IN THE UNITED STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF TEXAS MARSHALL DIVISION

YELLOWONE INVESTMENTS,	§
Plaintiff,	\$ \$ \$
vs.	§ Civil Action No.: 2-06-CV-475 (TJW)
VERIZON COMMUNICATIONS, INC., and IDEARC INFORMATION SERVICES, INC.	§ JURY DEMANDED §
Defendants.	9 §

DECLARATION OF JANE A. SCHAPKER IN SUPPORT OF VERIZON COMMUNICATIONS INC.'S MOTION TO DISMISS

I, Jane A. Schapker, declare as follows:

- 1. I am currently employed by Verizon Corporate Services Group Inc. My title with Verizon Communications Inc. is Executive Director of Corporate Governance and Assistant Corporate Secretary. My responsibilities include overseeing the corporate governance for certain subsidiaries of Verizon Communications Inc. I make this declaration of my personal knowledge and, if called as a witness, could and would testify competently to these statements.
- 2. Verizon Communications Inc. is incorporated and organized under the laws of the State of Delaware. Verizon Communications Inc. maintains its principal place of business in New York, New York.
- 3. In September 2000, Verizon Communications, Inc. (with a comma) merged with Bell Atlantic Corporation, and the name changed to Verizon Communications Inc. (without a comma). After the merger, the company known as Verizon Communications, Inc. terminated its authority to do business in Texas.

- 4. Verizon Information Services Inc. (now known as Idearc Information Services LLC) was formerly an indirect subsidiary of Verizon Communications Inc. It is now a subsidiary of Idearc Inc., a new entity that was spun off by Verizon Communications Inc. in 2006.
- 5. Verizon Communications Inc. is a holding company whose sole purpose is to hold stock in a number of companies. Many of the companies in which Verizon Communications Inc. holds stock, or which Verizon Communications Inc. indirectly owns, use as part of their names the trademark "Verizon" with a geographic or other identifier, such as Verizon Maryland Inc. and Verizon Pennsylvania Inc.
- 6. Verizon Communications Inc. does not own the trademark "Verizon." That mark is the property of Verizon Trademark Services LLC, and is used by other entities under license.
- 7. Other than holding stock in its subsidiaries, Verizon Communications Inc. conducts no other business. Verizon Communications Inc. does not, for example, provide any goods or services.
 - 8. Verizon Communications Inc. does not sell or advertise any product or service.
- 9. Verizon Communications Inc. observes all corporate formalities, including having its own board of directors and its own officers. Verizon Communications Inc. pays none of the salaries of its subsidiaries' employees. All of Verizon Communications Inc.'s operating subsidiaries operate with sufficient access to capital to conduct their day-to-day operations.
- 10. Verizon Communications Inc. does not maintain a place of business in Texas, is not licensed to do business in Texas, and has no assets, employees, or agents in Texas. Verizon Communications Inc. also manufactures no goods and provides no services in Texas. Aside

from communications with its registered shareholders, Verizon Communications Inc. conducts no business in Texas and directs none of its activities towards residents of Texas.

- 11. Verizon Communications Inc. does not own, operate, or determine the content of any website. Specifically, Verizon Communications Inc. does not own, operate, or determine the content of the www.superpages.com website.
- 12. Verizon Communications Inc. does not direct its subsidiaries and does not make any decisions for or on behalf of its subsidiaries.

Jane A. Schapker

I declare under the penalty of perjury that the foregoing is true and correct.

Dated: February $\frac{9}{1}$, 2007

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