

Amendment 12
UT-061638-AF
AM-11/12/09
verizon NO ACTION

Verizon Northwest Inc.

P.O. Box 1003
Everett, WA 98206-1003
Fax: 425-261-5262

September 28, 2009

Washington Utilities and
Transportation Commission
P.O. Box 47250
1300 S. Evergreen Park Drive SW
Olympia, Washington 98504-7250

Subject: AFFILIATED INTEREST AGREEMENT – ADVICE NO. 411
Ref. UT- ~~06136~~

To whom it may concern:

Enclosed for the Commission's file is a verified copy of Amendment 12 to the Kiosk Sales Agreement between Verizon Services Corp., including Verizon Northwest Inc., and Cellco Partnership, including Verizon Wireless.

Amendment 12 discusses fees and terms between parties. The Amendment also discusses the scope of work for joint marketing wireline sales in wireless stores.

Please call me at 360-536-5062 if you have any questions.

Very truly yours,

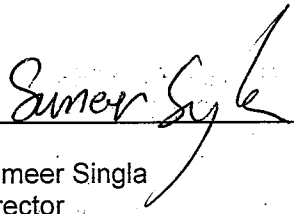

Sumeer Singla
Director
Public Affairs, Policy & Communications

Enclosure

RECEIVED
RECORDS MANAGEMENT
2009 SEP 29 AM 8:04
STATE OF WASH
UTIL. AND TRANSP.
COMMISSION

VERIFICATION OF AFFILIATED INTEREST AGREEMENT

I verify that the enclosed is a true copy of Amendment 12 to the Kiosk Sales Agreement between Verizon Services Corp., including Verizon Northwest Inc., and Cellco Partnership, including Verizon Wireless.



Date: 9/28/09

Sumeer Singla
Director
Verizon Northwest Inc.

AMENDMENT NO. 12 TO THE KIOSK SALES AGREEMENT

This AMENDMENT No. 12 (the "Amendment") to the Kiosk Sales Agreement between the parties dated March 24, 2006, as amended (the "Agreement"), is made by and between Verizon Services Corp., on behalf of itself and its affiliates listed on Exhibit A, with principal offices located at One Verizon Way, Basking Ridge, New Jersey 07920, ("Verizon") and Cellco Partnership, a Delaware General Partnership, on behalf of itself and its affiliates listed on Exhibit A, with principal offices at One Verizon Way, Basking Ridge, New Jersey 07920, collectively doing business as Verizon Wireless ("Verizon Wireless").

1. This Amendment is an integral part of the Agreement. The capitalized terms used herein which are defined or specified in the Agreement shall have the meanings set forth in the Agreement. If there are any inconsistencies between the provisions of this Amendment and the provisions of the Agreement, the provisions of this Amendment shall control.

2. Section 4 of the Agreement, FEES, is deleted in its entirety and replaced with the following:

4.1 Verizon shall pay Verizon Wireless in accordance with Exhibits A and B. All payments due under Exhibit A shall be due and payable net thirty (30) days. All payments due under Exhibit B shall be due and payable in accordance with Exhibit B. Fees assessed by Verizon Wireless are at all times subject to review and modification to conform to any applicable regulatory requirements governing transactions between Verizon and its affiliates.

4.2 If Verizon disputes any invoice pursuant to Exhibit A, Verizon shall provide Verizon Wireless with written notice of such dispute and any supporting documentation within ninety (90) days of receipt of such invoice and Verizon Wireless shall investigate and report back to Verizon the results and make adjustments, as necessary, within thirty (30) days from receipt of dispute.

4.3 If Verizon Wireless disputes any item or the amount pursuant to Exhibit B, Verizon Wireless shall provide Verizon with written notice of such dispute and any supporting documentation within ninety (90) days of receipt of the Validated Report and Verizon shall investigate and report back to Verizon Wireless the results and make adjustments, as necessary, within thirty (30) days from receipt of dispute.

4.4 The Monthly Recurring Fee ("MRF") set forth in Exhibit A for each Store is based on the prior year's actual rent and other costs (such as, but not limited to, utilities, property taxes, landlord fees for incremental parking spaces, etc.) for such Store as documented by Verizon Wireless. If the Store is new construction, then Verizon Wireless shall use the actual rent and an estimate of the other costs until the annual reconciliation. The MRF shall be the basis for payment by Verizon. No later than March 31st of each year, Verizon Wireless shall review the actual expenses for each Store and present Verizon with an annual reconciliation report indicating the actual expenses for the previous twelve (12) month period as compared to the payments received from Verizon for the same period. The difference between the actual expenses and payments received will be invoiced accordingly – a debit or a credit. The actual MRF rate, as substantiated by the actual expenses incurred by Verizon Wireless, will be the basis for adjustment to the MRF on a going forward basis.

4.5 The MRF for Stores opened within a month shall be invoiced to Verizon at a prorated MRF based on the actual Store installation date and actual days in the month. The formula will be (x) MRF divided by (y) actual days in the month, multiplied by (y) actual days in the month minus (z) installation date:

$$(x + y) * (y - z) = \text{prorated MRF}$$

Example:

$$(\$60 + 30) * (30 - 15) = \$30$$

4.6 The MRF for Stores closed within a month shall be invoiced to Verizon at a prorated MRF based on the actual Store close date and actual days in the month. The formula will be (x) MRF divided by (y) actual days in the month, multiplied by (y) actual days in the month minus (z) closing date:

$$(x + y) * (y - z) = \text{prorated MRF}$$

Example:

$$(\$60 + 30) * (30 - 15) = \$30$$

4.7 The Non-recurring Fee ("NF") set forth in Exhibit A for each Store is an estimate and Verizon Wireless will invoice Verizon based on actual and documented expenses for the activity associated with that Kiosk (such as, but not limited to, installation, relocation, retrofit or removal). Verizon acknowledges and agrees that with respect to a particular Store, there may be multiple invoices for the NF over the Term based on changed requirements of the parties. If Verizon decides to exit a Store for any or no reason, the parties shall agree on the removal date and Verizon shall reimburse Verizon Wireless or pay the Verizon Wireless vendors and their respective subvendors, if any, directly, for all applicable charges related to the removal of such Kiosk(s) or Handheld PC(s) and any applicable charges related to the replacement of any and all merchandising and/or fixtures to restore the Store(s). Verizon Wireless shall provide receipts for all NF invoices submitted to Verizon for payment.

3. Section 16 f. of the Agreement is amended by deleting it in its entirety and replacing it with the following:

f. 1. Verizon shall provide Verizon Wireless with the opportunity to review all third party agent personnel (the name, home address and telephone number) before such person is assigned to a Store (the "Candidate List"). Verizon shall provide a Candidate List to VZW (via email to Consultant, Human Resources) not more than one (1) time per week and VZW shall review and provide feedback to Verizon (via email to Manager, Retail National Distribution) within two (2) business days of receipt. Verizon shall not assign to any Store any person that Verizon Wireless identifies as a former Verizon Wireless employee terminated for cause and not eligible for rehire. If Verizon does assign to a Store any such former Verizon Wireless employee who was not pre-cleared by Verizon Wireless, Verizon shall remove such third party agent personnel from the Store within three (3) days of receipt of notice from Verizon Wireless.

2. Verizon shall provide, on a monthly basis, VZW with a list of all third party agent personnel that Verizon has directed its third party staffing vendor(s) to re-assign for cause and/or not to assign to Verizon's account (the "Do Not Assign List"). Verizon Wireless shall not hire for any Store any person on the Do Not Assign List. If VZW does hire at any Store any such person on the Do Not Assign List, VZW shall remove such person from the Store within three (3) days of receipt of notice from Verizon.

3. VZW shall not hire any Verizon third party agent personnel assigned to a Store unless there is a six (6) month break in service between the end of the Verizon assignment at any Store and the commencement of VZW employment at any Store. Verizon shall not assign to any Store any third party agent personnel who was a VZW employee unless there is a six (6) month break in service between the end of the VZW employment and the commencement of the assignment as a third party agent at a Store.

g. All references in this Agreement to "day(s)" or "month(s)" shall mean calendar days or months, as the context so requires, unless specified as a business day.

h. The parties agree to implement a trial rewards program (the "Rewards Program") that consists of a Verizon funded cash payment awarded by Verizon Wireless through its "Recognizing You" program to Verizon Wireless representatives who refer customers to the Verizon personnel located at one of the designated stores in Chart 1 below (the "Rewards Stores"). Verizon Wireless shall administer the Rewards Program and shall assume responsibility for the expense of administering Recognizing You. The Rewards Program shall take place in two (2) phases: Phase 1 to run from June 1, 2009 through June 28, 2009; and Phase 2 to run from June 29, 2009 through July 26, 2009 (collectively, the "Rewards Period"). The Rewards Program shall not be renewed, extended, or expanded beyond the Rewards Period and the Rewards Stores without prior agreement of both parties and execution of an amendment. For each phase of the Rewards Period, each Verizon Wireless representative shall accrue a one-time payout ("Award") based on the representative's total referrals pursuant to Chart 2 below. Each Verizon Wireless representative shall also be eligible for a variable payout ("Bonus"), pursuant to Chart 2 below, per Unit sale of an Eligible Verizon Services that is ordered at the same time as the referral. The Eligible Verizon Services have to be captured on a valid service request which shall be initiated by Verizon personnel. If an order is not initially validated, Verizon shall, for a period of fourteen (14) days from the last date of the Rewards Period, continuously research to validate such order and reconcile and adjust any payments to Verizon Wireless. A sale of an Eligible Verizon Service shall be included in the Bonus calculation regardless of whether the Eligible Verizon Service is scheduled for installation at a subsequent date or the referred customer may cancel the service. "Eligible Verizon Services" shall include FiOS Data, FiOS TV, HSI, and DIRECTV.

Every two (2) weeks throughout the Rewards Period, Verizon Wireless shall provide Verizon updates to the initial list of Verizon Wireless representatives. The list shall include the Verizon Wireless store name, the Verizon Wireless representative's job title and employee number. Verizon shall provide the Verizon personnel assigned to the Rewards Store access to a Verizon database that retains the names of all Verizon Wireless representatives including Store name. For each referral made by a Verizon Wireless representative, Verizon shall require its Rewards Store personnel to use the database to enter the applicable referral data for the Verizon Wireless representative.

Verizon shall provide Verizon Wireless a weekly report of all referrals made by the Verizon Wireless representatives along with any applicable Eligible Verizon Services, broken down by Rewards Store and Verizon Wireless representative including a time and date stamp on each referral. Verizon shall pay Verizon Wireless through an intra-company settlement within thirty (30) days of the end of the Rewards Period, an amount equal to the total accrued rewards (Awards plus Bonuses) for the entire Rewards Period.

Chart 1 – Store List

Store Name	City	State	Zip
Atlantic Terminal	Brooklyn	NY	11217
Bay Plaza	Bronx	NY	10475
Bay Terrace	Bayside	NY	11360
East Northport	East Northport	NY	11731
Green Acres Mall Store	Valley Stream	NY	11581
Massapequa	Massapequa Park	NY	11762

Montague Street	Brooklyn	NY	11201
Nanuet Route 59	Nanuet	NY	10954
Port Chester	Port Chester	NY	10573
Cross Country	Yonkers	NY	10704
Smith Haven	Lake Grove	NY	11755
Huntington Station	Huntington Station	NY	11746

Chart 2 - Rewards

Referrals Per Phase	Award	Bonus for each Eligible Verizon Service
16+	\$50	\$5
12-15	\$35	\$5
8-11	\$25	\$5
1-7	\$0	\$0

Payout Example Per Phase: 20 referrals + 10 sales = \$50 Award + \$50 Bonus = \$100

4. Exhibit A of the Agreement is deleted in its entirety and replaced with a new Exhibit A.
5. Exhibit B of the Agreement is deleted in its entirety and replaced with a new Exhibit B.
6. Exhibit C of the Agreement is deleted in its entirety effective as of January 1, 2009.
7. Except as expressly provided in this Amendment or Exhibits attached hereto, this Amendment shall be effective when executed by all parties (the "Amendment 12 Effective Date"), and shall remain in effect until the Agreement terminates.
8. All provisions of the Agreement not addressed by this Amendment shall remain in full force and effect.
9. The Agreement is amended to add the following new party: Altel Wireless Holdings, LLC.

