VERIZON LEGAL DEPARTMENT PRO BONO POLICY

I. Policy Statement

Verizon is committed to providing the highest quality communications services to its customers. Verizon's services are indispensible to millions of individuals, charities, businesses, and governments, and the communications enabled by Verizon's networks facilitate relationships, aid, and commerce worldwide. Verizon's employees deliver these services with a focus on the company's core values of integrity, respect, performance excellence, and accountability. Verizon is also committed to the communities where we work and live, and to connecting the talents of its employees with unmet needs in those communities. Verizon does this through its Foundation, financial contributions, product donations, volunteerism, gift-matching, and partnerships with organizations that share our goals and priorities.

As an extension of these efforts, the Verizon Legal Department has established a Pro Bono Program. The purpose of the Program is to assist the Legal Department in providing important pro bono legal services to people and organizations that could not otherwise afford them.

Every member of the Legal Department has a valuable contribution to make to the Program and is encouraged to participate. While only attorneys can provide legal advice or direct representation to clients, subject to ethical limitations addressed below, there are many other pro bono opportunities for paralegals and support-staff. Participation in the Program is strongly encouraged, but is not mandatory. No member of the Legal Department will be adversely affected by a decision to participate in the program or penalized for not participating. Currently, the Program covers only Legal Department employees in the United States.

Pro bono matters may be handled during work time so long as they do not interfere with other assigned responsibilities. Every member of the Legal Department is encouraged to devote at least 25 hours per year to pro bono service. Time commitments in excess of 100 hours per year require the approval of a Senior Vice President. Pro bono matters must be handled with the same level of competence and professionalism as any other matter handled by members of the Legal Department.

Although the Legal Department supports participation in the Pro Bono Program, pro bono clients are clients of the attorney, not Verizon. Verizon does not endorse the positions taken by members of the Legal Department on behalf of pro bono clients, and Verizon does not have an attorney-client relationship with pro bono clients. While a member of the Legal Department can tell a pro bono client that he or she works for Verizon, it should be made clear that the client is represented by the attorney and not the company.

II. Pro Bono Committee

The Legal Department has established a Pro Bono Committee to oversee the Program; approve pro bono partners and projects; assess the Program's participation and effectiveness; assist in ensuring that pro bono matters are adequately staffed and supervised and that training, materials, and assistance are available to volunteers; and address any other issues that may arise in connection with the Program. The Committee is headed by a Pro Bono Chair and includes representatives from the legal departments of all Verizon business units. There are three Regional Coordinators on the Committee who assist in the administration of the program – Northeast (covering New Jersey, New York, Massachusetts, Pennsylvania, and Vermont); Mid-Atlantic (covering Virginia, Maryland, and the District of Columbia); and West (covering the remainder of the country). A member of the Legal Department need not be an attorney to serve on the Committee.

The Pro Bono Committee will strive to operate on a consensus basis, but any decisions on which there is not unanimous agreement must be approved by no less than a two-thirds majority. Issues where such agreement cannot be achieved, or critical issues as determined in the discretion of the Pro Bono Chair, shall be presented to the Executive Vice President & General Counsel (or his designee) for resolution. Administrative issues, including the approval of pro bono matters with established partner organizations, may be delegated by the Committee to one or more members or other individuals.

III. Work Covered by the Program

Verizon defines pro bono work broadly, to include legal advice or representation provided to individuals or organizations that cannot afford to pay, as well as activities that aid legal service organizations or promote the administration of justice. The Pro Bono Committee also may sponsor or encourage particular non-legal activities and may adopt particular causes in an effort to provide members of the Legal Department with meaningful opportunities to give back to the community. Otherwise, charitable activities that are not connected to the law are not pro bono work as defined by the Program, nor are matters handled on behalf of employees, family, or friends. Determinations of the scope of activities covered by the Program shall be made by the Pro Bono Committee.

The focus of Verizon's pro bono program is on civil matters. Representation of defendants in criminal matters is not permitted under the Program due to the time and resources required to provide effective representation, unless the representation is required by court order. Representation of clients in civil matters that require trials or hearings exceeding two consecutive days, or five days in total, is also discouraged due to the strain such matters will place on the Legal Department's limited resources. Final authority to approve or disapprove all matters rests with the Pro Bono Committee.

