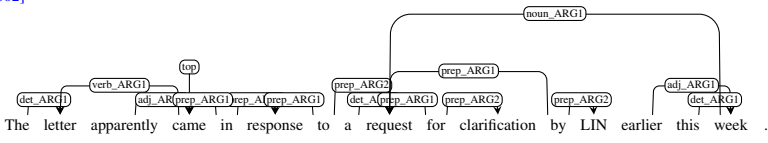


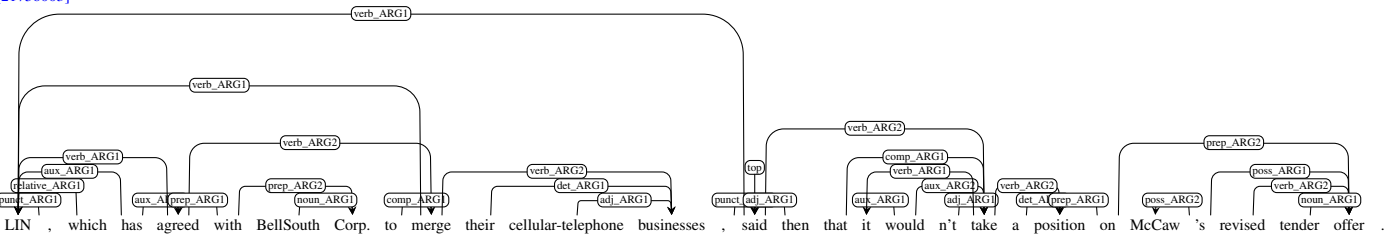
Document 1756

[21756002]



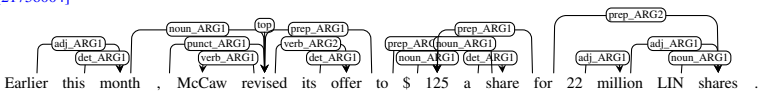
The letter apparently came in response to a request for clarification by LIN earlier this week.

[21756003]



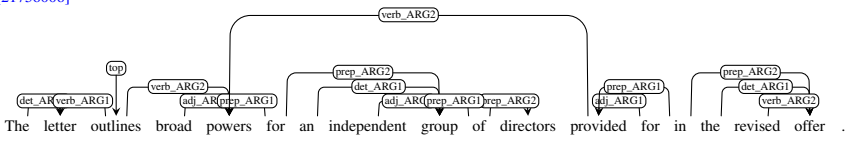
LIN , which has agreed with BellSouth Corp. to merge their cellular-telephone businesses , said then that it would n't take a position on McCaw 's revised tender offer .

[21756004]



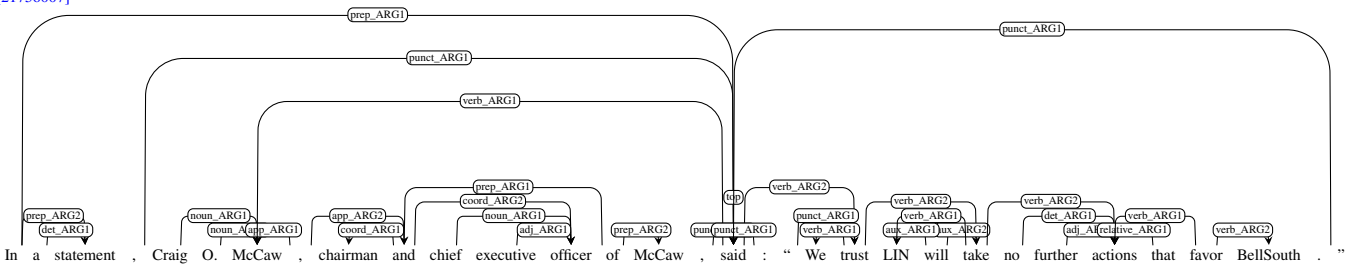
Earlier this month , McCaw revised its offer to \$ 125 a share for 22 million LIN shares .

[21756006]



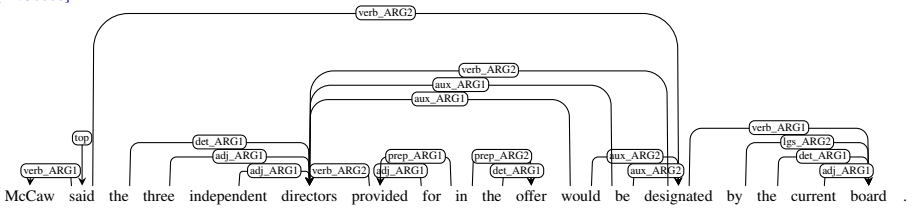
The letter outlines broad powers for an independent group of directors provided for in the revised offer.