Authorized representatives of Verizon and Verizon Wireless, intending to be legally bound, hereby execute this Amendment, including any attachments hereto and referenced herein.

VERIZON SERVICES CORP.

By: WR Mudge
Name: W.R. Mudge
Title: Exec VP + C.O.O. - Telecom
Date: 9/1/09

ALLTEL WIRELESS HOLDINGS, LLC
BELL ATLANTIC MOBILE OF MASSACHUSETTS CORPORATION, LTD D/B/A VERIZON WIRELESS
CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS
DALLAS MTA, L.P. D/B/A VERIZON WIRELESS
By Verizon Wireless Texas, LLC, Its general partner
GTE MOBILNET OF CALIFORNIA LIMITED PARTNERSHIP D/B/A VERIZON WIRELESS
By Cellco Partnership, Its General Partner
GTE MOBILNET OF FORT WAYNE LIMITED PARTNERSHIP D/B/A VERIZON WIRELESS
By GTE Wireless of the Midwest Incorporated, Its General Partner
GTE MOBILNET OF INDIANA LIMITED PARTNERSHIP D/B/A VERIZON WIRELESS
By GTE Wireless of the Midwest Incorporated, Its General Partner
GTE MOBILNET OF SANTA BARBARA LIMITED PARTNERSHIP D/B/A VERIZON WIRELESS
By Cellco Partnership, Its General Partner
GTE MOBILNET OF SOUTH TEXAS LIMITED PARTNERSHIP D/B/A VERIZON WIRELESS
By San Antonio MTA Limited Partnership, Its General Partner
By Verizon Wireless Texas, LLC, Its General Partner
GTE MOBILNET OF TERRE HAUTE LIMITED PARTNERSHIP D/B/A VERIZON WIRELESS
By GTE Wireless of the Midwest Incorporated, Its General Partner
ILLINOIS SMSA LIMITED PARTNERSHIP D/B/A VERIZON WIRELESS
By Cellco Partnership, Its General Partner
LOS ANGELES SMSA LIMITED PARTNERSHIP D/B/A VERIZON WIRELESS
By AirTouch Cellular, Its General Partner
NEW PAR D/B/A VERIZON WIRELESS
By Verizon Wireless (VAW) LLC, Its General Partner
NEW YORK SMSA LIMITED PARTNERSHIP D/B/A VERIZON WIRELESS
By Cellco Partnership, Its General Partner
NORTHEAST PENNSYLVANIA LIMITED PARTNERSHIP D/B/A VERIZON WIRELESS
By Cellco Partnership, Its General Partner
PITTSBURGH SMSA LIMITED PARTNERSHIP D/B/A VERIZON WIRELESS
By Cellco Partnership, Its General Partner
ROCKFORD MSA LIMITED PARTNERSHIP D/B/A VERIZON WIRELESS
By GTE Wireless of the Midwest Incorporated, Its General Partner
SACRAMENTO-VALLEY LIMITED PARTNERSHIP D/B/A VERIZON WIRELESS
By AirTouch Cellular, Its General Partner
SEATTLE SMSA LIMITED PARTNERSHIP D/B/A VERIZON WIRELESS
By Cellco Partnership, Its General Partner
SYRACUSE SMSA LIMITED PARTNERSHIP D/B/A VERIZON WIRELESS
By Upstate Cellular Network, Its General Partner
By Cellco Partnership, Its General Partner
UPSTATE CELLULAR NETWORK D/B/A VERIZON WIRELESS
By Cellco Partnership, Its General Partner
VERIZON WIRELESS PERSONAL COMMUNICATIONS LP D/B/A VERIZON WIRELESS
VERIZON WIRELESS (VAW) LLC
VERIZON WIRELESS TEXAS, LLC D/B/A VERIZON WIRELESS
VIRGINIA CELLULAR RETAIL LIMITED PARTNERSHIP D/B/A VERIZON WIRELESS
By Cellco Partnership, Its General Partner
WASHINGTON, DC SMSA LIMITED PARTNERSHIP D/B/A VERIZON WIRELESS
By Cellco Partnership, Its General Partner

By: William Sansalone
Name: William C. Sansalone
Title: Vice President & Controller
Date: 9-17-09

EXHIBIT A

NORTHEAST - FEES

Store Name	Street	City	State	Zip	Phone	SQFT	Rate per SQFT	Monthly Recurring Fee	Non-recurring Fee	VZW Equity	Verizon Entities	Attended	Fixture Type	Priority of Secondary	Amendment Number	Open Date	Close Date
1095 Avenue of the Americas	1095 Avenue of the Americas	New York	NY	10036	646-366-9121	60	\$ 19.91	\$ 1,195	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Leg B-2	Primary	12	24-Sep-08	
3rd Avenue	981 3rd Avenue	New York	NY	10022	212-759-0201	60	\$ 58.40	\$ 3,504	\$ 4,500	New York SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Leg B-2	Primary	12	8-Aug-08	
Abington	1901 Old York Road	Abington	PA	19001	215-706-3080	60	\$ 11.48	\$ 689	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania	X	Leg B-2	Primary	12	19-Jun-07	
Albany	1770 Central Ave	Albany	NY	12205	518-452-8491	60	\$ 5.19	\$ 311	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Leg B-2	Primary	12	16-Jul-08	10-Jun-09
Alexandria	6198 Little River #M	Alexandria	VA	22312	703-813-9600	60	\$ 4.61	\$ 277	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia	X	Leg B-1	Primary	12	30-Aug-06	
Atlantic City	221 Tilton Rd	Northfield	NJ	08225	609-383-2100	60	\$ 5.48	\$ 329	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Leg B-2	Primary	12	30-Apr-08	
Atlantic Terminal	139 Flatbush Ave	Brooklyn	NY	11217	718-623-6809	60	\$ 22.28	\$ 1,337	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Leg B-2	Primary	12	23-Apr-09	
Avon	1 Harrison Boulevard	Avon	MA	02322	508-894-6200	60	\$ 0.07	\$ 4	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New England	X	Leg B-2	Primary	12	2-Jul-07	
Batavia	8351 Lewiston Rd	Batavia	NY	14020	585-345-0919	60	\$ 4.65	\$ 279	\$ 4,500	New York RSA #3 Cellular Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Leg B-2	Primary	12	25-Jul-08	
Bay Plaza	2266 Bartow Ave	Bronx	NY	10475	718-671-2621	60	\$ 14.60	\$ 876	\$ 4,500	New York SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Leg B-2	Primary	12	5-Aug-08	
Bay Ridge	8524 5th Avenue	Brooklyn	NY	11309	718-491-6680	54	\$ 20.18	\$ 1,090	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Hand-held PC	Primary	12	6-Aug-08	
Bay Terrace	2370 Bell Blvd	Bayside	NY	11360	718-281-0920	54	\$ 20.58	\$ 1,111	\$ 4,500	New York SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Hand-held PC	Primary	12	1-Aug-08	14-Jun-09
Bay Terrace	2370 Bell Blvd	Bayside	NY	11360	718-281-0920	99	\$ 20.58	\$ 2,037	\$ 4,500	New York SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Evo Promo Full	Primary	12	15-Jun-09	
Bel Air	2 Bel Air South Pkwy	Bel Air	MD	21016	410-515-7701	60	\$ 4.22	\$ 253	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Maryland, Inc.	X	Leg B-2	Primary	12	23-Oct-08	
Bellingham	257C Hartford Ave	Bellingham	MA	02019	508-966-3671	60	\$ 10.72	\$ 643	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New England, Inc.	X	Leg B-2	Primary	12	14-Feb-08	

NORTHEAST - FEES

Store Name	Street	City	State	Zip	Phone	SQFT	Rate per SQFT	Monthly Recurring Fee	Non-recurring Fee	VZW Entity	Verizon Entities	Attended	Fixture Type	Primary or Secondary	Amendment Number	Open Date	Close Date
Berkshire Mall	1655 State Hill Road	Reading	PA	19610	610-378-3311	52	\$ 25.37	\$ 1,319	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania, Inc.	X	Evo Promo Mini	Primary	12	26-Jun-08	11-Feb-09
Bethesda	6932 Wisconsin Avenue	Cherry Chase	MD	20815	301-657-3240	60	\$ 2.82	\$ 169	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Maryland, Inc.	X	Leg B-2	Primary	12	25-Jun-07	
Beverly	71 Dodge Street	Beverly	MA	01915	978-921-1701	60	\$ 7.91	\$ 475	\$ 4,500	Bell Atlantic Mobile of Massachusetts Corporation, LTD	Verizon Long Distance, Verizon On Line, Verizon New England, Inc.	X	Leg B-2	Primary	12	13-Feb-08	
Brandywine	4407 Concord Pike, Building 2, Concord Square Shopping Mall	Wilmington	DE	19808	302-529-2750	60	\$ 6.00	\$ 360	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Delaware LLC	X	Leg B-2	Primary	12	20-Jun-07	
Bridgewater (Route 202)	756 US Highway 202	Bridgewater	NJ	08807	908-203-8484	60	\$ 7.07	\$ 424	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Leg B-2	Primary	12	11-Mar-09	
Butler	1538 State Rte 23	Butler	NJ	07405	973-838-9950	60	\$ 8.34	\$ 500	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Leg B-2	Primary	12	9-Jul-08	10-Feb-09
Center City/Market Street	1700 Market St, Suite 108	Philadelphia	PA	19103	215-564-7800	54	\$ 17.98	\$ 971	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania, Inc.	X	Hand-held PC	Primary	12	25-Jun-08	
Center Pointe Plaza	1209 Churchmans Road	Newark	DE	19113	302-737-5028	60	\$ 9.56	\$ 574	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Delaware LLC	X	Leg B-2	Primary	12	9-Aug-07	
Chesapeake Hub	1224 Greenbrier Pkwy, Suite 230	Chesapeake	VA	23320	757-549-9500	60	\$ 7.25	\$ 435	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia, Inc.	X	Leg B-2	Primary	12	24-Jan-08	
Chesapeake Hub	1224 Greenbrier Pkwy, Suite 230	Chesapeake	VA	23320	757-549-9500	99	\$ 7.25	\$ 718	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia, Inc.	X	Evo Promo Full	Primary	12	TBD	
Chestnut Hill	13 Boylston Street	Chestnut Hill	MA	02467	617-738-2600	52	\$ 32.60	\$ 1,695	\$ 4,500	Bell Atlantic Mobile of Massachusetts Corporation, Ltd.	Verizon Long Distance, Verizon On Line, Verizon New England, Inc.	X	Evo Promo Mini	Primary	12	1-Jul-08	
City Avenue	4000 Monument Rd	Philadelphia	PA	19131	215-877-0930	54	\$ 10.05	\$ 543	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania, Inc.	X	Hand-held PC	Primary	12	5-Mar-08	
Clinton (Woodward Center)	8919 Woodward Road, Suite B	Clinton	MD	20735	301-856-2310	60	\$ 6.93	\$ 416	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Maryland, Inc.	X	Leg B-2	Primary	12	21-Jun-07	