IV. Pro Bono Procedures

A. Partner Organizations

Verizon's primary partner in the Program is DLA Piper. DLA Piper has one of the country's leading pro bono programs, is a trusted outside counsel for Verizon, and has a broad geographic footprint that matches up well with the many locations where the Legal Department has staff.

The nature of the partnership between Verizon and DLA Piper will vary by matter. Some projects, such as staffing a clinic, do not involve direct client representation. In these cases, Verizon and DLA Piper may staff the project jointly. For matters involving direct client representation, Verizon attorneys may be paired with a DLA Piper attorney. Typically, this attorney will be located in a DLA Piper office that is in the same jurisdiction as the Verizon attorney. In jurisdictions where Verizon and DLA Piper do not both have an office, a DLA Piper attorney from a nearby location may be designated to work on the matter. Many matters will be set up by DLA Piper directly and members of the Legal Department will be notified of an opportunity to participate. In cases where the Pro Bono Committee or a member of the Verizon Legal Department initiates a matter, the Regional Coordinator will contact DLA Piper to secure the participation of a DLA Piper attorney if appropriate. Members of the Verizon Legal Department are not required to work with a DLA Piper attorney on every matter, but the decision on whether a member of the Legal Department can handle a matter alone rests with the Pro Bono Committee.

Verizon has also established relationships with organizations that screen potential clients and determine whether those clients are eligible to receive pro bono services. Verizon established some of these relationships directly; others through DLA Piper. These organizations will contact the Pro Bono Chair, a Regional Coordinator, or another designee when potential new matters for the Program arise. Members of the Legal Department will be advised of these opportunities by e-mail, through the Program's Web site, or otherwise. The communication will specifically identify those opportunities that are suitable for non-attorneys.

If a member of the Legal Department is interested in creating a new matter, he or she must notify the Committee using the new matter form located on the Program's Web site. The form requires the following information: the name of the partner organization; the name of the client; the identity of any opposing parties and opposing counsel; a short description of the subject matter; whether the matter is likely to involve travel or other significant expense; the estimated time commitment; the members of the Legal Department anticipated to work on the matter; and whether a DLA Piper-partner attorney is requested.

The Verizon Pro Bono Program has three subject-based initiatives that represent the main focus of the Program. These initiatives align with the priorities of the Verizon Foundation and the values on which Verizon is based. Verizon's partner organizations and the scope of opportunities may differ by jurisdiction.

Education. Support for education, and in particular educational opportunities for underprivileged kids, is the cornerstone of Verizon's philanthropic mission. The Pro Bono Program's leading partnership in this area is with Street Law's Corporate Legal Diversity Pipeline Program. This program matches members of the Legal Department with nearby, diverse high school law classes to teach students about civil law and encourage them to consider careers in the legal profession. In addition, Verizon's education-focused pro bono initiative gives members of the Legal Department opportunities to advise schools and education non-profits on corporate, tax, and business law issues, and to represent learning-disabled students in proceedings aimed at securing appropriate special educational services.

Domestic Violence Prevention. Providing assistance to victims of domestic violence is a second core initiative of the Verizon Foundation. The Pro Bono Program has a wide range of opportunities in this area, including assisting immigrant victims of domestic violence with filing immigration papers; helping domestic violence victims secure protective orders in court; and providing corporate and business law advice to organizations, such as non-profits and shelters, serving victims of domestic violence.

Supporting for Returning Veterans. America's returning veterans often have significant unmet legal needs, particularly when they have suffered physical or mental injuries as a result of their service. This initiative seeks to partner members of the Legal Department with veterans needing pro bono representation in disability evaluations, disability benefits appeals, and involuntary separation proceedings. This initiative also seeks to connect members of the Legal Department with disabled veteran entrepreneurs who need business law assistance.

DLA Piper has many other partners and members of the Legal Department may, with approval of the Committee, work with these organizations as well. A complete list is provided on the Program's Web site. Members of the Legal Department may also propose new partners to the Pro Bono Committee. The decision to approve work on matters for these organizations, and to approve the creation of new partnerships for the Program, rests with the Pro Bono Committee.