[21756007]



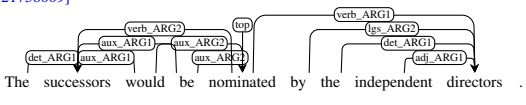
In a statement, Craig O. McCaw, chairman and chief executive officer of McCaw, said: "We trust LIN will take no further actions that favor BellSouth."

[21756008]



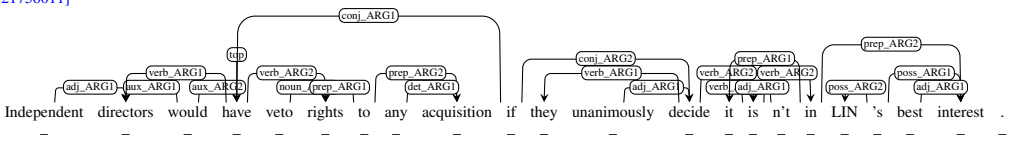
McCaw said the three independent directors provided for in the offer would be designated by the current board.

[21756009]



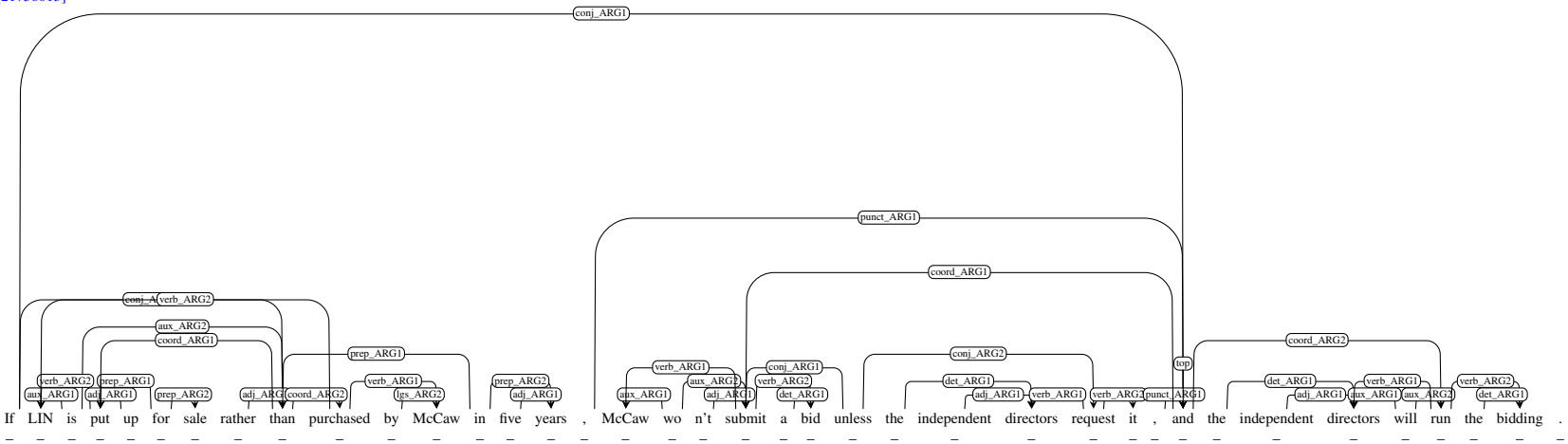
The successors would be nominated by the independent directors.

[21756011]



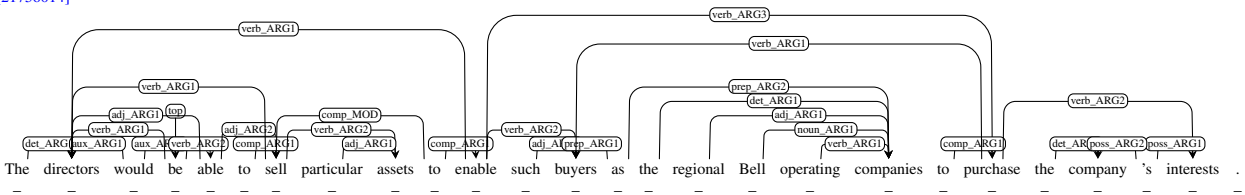
independent directors would have veto rights to any acquisition if they unanimously decide it is not in LHV's best interest.

[21756013]



If LIN is put up for sale rather than purchased by McCaw in five years, McCaw won't submit a bid unless the independent directors request it, and the independent directors will run the bidding.

[21756014]



The directors would be able to sell particular assets to enable such buyers as the regional Bell operating companies to purchase the company's interests.