NORTHEAST - FEES

Store Name	Street	City	State	Zip	Phone	SQFT	Rate per SQFT	Monthly Recurring Fee	Non-recurring Fee	VZW Entity	Verizon Entities	Attended	Fixture Type	Primary or Secondary	Amendment Number	Open Date	Close Date
Berkshire Mall	1655 State Hill Road	Reading	PA	19610	610-378-3311	52	\$ 25.37	\$ 1,319	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania, Inc.	X	Evo Promo Mini	Primary	12	26-Jun-08	11-Feb-09
Bethesda	6932 Wisconsin Avenue	Chevy Chase	MD	20815	301-657-3240	60	\$ 2.82	\$ 169	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Maryland, Inc.	X	Leg B-2	Primary	12	25-Jun-07	
Beverly	71 Dodge Street	Beverly	MA	01915	978-921-1701	60	\$ 7.91	\$ 475	\$ 4,500	Bell Atlantic Mobile of Massachusetts Corporation, LTD	Verizon Long Distance, Verizon On Line, Verizon New England, Inc.	X	Leg B-2	Primary	12	13-Feb-08	
Brandywine	4407 Concord Pike, Building 2, Concord Square Shopping Mall	Wilmington	DE	19808	302-529-2750	60	\$ 6.00	\$ 360	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Delaware LLC	X	Leg B-2	Primary	12	20-Jun-07	
Bridgewater (Route 202)	756 US highway 202	Bridgewater	NJ	08807	908-203-8484	60	\$ 7.07	\$ 424	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Leg B-2	Primary	12	11-Mar-09	
Butler	1538 State Rte 23	Butler	NJ	07405	973-838-9950	60	\$ 8.34	\$ 500	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Leg B-2	Primary	12	9-Jul-08	10-Feb-09
Center City/Market Street	1700 Market St, Suite 108	Philadelphia	PA	19103	215-564-7800	54	\$ 17.98	\$ 971	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania, Inc.	X	Hand-held PC	Primary	12	25-Jun-08	
Center Pointe Plaza	1209 Churchmans Road	Newark	DE	19713	302-737-5028	60	\$ 9.56	\$ 574	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Delaware LLC	X	Leg B-2	Primary	12	9-Aug-07	
Chesapeake Htub	1224 Greenbrier Pkwy, Suite 230	Chesapeake	VA	23320	757-549-9500	60	\$ 7.25	\$ 435	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia, Inc.	X	Leg B-2	Primary	12	24-Jan-08	
Chesapeake Hub	1224 Greenbrier Pkwy, Suite 230	Chesapeake	VA	23320	757-549-9500	99	\$ 7.25	\$ 718	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia, Inc.	X	Evo Promo Full	Primary	12	TBD	
Chestnut Hill	13 Boylston Street	Chestnut Hill	MA	02467	617-738-2600	52	\$ 32.60	\$ 1,695	\$ 4,500	Bell Atlantic Mobile of Massachusetts Corporation, Ltd.	Verizon Long Distance, Verizon On Line, Verizon New England, Inc.	X	Evo Promo Mini	Primary	12	1-Jul-08	
City Avenue	4000 Monument Rd	Philadelphia	PA	19131	215-877-0930	54	\$ 10.05	\$ 543	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania, Inc.	X	Hand-held PC	Primary	12	5-Mar-08	
Clinton (Woodyard Center)	8919 Woodyard Road, Suite B	Clinton	MD	20755	301-856-2310	60	\$ 6.93	\$ 416	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Maryland, Inc.	X	Leg B-2	Primary	12	21-Jan-07	

NORTHEAST - FEES

Store Name	Street	City	State	Zip	Phone	SQFT	Rate per SQFT	Monthly Recurring Fee	Non-recurring Fee	VZW Entity	Verizon Entities	Attended	Fixture Type	Primary or Secondary	Amount Number	Open Date	Close Date
College Park (a/k/a Ikea Center)	10249 Baltimore Avenue, The Village at North College Park	College Park	MD	20740	301-313-0569	60	\$ 6.23	\$ 314	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Maryland, Inc.	X	Leg B-2	Primary	12	26-Oct-07	
Colonial Heights	798 Southpark Blvd	Colonial Heights	VA	23834-3615	804-520-4900	60	\$ 5.47	\$ 328	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia, Inc.	X	Leg B-2	Primary	12	11-Apr-08	
Columbia	9021 Snowden Square Drive	Columbia	MD	21046	410-872-7200	60	\$ 6.11	\$ 367	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Maryland, Inc.	X	Leg B-2	Primary	12	26-Jun-07	21-Jun-09
Columbia	9021 Snowden Square Drive	Columbia	MD	21046	410-872-7200	40	\$ 6.11	\$ 244	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Maryland, Inc.	X	Hand-held PC	Secondary	12	2-Jun-08	21-Jun-09
Columbia	9021 Snowden Square Drive	Columbia	MD	21046	410-872-7200	99	\$ 6.11	\$ 605	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Maryland, Inc.	X	Evo Promo Full	Primary	12	22-Jun-09	
Concordville	600 Town Center Drive, Retail D	Glen Mills	PA	19342	484-840-0820	99	\$ 3.91	\$ 387	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania, Inc.	X	Evo Promo Full	Primary	12	9-Jun-08	
Cross County	15 Xavier Dr	Yonkers	NY	10704	914-966-9833	60	\$ 20.00	\$ 1,200	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Leg B-2	Primary	12	28-May-09	
DC (F Street) National Place	1314 F St NW	Washington	DC	20004	202-624-0072	60	\$ 2.45	\$ 147	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon District of Columbia, Inc.	X	Leg B-2	Primary	12	21-Feb-08	4-Jun-09
Dedham	826 Providence Highway	Dedham	MA	02026	781-326-1115	60	\$ 9.45	\$ 567	\$ 11,005	Bell Atlantic Mobile of Massachusetts Corp., Ltd	Verizon Long Distance, Verizon On Line, Verizon New England, Inc.	X	Leg B-2	Primary	12	8-Aug-07	
Dickson City	1504 Scranton Carbondale Hwy	Scranton	PA	18508-1136	570-489-0142	60	\$ 8.49	\$ 509	\$ 4,500	Northeast Pennsylvania Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania, Inc.	X	Leg B-2	Primary	12	16-Apr-08	
Dover	1045 N Dupont Highway	Dover	DE	19901	302-730-5200	54	\$ 9.67	\$ 522	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Delaware LLC	X	Hand-held PC	Primary	12	5-Dec-07	
Downington (Exton)	32 Quarry Road	Downington	PA	19335	610-518-3200	60	\$ 12.13	\$ 728	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania, Inc.	X	Leg B-2	Primary	12	11-Sep-07	
Downtown Boston	340 Washington Street	Boston	MA	02108	617-946-0500	99	\$ 11.86	\$ 1,174	\$ 11,005	Bell Atlantic Mobile of Massachusetts Corp Ltd	Verizon Long Distance, Verizon On Line, Verizon New England	X	Evo Promo Full	Primary	12	2-Jul-08	
Dulles 28	22000 Dulles Retail Plaza, Suite 172	Dulles	VA	20166	571-434-0159	162	\$ 5.02	\$ 813	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia, Inc.	X	Evo Curved Wall	Primary	12	7-Dec-07	

NORTHEAST - FEES

Store Name	Street	City	State	Zip	Phone	SQFT	Rate per SQFT	Monthly Recurring Fee	Non-recurring Fee	VZW Entity	Verizon Entities	Attended	Fixture Type	Primary or Secondary	Amendment Number	Open Date	Close Date
East Hanover	399 State Rt. 10	East Hanover	NJ	07936	973-503-9666	60	\$ 12.56	\$ 754	\$ 4,300	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Leg B-2	Primary	12	17-Jul-08	
East Northport	4000 Jericho Turnpike	East Northport	NY	631-499-1820	11731	60	\$ 9.82	\$ 589	\$ 4,500	New York SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Leg B-2	Primary	12	30-Jul-08	
Fairfax	10950 Lee Highway	Fairfax	VA	22030	703-352-2355	60	\$ 7.22	\$ 433	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia Inc.	X	Leg B-2	Primary	12	16-Jul-07	
Falls Church	3541 S. Jefferson Street	Baileys Crossroads	VA	22041	703-379-6540	60	\$ 13.79	\$ 827	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia	X	Leg B-2	Primary	12	9-Nov-07	
Fort Lee	2151 Lemoine Ave	Fort Lee	NJ	07024	201-969-4790	54	\$ 16.74	\$ 904	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Hand-held PC	Primary	12	10-Jul-08	
Fredericksburg	1380 Carl D. Silver Pkwy	Fredericksburg	VA	22401	540-548-8900	60	\$ 4.65	\$ 279	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia	X	Leg B-2	Primary	12	18-Sep-07	
Gaithersburg	472 N Frederick Ave	Gaithersburg	MD	20877	301-212-9800	60	\$ 7.12	\$ 427	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Maryland, Inc.	X	Leg B-2	Primary	12	7-Aug-08	
Gateway Center (Everett)	25 Mystic View Road	Everett	MA	02149	617-387-0934	60	\$ 6.27	\$ 376	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New England	X	Leg B-1	Primary	12	15-Sep-06	
Germentown MD	21040 Frederick Road, Suite G, Milestone Village Center East Wing	Germentown	MD	20876	301-515-2300	60	\$ 4.68	\$ 281	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Maryland	X	Leg A	Primary	12	27-Mar-06	
Glen Allen (k/a Short Pump Station)	11331 West Broad Street	Glen Allen	VA	23060	703-847-0077	60	\$ 8.36	\$ 502	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia	X	Leg B-2	Primary	12	7-Dec-07	
Glen Burnie Mall	6711 Ritchie Hwy	Glen Burnie	MD	21060	410-760-5192	60	\$ 9.14	\$ 548	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Maryland Inc.	X	Leg B-2	Primary	12	13-Nov-07	
Green Acres	2034 Sunrise Highway	Valley Stream	NY	11381	516-887-7288	60	\$ 18.64	\$ 1,118	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Leg B-2	Primary	12	31-Jul-08	
Hampton Coliseum	93 Coliseum Crossing	Hampton	VA	23066	757-826-6899	54	\$ 5.97	\$ 322	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia	X	Hand-held PC	Primary	12	27-Feb-08	
Hanover	1800 Washington Street	Hanover	MA	02339	781-829-1700	60	\$ 0.02	\$ 1	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New England	X	Leg B-2	Primary	12	3-Jul-07	11-May-09
Hanover	1800 Washington Street	Hanover	MA	02339	781-829-1700	52	\$ 0.02	\$ 1	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New England	X	Evo Promo Mini	Primary	12	12-May-09	

