

**SALES AND MARKETING AGREEMENT  
AMENDMENT NO. 12**

This Amendment No. 12 to the Sales and Marketing Agreement ("Amendment") is hereby made on this day of \_\_\_\_\_, 2007, by and among the Verizon Telephone Operating Companies ("Verizon") listed in Attachment A, with an address for this Agreement at 600 Hidden Ridge, Irving, Texas 75038, Bell Atlantic Communications, Inc. d/b/a Verizon Long Distance, a Delaware corporation with offices at 1320 N. Courthouse Road, Arlington, Virginia, 22201 ("VLD") and NYNEX Long Distance Company d/b/a Verizon Enterprise Solutions, a Delaware corporation with offices at 1320 N. Courthouse Road, Arlington, Virginia, 22201 ("VES") (hereinafter VLD and VES are referred to collectively or individually as "VZ LD Companies"). Verizon and the VZ LD Companies are hereinafter referred to collectively as the "Parties" or individually as a "Party".

**WHEREAS**, the Parties entered into the Sales and Marketing Agreement on June 1, 2001, which has been amended by Amendments 1 through 11 (collectively, the "Agreement"); and

**WHEREAS**, the Parties desire to amend the Agreement to revise the name of Verizon Florida Inc. to Verizon Florida LLC; and

**WHEREAS**, the Parties desire to amend the Agreement further to revise certain service and compensation terms related to the marketing and sale of VZ LD Companies' services; and

**NOW THEREFORE**, in consideration of the mutual promises set forth below, the Parties, intending to be legally bound hereby, agree to amend the Agreement as follows:

1. The Parties hereby delete ATTACHMENT A: VERIZON TELEPHONE OPERATING COMPANIES and replace it with the attached ATTACHMENT A: VERIZON TELEPHONE OPERATING COMPANIES which is incorporated into this Amendment by reference.
2. The Parties hereby add the following paragraph to the Agreement under Article 5, Marketing and Sales which is incorporated into this Amendment by reference and shall be made part of the Agreement.
  - 5.4 Bundled Verizon Services and VZ LD Companies' Services ("Bundled Services")
    - (a) Both Parties may participate on any and all calls and have copies of correspondence dealing with Bundled Services.
    - (b) The Parties will exchange drafts of planned local, state and federal tariff filings that relate to Bundled Services as soon as the drafts are prepared.
3. The Parties hereby add the attached 10. BUNDLED VERIZON SERVICES AND VZLD COMPANIES SERVICES TARIFF INFORMATION which is incorporated into this Amendment by reference and shall be made part of the Agreement.
4. To the extent that any state statute, order, rule or regulation or any regulatory agency having competent jurisdiction over one or both parties to this Amendment requires that the Agreement or subsequent amendment be filed with or approved by such regulatory agency before the Agreement or amendment may be effective, this Amendment shall not be effective in such state until the first business day after such approval or filing shall have occurred.
5. Except as set forth in this Amendment, the Agreement remains in full force and effect.

IN WITNESS WHEREOF, the Parties have caused this Amendment No. 12 to the Sales and Marketing Agreement to be signed by their duly authorized representatives to be effective as of the date first written above.

BELL ATLANTIC COMMUNICATIONS, INC.  
D/B/A VERIZON LONG DISTANCE AND  
NYNEX LONG DISTANCE COMPANY D/B/A  
VERIZON ENTERPRISE SOLUTIONS

VERIZON TELEPHONE OPERATING  
COMPANIES

By: *Vincent J. Woodbury*

By: \_\_\_\_\_

Name: Vincent J. Woodbury  
Title: Vice President -  
Bell Atlantic Communications, Inc.  
d/b/a Verizon Long Distance and  
NYNEX Long Distance Company  
d/b/a Verizon Enterprise Solutions

Name: Jeanmarie Milla  
Title: Vice President -  
Retail Markets Sales Operation Support

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**IN WITNESS WHEREOF**, the Parties have caused this Amendment No. 12 to the Sales and Marketing Agreement to be signed by their duly authorized representatives to be effective as of the date first written above.

BELL ATLANTIC COMMUNICATIONS, INC.  
D/B/A VERIZON LONG DISTANCE AND  
NYNEX LONG DISTANCE COMPANY D/B/A  
VERIZON ENTERPRISE SOLUTIONS

VERIZON TELEPHONE OPERATING  
COMPANIES

By: \_\_\_\_\_

By: Jeanmarie Milla

Name: Vincent J. Woodbury  
Title: Vice President -  
Bell Atlantic Communications, Inc.  
d/b/a Verizon Long Distance and  
NYNEX Long Distance Company  
d/b/a Verizon Enterprise Solutions

Name: Jeanmarie Milla  
Title: Vice President -  
Retail Markets Sales Operation Support

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**ATTACHMENT A: VERIZON TELEPHONE OPERATING COMPANIES**

Verizon California Inc. ("V-CA")  
Verizon Florida LLC ("V-FL")  
Verizon North Inc. ("V-NO")  
Verizon Northwest Inc. ("V-NW")  
Verizon South Inc. ("V-SO")  
Verizon West Coast Inc. ("V-WC")  
GTF Southwest Inc. d/b/a Verizon Southwest ("V-SW")  
Contel of the South, Inc. d/b/a Verizon Mid-States ("V-MS")

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**10. BUNDLED VERIZON SERVICES AND VZ LD COMPANIES' SERVICES TARIFF INFORMATION**

Bundled Services means services marketed having elements of both Verizon Services and VZ LD Companies' Services that have separate local, state and/or federal tariff filings and are offered as a bundled package to Verizon's and VZ LD Companies' joint end-users. Verizon and the VZ LD Companies will be compensated for the draft copies of such tariffs.

Company	Service/ Employee Title	Number of ILEC <sup>1</sup> Employees	Rate	Pricing Criterion	Frequency of Transaction
Verizon <sup>2</sup>	Tariff Copies	Not Applicable	\$ 51.44 per month	FDC <sup>3</sup>	Occasionally
VZ LD Companies <sup>4</sup>	Tariff Copies	Not Applicable	\$0	FDC	Occasionally

<sup>1</sup> ILEC means the Verizon Incumbent Local Exchange Carriers.

<sup>2</sup> Verizon means the Verizon Incumbent Local Exchange Carriers of Verizon California Inc., Verizon Florida LLC, Verizon North Inc., Verizon Northwest Inc., Verizon South Inc., Verizon West Coast Inc., GTE Southwest Inc. d/b/a Verizon Southwest and Contel of the South, Inc. d/b/a Verizon Mid-States.

<sup>3</sup> FDC means Fully Distributed Costs and are fully loaded rates which include the costs of material and all direct and indirect miscellaneous and overhead costs. FCC Affiliate Transaction Rules (47CFR Part 32.27) require the higher of the services provided by an ILEC/BOC to a 272 Affiliate of the Estimated Fair Market Value (EFMV) and the FDC only if the service is in excess of \$500,000. Verizon follows this practice regardless of the cost of the service. It also requires the lower of the services provided by a 272 Affiliate to an ILEC/BOC of the Estimated Fair Market Value and the FDC.

<sup>4</sup> VZ LD Companies means Bell Atlantic Communications, Inc. d/b/a Verizon Long Distance and NYNEX Long Distance Company d/b/a Verizon Enterprise Solutions.