B. Intake, Conflict Checks, and Pairing with a DLA Piper Attorney

Once the Pro Bono Committee receives a notification about a potential matter, it will conduct a conflict check using Verizon's matter management system. No representation can be approved where the potential client is adverse to Verizon in a contested matter. The Committee may also consider whether the potential client is materially delinquent in payment to Verizon or has been terminated for non-payment; the adverse party is an existing or potential Verizon business partner or significant customer; or the matter involves any legal, business, public affairs, or public policy issues that may create a positional conflict for Verizon or expose the company to negative publicity or embarrassment. In addition, notwithstanding the fact that pro bono clients are represented by the attorney handling the matter and not by Verizon, the Committee should also consider whether the proposed matter may involve a conflict with an existing pro bono representation being undertaken by a member of the Legal Department; whether

the opposing counsel is a member of a law firm that serves Verizon; and whether there are any ethical issues associated with the proposed representation. The Committee has sole discretion, subject to the review and approval of the Executive Vice President & General Counsel, to approve or reject a matter based on its judgment of the best interests of the company.

If the matter is approved, the Pro Bono Committee will issue a written authorization to the members of the Verizon Legal Department anticipated to work on it. If these individuals want to work on the matter with an attorney from DLA Piper, the Regional Coordinator will work with DLA Piper to establish the relationship. If the members of the Legal Department working on the matter would prefer to work alone, or if the matter is not suitable for teaming with DLA Piper, the Regional Coordinator may work with DLA Piper to identify an attorney with expertise in the subject area to serve as a resource if questions arise.

Once a matter involving direct client representation is approved, the Verizon attorney handling it must send the client an engagement letter. A template for this letter is on the Program's Web site. Please have the client sign the acknowledgement on the letter and return the signed copy to your Regional Coordinator.

The Pro Bono Committee shall maintain a record of all current and closed pro bono matters. This record should include all of the information about the matter provided at intake; the identity of involved individuals at Verizon and DLA Piper; a copy of the written authorization and signed engagement letter; and any information collected concerning the time spent on the matter.

C. Malpractice Insurance and Securing a Written Approval from the Pro Bono Committee

Verizon's pro bono partner organizations typically carry malpractice insurance that covers attorneys working with them on pro bono matters. In the event a claim is made against a member of the Verizon Legal Department related to a pro bono matter, this insurance is the first recourse. In addition, Verizon maintains malpractice insurance that covers attorneys and support staff working on approved pro bono matters. This insurance covers both lawsuits and disciplinary proceedings. The insurance only applies, however, if the representation is approved ***in advance and in writing*** by Verizon. Accordingly, no member of the Legal Department may undertake any pro bono matter without receiving advance written approval from the Pro Bono Committee. If any member of the Legal Department receives notice of a litigation, disciplinary proceeding, or other claim arising out of a pro bono matter, that person must inform the Pro Bono Chair immediately.

D. Pro Bono Teams and Support Staff

Pro bono matters may be staffed by multiple members of the Legal Department, including multiple attorneys. This can be an effective way, along with partnering with DLA Piper attorneys, to deal with problems that may arise due to unanticipated work

demands or travel, vacations, or other scheduling conflicts. Moreover, one of the Program's goals is to give members of the Legal Department in different groups an opportunity to work together. Project teams can include paralegals and support staff working under the supervision of an attorney. As with any other work they are handling, lawyers doing pro bono work can request help from their paralegals and executive assistants. The Regional Coordinators can also assist in identifying team members for a project.

There are numerous opportunities for non-attorneys to participate directly in the Program in matters that do not involve providing legal advice or direct client representation. This includes opportunities for support staff to be paired with individuals outside their normal work groups.