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Store Name	Street	City	State	Zip	Phone	SQFT	Rate per SQFT	Monthly Recurring Fee	Non-recurring Fee	VZW Entity	Verizon Entities	Attended	Fixture Type	Primary or Secondary	Amendment Number	Open Date	Close Date
Hammont Meadows	200 Mill Creek Dr	Seaucus	NJ	07094	201-553-6600	60	\$ 17.81	\$ 1,069	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Leg B-2	Primary	12	11-Jul-08	
Harrisburg	4650 Jonestown Road	Harrisburg	PA	17109	717-540-8270	60	\$ 8.28	\$ 497	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania	X	Leg B-2	Primary	12	10-Jul-07	26-Jun-09
Harrisburg	4650 Jonestown Road	Harrisburg	PA	17109	717-540-8270	52	\$ 8.28	\$ 431	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania	X	Evo Promo Mini	Primary	12	27-Jun-09	
Hazlet	2996 State Route 35	Hazlet	NJ	07730	732-203-9160	60	\$ 6.35	\$ 381	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Leg B-2	Primary	12	12-Mar-09	
Hershey	237 Hershey Road	Hornell	PA	17036-9245	717-583-0454	60	\$ 1.89	\$ 113	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania	X	Leg B-2	Primary	12	17-May-07	
Hicksville	335 N Broadway	Jericho	NY	11753	516-937-2980	60	\$ 9.00	\$ 540	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Leg B-2	Primary	12	24-Jun-09	
High Point Commons	4672 High Pointe Boulevard	Harrisburg	PA	17110	717-561-0150	60	\$ 2.31	\$ 139	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania Inc.	X	Leg B-2	Primary	12	7-Aug-07	
Hilltop	729 First Colonial Road, Suite 103	Virginia Beach	VA	23451	757-417-0494	60	\$ 4.80	\$ 288	\$ 11,005	Virginia Cellular Retail Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia Inc.	X	Leg B-2	Primary	12	18-Jul-07	
Hull Street	13904 Hull Street Road	Midlothian	VA	23112	804-639-7012	60	\$ 7.10	\$ 426	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia Inc.	X	Leg B-2	Primary	12	18-Jul-07	
Huntington Station	350 Walt Whitman Rd	Huntington Station	NY	11746	631-351-2172	60	\$ 14.00	\$ 840	\$ 4,500	New York SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Leg B-2	Primary	12	29-May-09	
Hylan Boulevard	2502 Hylan Blvd	Staten Island	NY	10306	718-987-7454	60	\$ 13.86	\$ 832	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Leg B-2	Primary	12	29-Oct-08	
King of Prussia (KOP)	140 Allendale Rd.	King of Prussia	PA	19406	610-491-6400	60	\$ 6.42	\$ 385	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania Inc.	X	Leg B-2	Primary	12	24-Oct-07	
Kingston Store	1200 Ulster Ave	Kingston	NY	12401	845-853-7351	60	\$ 10.57	\$ 634	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Leg B-2	Primary	12	15-Jul-08	9-Mar-09
Leominster	12 Orchard Hill Park Dr	Leominster	MA	01453	978-466-7439	60	\$ 10.32	\$ 619	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New England, Inc.	X	Leg B-2	Primary	12	25-Mar-09	
Lynnhaven Square	2085 Lynnhaven Pkwy, Unit 101	Virginia Beach	VA	23456	757-471-9031	60	\$ 5.55	\$ 333	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia, Inc.	X	Leg B-2	Primary	12	5-Aug-08	

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Manalapan	55 US Highway 9	Englishtown	NJ	07726	732-409-2722	60	\$ 6.31	\$ 379	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Leg B-2	Primary	12	20-Nov-08	
Manassas	8410 Studley Rd	Manassas	VA	20109-3705	703-335-8500	60	\$ 53.01	\$ 3,181	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia, Inc.	X	Leg B-2	Primary	12	9-Apr-08	
Massapequa	5070 Sunrise Highway	Massapequa	NY	11762	516-797-3880	60	\$ 7.81	\$ 469	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Leg B-2	Primary	12	29-Jul-08	
Massaponax	5426 Jefferson Davis Hwy	Fredricksburg	VA	22407	540-710-2503	52	\$ 3.74	\$ 194	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia, Inc.	X	Evo Promo Mini	Primary	12	8-Jul-08	
Mechanicsburg	6560 Carlisle Pike	Mechanicsburg	PA	17050-8246	717-796-8200	60	\$ 6.19	\$ 371	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania, Inc.	X	Leg B-2	Primary	12	11-Jul-07	
Middletown	580 W. Main Street	Middletown	DE	19709	302-376-6049	60	\$ 4.29	\$ 257	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Delaware LLC	X	Leg B-2	Primary	12	10-Aug-07	
Millbury	70 Worcester Providence Turnpike	Millbury	MA	01527	508-581-7000	60	\$ 11.45	\$ 687	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New England Inc.	X	Leg B-2	Primary	12	28-Jun-07	
Montague Street	146 Montague St	Brooklyn	NY	11201	718-246-4117	54	\$ 25.11	\$ 1,356	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Hand-held PC	Primary	12	24-Apr-09	
Montgomeryville	744 Bethlehem Pike, Highway 309 & Vilsmeier Road	Montgomeryville	PA	18936	215-699-1525	60	\$ 4.08	\$ 245	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania, Inc.	X	Leg B-2	Primary	12	18-Jun-07	
Nanuet	212 West Rt. 59	Nanuet	NY	10954	845-627-3530	60	\$ 7.64	\$ 458	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Leg B-2	Primary	12	22-Jul-08	
Natick MA	Sherwood Plaza, 1322 Worcester Street, Route 9	Natick	MA	01760	508-651-3000	60	\$ 9.50	\$ 570	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New England	X	Leg B-2	Primary	12	2-Apr-06	
Newport News	12227 Jefferson Avenue	Newport News	VA	23602	757-930-1684	60	\$ 6.33	\$ 380	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia	X	Leg B-2	Primary	12	22-Jul-08	
Newport News	12227 Jefferson Avenue	Newport News	VA	23602	757-930-1684	40	\$ 6.33	\$ 253	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia	X	Hand-held PC	Secondary	12	22-Jul-08	
North Kingstown Crossing	1310 Ten Rod Road	North Kingstown	RI	02852	401-267-0053	52	\$ 7.71	\$ 401	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New England, Inc.	X	Evo Promo Mini	Primary	12	28-Apr-08	
Ocean Plaza	1104 Highway 35 S	Ocean	NJ	07712	732-663-2923	60	\$ 13.00	\$ 780	\$ 4,500	New York SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Leg B-2	Primary	12	19-Jun-09	

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Owings Mills	1852 Reisterstown Road, Suite 105	Pikesville	MD	21208	410-415-7088	60	\$ 5.06	\$ 304	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Maryland	X	Leg B-1	Primary	12	1-Dec-06	
Paramus Rt. 17	469 Rt. 17 South	Paramus	NJ	07652	201-225-4000	60	\$ 12.37	\$ 742	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Leg B-2	Primary	12	7-Nov-08	
Paramus Rt. 4	341 Rt. 4 West	Paramus	NJ	07652	201-343-8507	60	\$ 10.11	\$ 607	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Leg B-2	Primary	12	6-Nov-08	
Peabody	262 Andover Street	Peabody	MA	01960	978-573-6300	60	\$ 0.04	\$ 2	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New England Inc.	X	Leg B-2	Primary	12	26-Mar-09	
Pocono Crossing	10454 Midlothian Turnpike	Richmond	VA	23235	804-272-5500	60	\$ 7.61	\$ 457	\$ 11,005	Virginia Cellular Retail Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia	X	Leg B-2	Primary	12	28-Aug-07	
Port Chester	447 Boston Post Road	Port Chester	NY	10573	914-939-4028	54	\$ 14.13	\$ 763	\$ 4,500	New York SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Hand-held PC	Primary	12	23-Jul-08	5-May-09
Port Chester	447 Boston Post Road	Port Chester	NY	10573	914-939-4028	60	\$ 14.13	\$ 848	\$ 4,500	New York SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Leg B-2	Primary	12	6-May-09	
Princeton	304 Mercer Mall S/C	Lawrenceville	NJ	08848	609-432-6767	60	\$ 9.30	\$ 558	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Leg B-2	Primary	12	1-May-08	
Quartermaster	2220 W. Oregon Ave	Philadelphia	PA	19145	215-336-3200	60	\$ 12.11	\$ 727	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania Inc.	X	Leg B-2	Primary	12	27-Feb-08	
Queensbury	756 Upper Glen St	Queensbury	NY	12804	518-615-0778	60	\$ 9.64	\$ 578	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Leg B-2	Primary	12	18-Jul-08	9-Sept-09
Reading, MA	44 Walkers Brook Drive	Reading	MA	01867	781-942-5080	60	\$ 13.56	\$ 814	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New England Inc.	X	Leg B-2	Primary	12	25-Jul-07	
Reston	11830 Spectrum Cir.	Reston	VA	20190	703-437-2600	162	\$ 9.99	\$ 1,618	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia	X	Evo Curved Wall	Primary	12	19-Jun-08	
Rockaway	321 Mount Hope Ave	Rockaway	NJ	07866	973-989-4360	60	\$ 12.26	\$ 736	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Leg B-2	Primary	12	13-Aug-08	
Rockville	1701 Rockville Pike Suite A	Rockville	MD	20852	301-770-4411	60	\$ 6.56	\$ 394	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Maryland	X	Leg B-1	Primary	12	29-Sep-06	

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Rockville	1701 Rockville Pike Suite A	Rockville	MD	20852	301-770-4411		\$ 6.56	#VALUE!	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Maryland, Inc.	X	Hand-held PC	Secondary	12	19-Feb-08	
Rockville Town Square, MD	20 Maryland Ave	Rockville	MD	20850	301-545-0792	60	\$ 10.02	\$ 601	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Maryland, Inc.	X	Leg B-2	Primary	12	12-Mar-08	3-Jun-09
Short Pump	11591 W. Broad Street, Ste. A	Richmond	VA	23233	804-360-8930	54	\$ 0.43	\$ 23	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia	X	Hand-held PC	Primary	12	19-Mar-08	
Shrewsbury	77 Boston Turnpike Shrewsbury Road	Shrewsbury	MA	01545	508-767-0900	60	\$ 6.54	\$ 392	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New England, Inc.	X	Leg B-2	Primary	12	29-Jun-07	
Smith Haven	1 Smith Haven Mall Dr	Lake Grove	NY	11755	631-382-3720	60	\$ 13.65	\$ 819	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Leg B-2	Primary	12	13-Mar-09	
South Plainfield	7000 Hadley Rd	South Plainfield	NJ	07080	908-753-0801	99	\$ 16.16	\$ 1,600	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Evo Promo Full	Primary	12	27-Aug-08	
Springfield	130 S. State Road	Springfield	PA	19064	610-338-1880	60	\$ 7.09	\$ 425	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania	X	Leg B-1	Primary	12	30-Oct-06	
Springfield Plaza	6432 Springfield Plaza	Springfield	VA	22150	703-451-0140	60	\$ 1.49	\$ 89	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia	X	Leg B-2	Primary	12	16-Nov-07	
Staten Island South	2945 Veterans Road West	Staten Island	NY	10309	718-984-3687	99	\$ 24.22	\$ 2,398	\$ 4,500	New York SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Evo Promo Full	Primary	12	13-Nov-08	
Sucasunna	275 State Rt. 10	Sucasunna	NJ	07876	973-252-4800	60	\$ 7.06	\$ 424	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Leg B-2	Primary	12	18-Jul-08	
Timonium	1964 York Road, Suite 4296	Timonium	MD	21093	410-561-9950	60	\$ 6.10	\$ 366	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Maryland, Inc.	X	Leg B-2	Primary	12	11-Jul-08	
Tom's River/Hooper Ave	1278 Hooper Avenue	Toms River	NJ	08753	732-914-2220	60	\$ 5.90	\$ 354	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Leg B-2	Primary	12	23-Jul-08	
Totowa	540 US Highway 46, #548	Totowa	NJ	07512	973-256-1020	60	\$ 8.58	\$ 515	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Leg B-2	Primary	12	25-Jul-08	
Towne Center at Garden State (Cherry Hill, NJ)	903 Haddonfield Road	Cherry Hill	NJ	08002	856-910-7952	54	\$ 7.82	\$ 491	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Hand-held PC	Primary	12	30-Jun-08	
Trexlerstown Marketplace	6379 Hamilton Blvd, Suite 102	Allentown	PA	18106	610-336-9401	60	\$ 8.20	\$ 492	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Leg B-2	Primary	12	22-Jul-08	12-Feb-09

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Tyson's Corner	2059 Chain Bridge Road	Vienna	VA	22182	703-847-0077	162	\$ 3.97	\$ 643	\$ 11,005	Cellco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia, Inc.	X	Evo Curved Wall	Primary	12	20-Nov-07	
Tyson's Macerich	1961 Chain Bridge Road	McLean	VA	22102	703-883-2552	99	\$ 5.62	\$ 556	\$ 11,005	Cellco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia, Inc.	X	Evo Promo Full	Primary	12	20-Dec-07	
Union	2490 Route 22 West	Union	NJ	07083	908-624-4100	60	\$ 9.42	\$ 565	\$ 4,500	Cellco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Leg B-2	Primary	12	24-Jul-08	
Upper East Side	1266 3rd Ave	New York	NY	10021	212-606-4700	54	\$ 27.49	\$ 1,484	\$ 4,500	Cellco Partnership	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Hand-held PC	Primary	12	7-Aug-08	
Upper Providence (n/k/a Royersford)	1836 Ridge Pike	Royersford	PA	19468	610-454-0480	60	\$ 1.24	\$ 74	\$ 11,005	Cellco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania Inc.	X	Leg B-2	Primary	12	9-Nov-07	
Vestal	3951 Vestal Pkwy E	Vestal	NY	13850	607-736-1000	60	\$ 5.28	\$ 317	\$ 4,500	Upstate Cellular Network	Verizon Long Distance, Verizon On Line, Verizon New York, Inc.	X	Leg B-2	Primary	12	24-Jul-08	28-May-09
Virginia Beach	4001 Virginia Beach Blvd, Suite 105	Virginia Beach	VA	23452	757-498-1000	60	\$ 6.91	\$ 415	\$ 11,005	Cellco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia	X	Leg B-2	Primary	12	16-Nov-07	
Waldorf	2915 Crain Hwy	Waldorf	MD	20601	301-638-7600	60	\$ 8.05	\$ 483	\$ 4,500	Cellco Partnership	Verizon Long Distance, Verizon On Line, Verizon Maryland, Inc.	X	Leg B-2	Primary	12	10-Jul-08	
Wareham, MA	2421 Cranberry Hwy	Wareham	MA	02571	508-273-0024	52	\$ 5.75	\$ 299	\$ 4,500	Cellco Partnership	Verizon Long Distance, Verizon On Line, Verizon New England Inc.	X	Evo Promo Mini	Primary	12	9-Jun-08	28-Apr-09
Warrenton	251 W. Lee Hwy	Warrenton	VA	20786	540-341-1903	60	\$ 8.93	\$ 536	\$ 11,005	Cellco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia	X	Leg B-2	Primary	12	10-Apr-08	16-Feb-09
Warrington	620 Easton Road	Warrington	PA	18976	215-491-6630	60	\$ 6.02	\$ 361	\$ 11,005	Cellco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania Inc.	X	Leg B-2	Primary	12	29-Aug-07	
Warwick	399 Bald Hill Road	Warwick	RI	02886	401-739-4100	60	\$ 9.25	\$ 555	\$ 11,005	Cellco Partnership	Verizon Long Distance, Verizon On Line, Verizon New England Inc.	X	Leg B-2	Primary	12	24-Jul-07	
Warchung	1620 Rt. 22	Warchung	NJ	07069	908-490-1688	54	\$ 6.97	\$ 376	\$ 4,500	Cellco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Hand-held PC	Primary	12	14-Aug-08	
West Broad Street	7720 W. Broad Street	Richmond	VA	23294	804-755-6760	60	\$ 2.13	\$ 128	\$ 11,005	Cellco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia Inc.	X	Leg B-2	Primary	12	19-Jun-07	

NORTHEAST - FEES

Store Name	Street	City	State	Zip	Phone	SQFT	Rate per SQFT	Monthly Recurring Fee	Non-recurring Fee	VZW Entity	Verizon Entities	Attended	Fixture Type	Primary or Secondary	Amendment Number	Open Date	Close Date
Westfield	109 North Ave W	Westfield	NJ	07090	908-789-1201	54	\$ 7.00	\$ 378	\$ 4,500	New York SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey, Inc.	X	Hand-held PC	Primary	12	27-May-09	
Willow Grove	2500 W Moreland Rd	Willow Grove	PA	19090	215-658-5020	52	\$ 44.21	\$ 2,299	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania Inc.	X	Evo Promo Mini	Primary	12	10-Jun-08	
Wilmington	4345 Kirkwood Highway	Wilmington	DE	19808	302-636-4440	60	\$ 8.30	\$ 498	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Delaware LLC.	X	Leg B-2	Primary	12	21-Jun-07	
Wilmington	4345 Kirkwood Highway	Wilmington	DE	19808	302-636-4440	40	\$ 8.30	\$ 332	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Delaware LLC	X	Hand-held PC	Secondary	12	2-Jun-08	
Woodhaven	1301 Bristol Pike	Bensalem	PA	19020	215-638-5020	60	\$ 5.44	\$ 326	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania Inc.	X	Leg B-2	Primary	12	6-Sep-07	
White Marsh	8149 Honeygo Blvd	Baltimore	MD	21236	410-933-3900	60	\$ 9.00	\$ 540	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Maryland Inc.	X	Leg B-2	Primary	12	18-May-09	
Wall (Sea Girt)	1334 Laurel Avenue	Sea Girt	NJ	08750	732-449-4028	99	\$ 9.00	\$ 891	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon New Jersey Inc.	X	Evo Promo Full	Primary	12	31-Jul-09	
Westchester Commons	15617 W.C. Commons Way	Madlothian	VA	23114	804-379-1454	99	\$ 7.00	\$ 693	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia Inc.	X	Evo Promo Full	Primary	12	14-Aug-09	
Transit Road	6733 Transit Road	Buffalo	NY	14221	716-632-9750	60	\$ 11.22	\$ 673	\$ 4,500	Upstate Cellular Network Partnership	Verizon Long Distance, Verizon On Line, Verizon New York Inc.	X	Leg B-2	Primary	12	16-Oct-08	
Redmill Commons	11157 Nimmo Parkway, unit 108	Virginia Beach	VA	23456	757-563-9200	60	\$ 7.00	\$ 420	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Virginia Inc.	X	Leg B-2	Primary	12	11-Jun-09	
Quakertown	219 N West End Blvd	Quakertown	PA	18951	215-529-4141	60	\$ 7.52	\$ 451	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania Inc.	X	Leg B-2	Primary	12	19-Aug-09	

SOUTH - FEES

Store Name	Street	City	State	Zip	Phone	SQFT	Rate Per SQFT	Monthly Recurring Fee	Non-recurring Fee	VZW Entity	Verizon Entities	Attended	Fixture Type	Primary or Secondary	Amendment Number	Open Date	Close Date
Bradenton	4402 14th Street, Bay 2	Bradenton	FL	34207	941-739-7930	60	\$ 7.50	\$450.00	\$4,300.00	Verizon Wireless Personal Communications LP	Verizon Long Distance, Verizon On Line, Verizon Florida	X	Leg B-1	Primary	12	15-Jan-07	
Brandon	225 Brandon Town Center Blvd.	Brandon	FL	33511	813-643-3507	60	\$ 6.44	\$386.40	\$4,300.00	Verizon Wireless Personal Communications LP	Verizon Long Distance, Verizon On Line, Verizon Florida LLC	X	Leg B-2	Primary	12	2-Jul-08	
Brier Creek	8311 Brier Creek Pkwy, Suite 107	Raleigh	NC	27617	(919) 544-4000	60	\$ 4.69	\$281.40	\$4,300.00	Cellico Partnership	Verizon Long Distance, Verizon On Line, Verizon South	X	Leg B-2	Primary	12	17-Jul-08	21-Jul-09
Citrus Park	8208 Citrus Park Drive	Tampa	FL	33625	813-792-9145	40	\$ -	\$0.00	\$4,300.00	Verizon Wireless Personal Communications LP	Verizon Long Distance, Verizon On Line, Verizon Florida LLC	X	Handheld PC	Secondary	12	6-Nov-07	31-Dec-08
Citrus Park	8208 Citrus Park Drive	Tampa	FL	33625	813-792-9145	162	\$ 1.64	\$265.68	\$4,300.00	Verizon Wireless Personal Communications LP	Verizon Long Distance, Verizon On Line, Verizon Florida LLC	X	Evo Curved Wall	Primary	12	6-Nov-07	
Clearwater	25704 US Highway 19 N.	Clearwater	FL	33763	727-725-3215	60	\$ 5.92	\$355.20	\$4,300.00	Verizon Wireless Personal Communications LP	Verizon Long Distance, Verizon On Line, Verizon Florida	X	Leg B-1	Primary	12	18-Jan-07	22-Feb-09
Clearwater East	2664 Gulf to Bay Boulevard	Clearwater	FL	33759	727-725-3215	60	\$ 8.82	\$529.20	\$4,300.00	Verizon Wireless Personal Communications LP	Verizon Long Distance, Verizon On Line, Verizon Florida	X	Leg B-2	Primary	12	17-Jan-08	
College Station	1808 Texas Avenue, Suite 100	College Station	TX	77840	979-696-3112	60	\$ 9.84	\$590.40	\$4,300.00	Dallas MTA LP	Verizon Long Distance, Verizon On Line, GTE Southwest	X	Leg B-2	Primary	12	7-Jun-07	22-Jul-09
Dale Mabry	15324 N. Dale Mabry Hwy	Tampa	FL	33618	813-265-4422	60	\$ 7.48	\$448.80	\$4,300.00	Verizon Wireless Personal Communications LP	Verizon Long Distance, Verizon On Line, Verizon Florida	X	Leg B-2	Primary	12	18-Jan-08	
Dale Mabry	15324 N. Dale Mabry Hwy	Tampa	FL	33618	813-265-4422	40	\$ 7.48	\$299.20	\$4,300.00	Verizon Wireless Personal Communications LP	Verizon Long Distance, Verizon On Line, Verizon Florida LLC	X	Handheld PC	Secondary	12	18-Jan-08	
Denton	1805 South Loop 288	Denton	TX	76208	940-891-0106	60	\$ 5.61	\$336.60	\$4,300.00	Dallas MTA LP	Verizon Long Distance, Verizon On Line, GTE Southwest	X	Leg B-1	Primary	12	14-Nov-06	
East Plano TX	2901 North Central Expressway, Suite 101/104	Plano	TX	75075	972-516-9126	80	\$ 6.15	\$492.00	\$9,750.00	Dallas MTA LP	Verizon Long Distance, Verizon On Line, GTE Southwest	X	Leg 2-slat	Primary	12	22-Apr-06	
Flower Mound	5891 Long Prairie Road, Retail K	Flower Mound	TX	75028	972-539-2427	162	\$ 5.97	\$967.14	\$4,300.00	Dallas MTA LP	Verizon Long Distance, Verizon On Line, GTE Southwest	X	Evo Curved Wall	Primary	12	14-Nov-08	
Frisco	2330 Preston Rd	Frisco	TX	75034	972-668-5790	60	\$ 9.12	\$547.20	\$4,300.00	Dallas MTA LP	Verizon Long Distance, Verizon On Line, GTE Southwest	X	Leg B-2	Primary	12	29-Apr-09	