E. Use of Company Facilities and Resources

Members of the Legal Department are authorized to use Verizon resources, including copying, delivery, library materials, computers, telephones, fax machines, and online legal research, for approved pro bono matters. Ordinary expenses for pro bono matters should be submitted for reimbursement using Verizon's normal process. Any amounts in excess of $500 must receive ***advance*** approval from the Pro Bono Chair or a Regional Coordinator. Lawyers should make every effort to control expenses – for example, by using *in forma pauperis* procedures rather than paying a filing fee or using funds available from a referring organization – just as they would for any other legal matter.

It is anticipated that most client interviews or other meetings will take place at the offices of a partner organization. If this is not possible, the next best option is to meet at a DLA Piper office. If these options are not suitable, members of the Legal Department may host pro bono client meetings at a Verizon location with the prior approval of a Regional Coordinator. The Verizon attorney hosting the meeting should take care to remind the pro bono client that, although the meeting is taking place at a Verizon location, the client is represented by the attorney and not the company.

For any correspondence in pro bono matters, members of the Legal Department should use the special pro bono letterhead available on the Program's Web site. Providing Verizon business cards to clients or others in the course of pro bono representation is prohibited. In any filing with a court or government agency, pro bono attorneys should provide their names and may use their work address "care of" their Verizon business unit. Members of the Legal Department may use their Verizon phone numbers and e-mail addresses for pro bono matters.

F. Tracking Time Spent on Pro Bono Matters

Members of the Legal Department should keep track of the number of hours spent on each pro bono matter. This will help the Committee evaluate the program and measure the extent of Verizon's contribution. It is not necessary, however, to keep detailed records of how pro bono time is spent. Time totals should be submitted to your

Regional Coordinator at three points – in early July (reporting by matter on time spent from January-June); in early January (reporting on July-December); and when a matter is closed (reporting time spent on the matter in total).

G. Closing a Matter

When a pro bono matter ends (excluding matters that are by their nature set commitments, such as staffing a clinic for one day), the members of the Legal Department working on the matter must submit a matter closure form. In matters involving direct client representation, the Verizon attorney working on the matter must also send the client a termination letter. The matter closure form and a template for the termination letter are on the Program's Web site.

V. Legal Ethics Rules Governing Pro Bono and CLE Credit

Pro bono matters raise legal ethics issues that do not arise frequently in our day-to-day practice. It is therefore recommended that attorneys review the legal ethics rules in their jurisdictions before starting a pro bono engagement that involves direct client representation. It may be useful in particular to review ethics rules governing pro bono representation, attorney-client communications, and contact with represented parties.

Some Verizon attorneys may wish to perform pro bono work in a jurisdiction where they are not licensed to practice law. This situation may arise, in particular, if the attorney is not barred in jurisdiction where his or her office is located. Different states have different rules governing this situation. It is important to understand and follow these rules so that no Verizon attorney engages in the unauthorized practice of law. A summary of the relevant rules is posted on the Program's Web site. Please review the rules for the states where you are barred and the state where you are planning to perform pro bono work before undertaking any representation. Your Regional Coordinator can address any questions.

The Program will also afford many opportunities for Verizon attorneys to fulfill their CLE obligations. Many pro bono referral organizations provide CLE-approved training sessions for attorneys interested in their matters. Some of these trainings will be held at Verizon locations.

A number of jurisdictions – New York, Washington, Colorado, Arizona, Delaware, Minnesota, Tennessee, and Wyoming – give attorneys CLE credit for performing pro bono work. The rules differ by state. New York, for example, awards one CLE credit-hour for every six 50-minute hours (300 minutes) of pro bono work. These credits do not count toward the ethics and professionalism requirement, and an attorney can earn a maximum of six credit-hours for pro bono work in any reporting cycle.

Members of the New Jersey bar can secure relief from the state's mandatory municipal pro bono assignments by performing 25 hours of pro bono work each year. Participation in Verizon's pro bono program allows attorneys to obtain a waiver and

work in areas of law where they have knowledge or interest, rather than having a court assignment requiring criminal law expertise.

Finally, some jurisdictions – Maryland, Illinois, Florida, New Mexico, Hawaii, Nevada, and Mississippi – require bar members to report the number of hours spent each year on pro bono. These states may define pro bono differently from the Verizon Pro Bono Policy. Attorneys barred in these jurisdictions should review the rules to determine the correct number of hours to report.