SOUTH - FEES

Store Name	Street	City	State	Zip	Phone	SQFT	Rate per SQFT	Monthly Recurring Fee	Non-recurring Fee	VZW Entity	Verizon Entities	Attended	Fixture Type	Primary or Secondary	Amendment Number	Open Date	Close Date
Garland	5255 N. George Bush Freeway, Suite 525	Garland	TX	75040	972-414-3094	80	\$ 7.62	\$609.60	\$3,500.00	Dallas MTA LP	Verizon Long Distance, Verizon On Line, GTE Southwest	X	Leg 2-slat	Primary	12	18-Jan-08	
Grapevine	1400 William D. Tate Avenue	Grapevine	TX	76051	817-481-5871	80	\$ 6.93	\$554.40	\$3,500.00	Dallas MTA LP	Verizon Long Distance, Verizon On Line, GTE Southwest	X	Leg 2-slat	Primary	12	29-Nov-06	
Grove (w/k/a Wesley Chapel)	27835 Wesley Chapel Blvd, Suite 100	Wesley Chapel	FL	33544	813-907-8511	162	\$ 7.04	\$1,140.48	\$4,300.00	Verizon Wireless Personal Communications LP	Verizon Long Distance, Verizon On Line, Verizon Florida LLC	X	Evo Curved Wall	Primary	12	24-Oct-08	
Indigo Corners	5319 New Hope Commons Exft, Suite 101	Durham	NC	27707	(919) 419-0820	60	\$ 7.38	\$442.80	\$4,300.00	Calico Partnership	Verizon Long Distance, Verizon On Line, Verizon South	X	Leg B-2	Primary	12	19-Jun-08	21-Jul-09
Irving	2420 N. Beltline Road, Suite 150	Irving	TX	75062	972-255-4259	60	\$ 8.89	\$533.40	\$4,300.00	Dallas MTA LP	Verizon Long Distance, Verizon On Line, GTE Southwest	X	Leg B-1	Primary	12	9-Nov-06	
Lakeland	3406 S Florida Ave	Lakeland	FL	33813		52	\$ 7.00	\$364.00	\$4,300.00	Alltel Wireless Holdings, LLC	Verizon Long Distance, Verizon On Line, Verizon Florida LLC	X	Evo Promo Mini	Primary	12	25-Aug-09	
Lakeland Commons	4120 S. Florida Ave	Lakeland	FL	33813	883-709-0824	60	\$ 6.76	\$405.60	\$4,300.00	Verizon Wireless Personal Communications LP	Verizon Long Distance, Verizon On Line, Verizon Florida LLC	X	Leg B-2	Primary	12	2-Jul-08	25-Aug-09
Lakeland North	3970 US Highway 98 N	Lakeland	FL	33809	883-816-1400	60	\$ 7.85	\$471.00	\$4,300.00	Verizon Wireless Personal Communications LP	Verizon Long Distance, Verizon On Line, Verizon Florida LLC	X	Leg B-2	Primary	12	25-Sep-07	
Marion	385 US 70 W, Suite C	Marion	NC	28752	828-652-1001	60	\$ 5.96	\$357.60	\$4,300.00	Calico Partnership	Verizon Long Distance, Verizon On Line, Verizon South	X	Leg B-2	Primary	12	24-Jun-08	
New Tampa Commons Shopping Center	17502 Preserve Walk Lane, Suite #101	Tampa	FL	33647	813-972-4990	60	\$ 8.60	\$516.00	\$4,300.00	Verizon Wireless Personal Communications LP	Verizon Long Distance, Verizon On Line, Verizon Florida	X	Leg B-1	Primary	12	28-Aug-06	
Palm Harbor (Clearwater Relocation)	US Highway 19 N	Palm Harbor	FL	34688		52	\$ 5.92	\$307.84	\$4,300.00	Verizon Wireless Personal Communications LP	Verizon Long Distance, Verizon On Line, Verizon Florida LLC	X	Evo Promo Mini	Primary	12	23-Feb-09	
Pinellas Park	6898 US 19 N	N Pinellas Park	FL	33781	727-525-1494	54	\$ 3.29	\$177.66	\$4,300.00	Verizon Wireless Personal Communications LP	Verizon Long Distance, Verizon On Line, Verizon Florida LLC	X	Handheld PC	Primary	12	26-Aug-08	21-Apr-09
Pinellas Park	6898 US 19 N	N Pinellas Park	FL	33781	727-525-1494	52	\$ 3.29	\$171.08	\$4,300.00	Verizon Wireless Personal Communications LP	Verizon Long Distance, Verizon On Line, Verizon Florida LLC	X	Evo Promo Mini	Primary	12	22-Apr-09	
Port Richey	9304 US Highway 19 N	Port Richey	FL	34668	727-841-0872	60	\$ 7.33	\$439.80	\$4,300.00	Verizon Wireless Personal Communications LP	Verizon Long Distance, Verizon On Line, Verizon Florida LLC	X	Leg B-1	Primary	12	16-Nov-06	
Sarasota	4215 S. Tamiami Trail	Sarasota	FL	34231-3627	941-927-8546	60	\$ 7.39	\$443.40	\$4,300.00	Verizon Wireless Personal Communications LP	Verizon Long Distance, Verizon On Line, Verizon Florida LLC	X	Leg B-2	Primary	12	12-Jul-07	

SOUTH - FEES

Store Name	Street	City	State	Zip	Phone	SQFT	Rate per SQFT	Monthly Recurring Fee	Non-recurring Fee	VZW Entity	Verizon Entities	Attended	Fixture Type	Primary or Secondary	Amendment Number	Open Date	Close Date
Sarasota University	85 North Cattlemen Road, Unit 6	Sarasota	FL	34243	941-360-1874	162	\$ 9.47	\$1,534.14	\$4,300.00	Verizon Wireless Personal Communications LP	Verizon Long Distance, Verizon On Line, Verizon Florida LLC	X	Evo Curved Wall	Primary	12	21-Oct-08	
South Tampa	714 S. Dale Mabry Highway	Tampa	FL	33609	813-874-5718	60	\$ 7.12	\$427.20	\$4,300.00	Verizon Wireless Personal Communications LP	Verizon Long Distance, Verizon On Line, Verizon Florida	X	Leg B-1	Primary	12	18-Nov-06	
St. Petersburg	3942 Tyrone Boulevard	St. Petersburg	FL	33709	727-345-8836	52	\$ 5.02	\$261.04	\$4,300.00	Verizon Wireless Personal Communications LP	Verizon Long Distance, Verizon On Line, Verizon Florida LLC	X	Evo Promo Mini	Primary	12	11-Aug-08	
Venice	4250 S Tamiami Trail	Venice	FL	34293		52	\$ 7.00	\$364.00	\$4,300.00	Verizon Wireless Personal Communications LP	Verizon Long Distance, Verizon On Line, Verizon Florida LLC	X	Evo Promo Mini	Primary	12	24-Aug-09	
Vista Ridge	2403 S. Stemmons Freeway	Lewisville	TX	75067	792-459-7111	60	\$ 7.73	\$463.80	\$4,300.00	Verizon Wireless Texas LLC	Verizon Long Distance, Verizon On Line, GTE Southwest	X	Leg B-1	Primary	12	16-Aug-06	
West Plano	2101 Preston Road, Suite 310	Plano	TX	75093		99	\$ 9.71	\$961.29	\$4,300.00	Dallas MTA, L.P., d/b/a Verizon Wireless	Verizon Long Distance, Verizon On Line, GTE Southwest	X	Evo Promo Full	Primary	12	24-Aug-09	
Watauga	8540 Denton Highway Suite 100	Watauga	TX	76148		60	\$ 9.71	\$582.60	\$4,300.00	Dallas MTA, L.P.	Verizon Long Distance, Verizon On Line, GTE Southwest	X	Leg B-2	Primary	12	29-Apr-09	

WEST - FEES

Store Name	Street	City	State	Zip	Phone	SQFT	Rate per SQFT	Monthly Recurring Fee	Non-recurring Fee	VZW Entity	Verizon Entities	Attended	Fixture Type	Primary or Secondary	Amendment Number	Open Date	Close Date
Alderwood Store	19230 Alderwood Mall Parkway Suite 150	Lynnwood	WA	98036	425-778-1048	60	\$ 5.20	\$ 312.00	\$ 5,885	Seattle SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon Northwest	X	Leg B-2	Primary	12	27-Jun-07	
Apple Valley Commons	20262 US Highway 18, Suite 320	Apple Valley	CA	92307	760-247-7799	52	\$ 8.29	\$ 431.08	\$ 5,885	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Evo Promo Mini	Primary	12	18-Apr-08	
Aurora	1255 N. 205th Street, Suite 101	Shoreline	WA	98133	206-542-4132	60	\$ 6.15	\$ 369.00	\$ 5,885	Seattle SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon Northwest	X	Leg B-2	Primary	12	28-Mar-08	
Beaumont	1484 East Second Street Marketplace, Suite E	Beaumont	CA	92223	951-769-0985	60	\$ 2.58	\$ 154.80	\$ 5,885	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Leg B-2	Primary	12	14-Nov-07	
Bridgeport	7174 SW Hazelfern Road	Tigard	OR	97224	503-443-2307	60	\$ 8.88	\$ 532.80	\$ 5,885	Verizon Wireless (VAW) LLC	Verizon Long Distance, Verizon On Line, Verizon Northwest	X	Leg B-1	Primary	12	15-Aug-07	
Burlington Center	1831 South Burlington Boulevard, Suite 102	Burlington	WA	98233	360-757-1398	60	\$ 4.89	\$ 293.40	\$ 5,885	Seattle SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon Northwest	X	Leg B-2	Primary	12	17-Jul-08	
Camarillo CA	243 W. Ventura Boulevard	Camarillo	CA	93010	805-484-5945	60	\$ 9.42	\$ 565.20	\$ 5,885	Verizon Wireless (VAW) LLC	Verizon Long Distance, Verizon On Line, Verizon California	X	Leg A	Primary	12	6-Apr-08	
Canyon Springs	2851 Canyon Springs Parkway	Riverside	CA	92507	951-697-3035	60	\$ 7.82	\$ 469.20	\$ 4,300	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Leg B-2	Primary	12	18-Oct-07	
Cedar Hills Crossing	3155 SW Cedar Hills Blvd	Beaverton	OR	97005	503-469-0182	60	\$ 7.84	\$ 470.40	\$ 5,885	Verizon Wireless (VAW) LLC	Verizon Long Distance, Verizon On Line, Verizon Northwest	X	Leg B-2	Primary	12	18-Jul-08	
Cerritos Towne Center	12603 Towne Center Drive	Cerritos	CA	90703	562-809-5650	162	\$ 8.65	\$ 1,401.30	\$ 5,885	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Evo Curved Wall	Primary	12	9-Nov-07	
Chino	3825 Grand Avenue	Chino	CA	91710	909-591-9740	60	\$ 8.24	\$ 494.40	\$ 5,885	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Leg B-1	Primary	12	9-May-07	
Everett	1405 SE Everett Mall Way	Everett	WA	98208	425-438-2055	60	\$ 5.33	\$ 319.80	\$ 5,885	Seattle SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon Northwest	X	Leg B-2	Primary	12	15-Sep-06	
Glendora	1331 South Lone Hill Avenue	Glendora	CA	91740	909-592-5211	60	\$ 5.29	\$ 317.40	\$ 5,885	Los Angeles SMSA I.P Partnership	Verizon Long Distance, Verizon On Line, Verizon California	X	Leg B-1	Primary	12	17-Apr-07	19-Feb-09

WEST - FEES

Store Name	Street	City	State	Zip	Phone	SQFT	Rate per SQFT	Monthly Recurring Fee	Non-Recurring Fee	VZW Entity	Verizon Entities	Attended	Fixture Type	Primary or Secondary	Amendment Number	Open Date	Close Date
Glendora	1331 South Lone Hill Avenue	Glendora	CA	91740	909-592-5211	52	\$ 5.29	\$ 275.08	\$ 5,885	Los Angeles SMSA LP	Verizon Long Distance, Verizon On Line, Verizon California	X	Evo Promo Mini	Primary	12	20-Feb-09	
Gresham	1031 NW Civic Drive	Gresham	OR	97030	503-665-2161	60	\$ 4.27	\$ 256.20	\$ 5,885	Verizon Wireless (VAV) LLC	Verizon Long Distance, Verizon On Line, Verizon Northwest	X	Leg B-2	Primary	12	26-Mar-09	
Hemet	3607 W. Florida Avenue	Hemet	CA	92545	951-925-9295	60	\$ 4.30	\$ 258.00	\$ 5,885	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Leg B-2	Primary	12	11-Sep-07	
Hesperia	12821 Main St., Suite 100	Hesperia	CA	92345	760-662-5451	99	\$ 8.20	\$ 811.80	\$ 5,885	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Evo Promo Full	Primary	12	4-Oct-08	
Huntington Beach	16120 Beach Boulevard	Huntington Beach	CA	92647	714-847-8799	60	\$ 5.31	\$ 318.60	\$ 5,885	AirTouch Cellular	Verizon Long Distance, Verizon On Line, Verizon California	X	Leg B-1	Primary	12	6-Nov-06	
Jess Ranch	SW Corner of Bear Valley Road & Apple Valley	Apple Valley	CA	92308	760-247-7744	162	\$ 8.89	\$ 1,440.18	\$ 5,885	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Evo Curved Wall	Primary	12	21-Dec-07	
Los Altos	2894 N. Bellflower Blvd	Long Beach	CA	90815	562-429-8223	60	\$ 8.25	\$ 495.00	\$ 5,885	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Leg B-2	Primary	12	16-Nov-07	
Marina del Rey	13455 Washington Blvd	Marina del Rey	CA	90292	310-821-7111	60	\$ 6.50	\$ 390.00	\$ 5,885	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Leg B-2	Primary	12	9-Jul-09	
McMinnville Store	635 NIF Hwy 99W	McMinnville	OR	97128	503-434-2714	60	\$ 5.28	\$ 316.80	\$ 5,885	Verizon Wireless (VAV) LLC	Verizon Long Distance, Verizon On Line, Verizon Northwest	X	Leg B-2	Primary	12	17-Jul-08	
Menifee	30098 Haun Road	Menifee	CA	92584	951-679-6908	162	\$ 1.44	\$ 233.28	\$ 5,885	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Evo Curved Wall	Primary	12	26-Nov-08	
Murrieta	24520 Village Walk Place, Suite D5	Murrieta	CA	92562	951-696-9160	60	\$ 3.92	\$ 235.20	\$ 5,885	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Leg B-2	Primary	12	7-Jul-07	
Oxnard	1825 Ventura Blvd	Oxnard	CA	93036	805-278-1185	99	\$ 6.72	\$ 665.28	\$ 5,885	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Evo Promo Full	Primary	12	19-May-09	
Panorama City	8500 Van Nuys Blvd	Panorama City	CA	91402	818-920-4848	60	\$ 12.41	\$ 744.60	\$ 5,885	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Leg B-2	Primary	12	26-Aug-08	

WEST - FEES

Store Name	Street	City	State	Zip	Phone	SQFT	Rate per SQFT	Monthly Recurring Fee	Non-recurring Fee	VZW Equity	Verizon Equities	Attended	Fixture Type	Primary or Secondary	Amendment Number	Open Date	Close Date
Porter Ranch	19943 Rinaldi St	Northridge	CA	91126	818-363-5854	60	\$ 5.11	\$ 306.60	\$ 5,885	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Leg B-2	Primary	12	18-Jun-08	
Puente Hills	17525 Collima Road	City of Industry	CA	91748	626-839-5155	60	\$ 5.02	\$ 301.20	\$ 5,885	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Leg B-2	Primary	12	25-Jun-08	23-Jun-09
Puente Hills	17525 Collima Road	City of Industry	CA	91748	626-839-5155	52	\$ 5.02	\$ 261.04	\$ 5,885	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Evo Promo Mini	Primary	12	14-Aug-09	
Rancho Cucamonga	10740 Foothill Boulevard	Rancho Cucamonga	CA	91780	909-948-2427	60	\$ 2.64	\$ 158.40	\$ 5,885	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Leg B-2	Primary	12	10-May-07	
Redlands	27512 Lugonia Ave	Redlands	CA	92374	909-798-5450	60	\$ 8.16	\$ 489.60	\$ 5,885	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Leg B-2	Primary	12	20-Nov-08	
Redmond	16803 Redmond Way	Redmond	WA	98052	425-861-4963	60	\$ 7.00	\$ 420.00	\$ 5,885	Seattle SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon Northwest	X	Leg B-2	Primary	12	19-Jun-09	
Santa Barbara State	2980 State Street	Santa Barbara	CA	93101	805-569-2525	60	\$ 5.64	\$ 338.40	\$ 5,885	GTE Mobilnet of Santa Barbara LP	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Leg B-1	Primary	12	18-Apr-07	
Santa Maria	2124 S. Broadway	Santa Barbara	CA	93454	805-928-7433	60	\$ 7.30	\$ 438.00	\$ 5,885	GTE Mobilnet of Santa Barbara LP	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Leg B-1	Primary	12	19-Apr-07	
Smoker Point (Marysville)	635 NE Hwy 99W	Marysville	OR	97128		60	\$ 7.58	\$ 454.80	\$ 5,885	Seattle SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon Northwest	X	Leg B-2	Primary	12	18-Jul-08	
Tanasbourne	18021 NW Evergreen Parkway	Beaverton	OR	97006	503-629-6206	60	\$ 5.65	\$ 339.00	\$ 5,885	Verizon Wireless (VAV) LLC	Verizon Long Distance, Verizon On Line, Verizon Northwest	X	Leg B-1	Primary	12	10-Nov-06	
Temecula (formerly Ynez)	40758 Winchester Rd.	Temecula	CA	92591	951-296-3499	52	\$ 13.22	\$ 687.44	\$ 5,885	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Evo Promo Mini	Primary	12	7-Nov-08	
Thousand Oaks	121 Westlake Boulevard	Thousand Oaks	CA	91362	805-370-1112	60	\$ 8.14	\$ 488.40	\$ 5,885	Verizon Wireless (VAV) LLC	Verizon Long Distance, Verizon On Line, Verizon California	X	Leg B-1	Primary	12	8-May-07	
Torrance	21841 Hawthorne Boulevard	Torrance	CA	90503	310-316-0385	162	\$ 0.50	\$ 81.00	\$ 9,750	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Evo (Curved Wall)	Primary	12	6-Dec-07	

WEST - FEES

Store Name	Street	City	State	Zip	Phone	SQFT	Rate per SQFT	Monthly Recurring Fee	Non-recurring Fee	VZW Entity	Verizon Entities	Attended	Fixture Type	Primary or Secondary	Amendment Number	Open Date	Close Date
Upland	1118 E 19th St, Suite 221	Upland	CA	91784	909-920-0202	60	\$ 9.38	\$ 562.80	\$ 5,885	Los Angeles SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon California Inc.	X	Leg B-2	Primary	12	19-Jun-08	
Woodinville Plaza	11742 Garden Way Building 14B	Woodinville	WA	98072	425-424-8994	60	\$ 4.54	\$ 272.40	\$ 5,885	Seattle SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon Northwest	X	Leg B-2	Primary	12	28-Jun-07	

MIDWEST - FEES

Store Name	Street	City	State	Zip	Phone	SQFT	Rate per SQFT	Monthly Recurring Fee	Non-recurring Fee	VZW Entity	Verizon Entities	Attended	Fixture Type	Primary or Secondary	Amendment Number	Open Date	Close Date
Ashland	1441 Claremont Ave	Ashland	OH	44805	419-281-1714	54	\$ 8.51	\$ 459.54	\$ 4,500	New Par	Verizon Long Distance, Verizon On Line, Verizon North Inc.	X	Handheld PC	Primary	12	31-Jul-08	
Bloomington-IL	504 Iaa Dr	Bloomington	IL	61701	309-664-6977	60	\$ 6.78	\$ 406.80	\$ 4,500	Illinois SMSA LP	Verizon Long Distance, Verizon On Line, Verizon North Inc., Verizon South Inc.	X	Leg B-2	Primary	12	8-May-08	22-Jul-09
Carbondale	1376 E Main St	Carbondale	IL	62901	618-549-5490	60	\$ 4.92	\$ 295.20	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon North Inc., Verizon South Inc.	X	Leg B-2	Primary	12	29-Apr-08	
Fairlawn	3750 W Market St Unit A	Fairlawn	OH	44333	330-665-5220	60	\$ 5.67	\$ 340.20	\$ 4,500	New Par	Verizon Long Distance, Verizon On Line, Verizon North Inc.	X	Leg B-2	Primary	12	25-Apr-08	31-Jul-09
Fairlawn	3750 W Market St Unit A	Fairlawn	OH	44333	330-665-5220	52	\$ 5.67	\$ 294.84	\$ 4,500	New Par	Verizon Long Distance, Verizon On Line, Verizon North Inc.	X	Evo Promo Mini	Primary	12	23-Jul-09	
Fort Wayne	4122 Northrop Boulevard	Fort Wayne	IN	46805	260-484-5262	60	\$ 6.77	\$ 406.20	\$ 11,005	GTE Mobilnet of Fort Wayne, LP	Verizon Long Distance, Verizon On Line, Verizon North Inc.	X	Leg B-2	Primary	12	16-Nov-06	
Jefferson Point	4150 K-3 W. Jefferson Boulevard	Fort Wayne	IN	46804	260-432-9928	60	\$ 6.71	\$ 402.60	\$ 11,005	GTE Mobilnet of Fort Wayne, LP	Verizon Long Distance, Verizon On Line, Verizon North Inc.	X	Leg B-2	Primary	12	17-Nov-06	
Lafayette Store	100 S Creasy Ln, Suite 1500	Lafayette	IN	47905	765-447-3377	60	\$ 3.45	\$ 207.00	\$ 4,500	GTE Mobilnet of Indiana LP	Verizon Long Distance, Verizon On Line, Verizon North Inc.	X	Leg B-2	Primary	12	25-Apr-08	
Marion-IL	2902 West De Young St.	Marion	IL	62959	618-997-5770	60	\$ 9.78	\$ 586.80	\$ 4,500	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon North Inc., Verizon South Inc.	X	Leg B-2	Primary	12	30-Apr-08	
Monroeville	Scheuermann Plaza, 3828 William Penn Highway	Monroeville	PA	15146	412-856-2300	162	\$ 7.21	\$ 1,168.02	\$ 11,005	Pittsburgh SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania	X	Evo Curved Wall	Primary	12	18-Sep-07	
New Philadelphia	507 Mill Ave SE	New Philadelphia	OH	44663	330-308-0549	54	\$ 6.60	\$ 356.40	\$ 4,500	New Par	Verizon Long Distance, Verizon On Line, Verizon North Inc.	X	Handheld PC	Primary	12	30-Jul-08	
North Hills	4930 Mecknight Road	Pittsburgh	PA	15237	412-369-8500	60	\$ 4.32	\$ 259.20	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania	X	Leg B-2	Primary	12	21-Aug-07	
Shops at Honey Creek	3373 S Us Highway 41	Terre Haute	IN	47802	812-235-7569	60	\$ 8.55	\$ 513.00	\$ 4,500	GTE Mobilnet of Terre Haute LP	Verizon Long Distance, Verizon On Line, Verizon North Inc.	X	Leg B-2	Primary	12	30-Jul-08	21-May-09
South Hills Village	113 Village Ct, 1020A	Pittsburgh	PA	15241	412-835-2102	60	\$ 1.11	\$ 66.60	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania	X	Leg B-2	Primary	12	21-Nov-07	30-Jul-09
South Hills Village	113 Village Ct, 1020A	Pittsburgh	PA	15241	412-835-2102	162	\$ 1.11	\$ 179.82	\$ 11,005	Celco Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania	X	Evo Curved Wall	Primary	12	31-Jul-09	
Snacks at the Waterfront	163 E. BRG Street	Homestead	PA	15120	412-462-3802	60	\$ 5.86	\$ 351.60	\$ 11,005	Pittsburgh SMSA Limited Partnership	Verizon Long Distance, Verizon On Line, Verizon Pennsylvania	X	Leg B-2	Primary	12	8-Nov-07	

EXHIBIT B - SCOPE OF WORK FOR JOINT MARKETING OF WIRELINE SALES IN WIRELESS STORES

1. This scope of work pertains to the undertaking of advertising and marketing activities that will promote and stimulate end user customer traffic to Stores for the sale and promotion of products of Verizon and its affiliates.
2. Verizon Wireless will select and procure a marketing and advertising firm or firms for the development of advertising and marketing initiatives, and supply all appropriate end user customer information as necessary for the initiative, with the cooperation of Verizon.
3. Verizon shall pay to Verizon Wireless Marketing Development Funds (MDF) in accordance with Chart 1 for those products/services sold at each Store. MDF will be paid based on new installs and new pending installs pursuant to the following, which are effective as of December 1, 2008:

3.1 Applicable Products and Services

- 3.1.1. Verizon shall pay MDF on all Verizon product/service offerings marketed, promoted, and sold at the Stores, except as expressly excluded in section 3.1.2.

- 3.1.2. Verizon Wireless is not eligible for MDF on the following Verizon products or services:

- A - VZW-VZ consolidated billing (currently known as ONE BILL).
- B - VASIP (Internet Value Added Services), which includes Back-up and Sharing, Expert Care, Premium Technical Support, Security, Starz Play, Storage, International Calling, and Games.
- C - DVR (Digital Video Recorder) which includes but is not limited to High Definition (HD) DVR/Set-top box, Home Media DVR/Set-top box, and standard Set-top box.
- D - Premium Content which includes channel line-up for FiOS TV and includes but is not limited to all Movie, International, Karaoke, Wii, Premium channels, Video-on-demand (VOD), and High-Definition VOD.

Other Verizon products or services, including any Verizon products or services introduced in the future, shall not be excluded from MDF eligibility unless mutually agreed upon by the parties and memorialized by a written amendment to this Exhibit. Verizon shall provide Verizon Wireless with prior written notice of planned introduction of new Verizon products or services. In the event Verizon is unable to provide such prior written notice and/or future Verizon products or services are introduced by Verizon without agreement regarding MDF eligibility, the parties shall work together to address MDF eligibility. If such products or services are agreed to be MDF eligible, then such determination and MDF payment will be retroactive to the date such Verizon products or services were introduced by Verizon.

- 3.1.3. Verizon shall not pay MDF on any Verizon product/service eligible for MDF which is ordered by a Verizon customer at a location other than a Store, despite the fact that the Verizon customer subsequently changes such product/service within the same product category at a Store (i.e., a Verizon customer ordered FiOS Data at a lower speed at a location other than a Store and subsequently changes to FiOS Data at a higher speed at a Store). Notwithstanding the above, Verizon shall pay MDF should a Verizon customer at a Store order a new/incremental product/service eligible for MDF from a different product category (i.e., Verizon customer with HSI changes to FiOS).

- 3.1.4. Verizon shall pay MDF on any Verizon product/service eligible for MDF which is ordered by a customer at a Store, despite the fact that the customer subsequently changes, upgrades or downgrades the product/service ordered between the point of sale and the issuance of the Validated Report, regardless of whether the change, upgrade or downgrade is made over the phone, at a Store or at another location (i.e., a Verizon

customer ordered FiOS data at a lower speed at a Store and subsequently changes to FiOS data at a higher speed at any location or over the phone). If the customer changes, upgrades or downgrades the product/service ordered at a Store between the point of sale and the issuance of the Validated Report, then the MDF will be adjusted to reflect the final Verizon product/service ordered.

3.2 MDF per Unit

- 3.2.1. MDF shall be based on four tier levels outlined in Chart 1 and the then current Listed Product Price ("LPP") of each product/service.
- 3.2.2. A unit is defined as an individual product or service sold at a Store ("Unit"). If the customer purchases multiple services/products (including those contained in a "bundle"), Verizon shall pay MDF for each contributing individual product or service and not the total price of the "bundle". This excludes products and services outlined in section 3.1.2.
- 3.2.3. Verizon shall provide the current LPP of all contributing Units to Verizon Wireless on the first business day of each month. Verizon shall use this VZW dedicated mailbox to provide the LPP to Verizon Wireless: VzWFIOSreporting@verizonwireless.com.
- 3.2.4. The LPP shall be based on the annual national rate specified for each Unit, excluding any promotional or discounted rate. FiOS TV, FiOS data, High Speed Internet (HSI) and DIRECTV service Units shall be listed at the annual national price. MDF is payable to Verizon Wireless based on the LPP for each Unit regardless of whether Verizon offers or otherwise provides the customer with any introductory special or promotional price for such product or service that may include one (1) or more "free" months of service or waiver of the monthly recurring charge.
- 3.2.5. MDF per Unit at each tier level is as follows, effective as of December 1, 2008:

Chart 1

LPP Monthly Recurring Charge	MDF/Unit
\$0.00 - \$40.00	\$37.00
\$40.01 - \$70.00	\$47.00
\$70.01 - \$100.00	\$57.00
\$100.01 +	\$67.00

3.3 MDF Validation and Payment Process

- 3.3.1. For all sales at a Store made within a month (regardless of an installation date that might occur in a later month):
- 3.3.1.1. Verizon shall provide VZW with a report on Gross Unit Sales at each Store by the 17th business day following the end of the previous month (the "Initial Report"), which shall be in mutually agreed upon format and medium.
- 3.3.1.2. Verizon shall pay Verizon Wireless on Gross Unit Sales as reported in the Initial Report fifteen (15) days after the generation of the Initial Report, but in no event later than the close of the subsequent month.
- 3.3.1.3. Verizon shall review and update the Initial Report and shall provide Verizon Wireless with an updated report that reflects Net Unit Sales no later than thirty (30) days from the payment made in accordance with the Initial Report (the "Validated Report"), which shall be in mutually agreed upon format and medium and sent to a specified Verizon server for retrieval by Verizon Wireless.

3.3.1.4. Verizon shall charge, either a debit or a credit, to Verizon Wireless for any Units based on the difference between the Gross Unit Sales and the Net Unit Sales within forty-five (45) days after the generation of the Validated Report but no later than the close of the subsequent month. Charges, either debits or credits due to the difference between Gross Unit Sales and Net Unit Sales, shall be netted out of the prior month's Gross Unit Sales payment as outlined in section 3.3.1.2.

3.3.1.5. Sampling and Audit Rights. Verizon Wireless shall conduct a sampling or an audit of Units sold in the Stores no more than once each year. Verizon Wireless shall provide reasonable notice of its intent to conduct a sampling or an audit; provided, however, that the dates and times shall be mutually agreed upon by the parties. The duration of such sampling or audit shall be no more than one (1) business day unless otherwise agreed upon by both parties. A Verizon Wireless employee or a Verizon Wireless designated person shall travel to one (1) of the designated Verizon validation centers, as mutually agreed upon, to review the validation and reporting process of Units sold. Verizon shall allow Verizon Wireless to review the Units sold while the Verizon validation representative conducts the initial review and validation of the sale. The Verizon Wireless employee can document and request sampling screen prints of these transaction records for their internal review and documentation. Verizon shall have appropriate support during such time to answer questions and facilitate the sampling or audit review. Verizon reserves the right to withhold Customer Proprietary Network Information and Personal Information as defined by 47 U.S.C Section 222(h)(1). In the event that the sampling or audit results indicate a discrepancy in reporting and validation process that may impact the MDF payments, then the parties shall work to determine appropriate course of action to alleviate the discrepancy. If there is impact to MDF payments, then the parties agree to make adjustment - credit or debit - to next applicable or agreed upon Gross Unit Sales payment.

3.3.1.6. Validated Data File. At the same time Verizon delivers the Validated Report, Verizon shall provide Verizon Wireless with a data file (the "Validated Data File") containing all the Unit sales for each Store categorized as follows:

- (a) "Rejected Unit Sales": Unit sales that cannot be found in Verizon's systems, are deemed to have been obtained as a result of fraud or material misrepresentations, have been cancelled during the validation period, or have been rejected by Verizon for a reason corresponding with a previously issued rejection code, including but not limited to, failure to pass credit check or to clear engineering review. Each rejected Unit sale shall be assigned a rejection code. Any modifications or updates to rejection codes will be provided to Verizon Wireless prior to the start of a sales month.
- (b) "Installed Unit Sales": Unit sales that have been found in Verizon's systems and have resulted in installation of service within the validation period.
- (c) "Pending Unit Sales": Unit sales that have been found in Verizon's systems, have been assigned an installation date, and have not been cancelled or rejected during the validation period.

In the event that Verizon Wireless' review of the Validated Data File indicates a discrepancy in the reporting and/or validation process, and/or the MDF payments, then the parties shall work to determine the appropriate course of action to alleviate the discrepancy. Verizon Wireless shall submit such discrepancy results in writing, along with any supporting documentation, to Verizon within ninety (90) days of receipt of the Validated Data File.

3.3.1.7. Verizon shall include the December 2008, January 2009, February 2009 and March 2009 Gross Unit Sales together in a single Initial Report and Validated Report, which shall be provided to Verizon Wireless no later than thirty (30) days from the Amendment 12 Effective Date. Thereafter, each month's Gross Unit Sales and Net Unit Sales shall be reported and paid as described above.

3.4 Performance and Feasibility Assurance

3.4.1. The MDF in Chart 1 shall be reviewed for continued feasibility six (6) months following the Amendment 12 Effective Date and every six (6) months thereafter. The parties agree to consider adjusting Chart 1 and products/services excluded under Section 3.1.2 to assure continued success of the program, in which case the parties shall execute an amendment prior to the effective date of any revisions to Chart 1.

3.4.2. Each Store that does not meet the Standard Threshold during each of two (2) consecutive months shall be considered to be on performance enhancement status. After the third (3) consecutive month of failure to meet the Standard Threshold, the applicable Store shall be evaluated by Verizon for closure and Verizon shall thereafter pay to Verizon Wireless the difference between the Standard Threshold and such Store's actual MDF attainment in each month until such Store is either closed or such Store's performance achieves the Standard Threshold.

3.4.2.1. A newly opened Store will be excluded from the Standard Threshold requirements for the first three (3) full months from the date sales commence. Notwithstanding the foregoing, Verizon will pay MDF for all Unit sales in accordance with Section 3.2.5 of this Exhibit at a newly opened Store during such time period.

3.4.2.2. The Standard Threshold for each Store shall be two thousand dollars (\$2,000.00) per month of MDF based on Gross Unit Sales during a full month.

3.4.2.3. Ten percent (10%) of the total number of Stores that are the lowest performing Stores are excluded from the Standard Threshold requirement; provided, however, that Verizon shall pay Verizon Wireless the MDF for all Unit sales at such Stores.

4. MDF may be used by Verizon Wireless for (a) advertising (internal or external) that promotes end user customer traffic to Stores, which may include, but is not limited to, any Verizon Wireless advertisement that identifies Verizon Wireless retail locations and that may, but is not required to, identify Stores; (b) promoting Stores and Verizon products/services through internal or external advertising; or (c) promoting the various joint products of the parties (e.g., ONE-BILL, bundles, etc.) through internal or external advertising, or other mutually agreed uses.

4.1. Each quarter VZW shall provide samples to Verizon of the Verizon Wireless advertisements run in the previous quarter that are eligible for MDF pursuant to Section 4 (a) above.

5. "Net Unit Sales" means the difference between the Gross Unit Sales at a Store and the total number of completed and pending products/services, that did not cancel for any reason within sixty (60) days or less after the date the customer purchased such Units at the Store as well as the total number of products/services excluded from MDF as outlined in Section 3.1 Applicable Products and Services herein.

6. "Gross Unit Sales" means the total number of sales eligible for MDF at a Store during a month.