

**COMMERCIAL CONTRACTS**

A. Marketing

DataCo will continue GTE Internetworking's agency and reseller arrangements with Bell Atlantic and will extend them to apply to the merged Bell Atlantic/GTE ("NewCo") and to include, in addition to existing services, additional services where and as permitted by law. These contracts may include volume purchase commitments.

B. Transitional Administrative Support Services

Currently, GTE-I relies upon GTE to provide administrative support services. DataCo may continue to contract with NewCo to receive certain necessary administrative support services on an outsourcing basis. In each case, DataCo will have the option to obtain these services from another source. These services may include:

1. *Employee Benefits Support.* To minimize the impact on employees, these services will likely include benefits administration, payroll processing, workers' compensation processing and related HR systems support.
2. *Billing and Collections.* Billing and collections services may include billing and payment processing and change management. In the past when GTE has sold businesses, it has frequently continued to provide billing and collections services for the acquirer.
3. *Procurement.* DataCo will have the option, in purchasing a category or item, to engage NewCo's procurement services or to obtain the category or item through DataCo's own or another procurement channel. GTE currently provides such procurement services to other unaffiliated third parties.
4. *Treasury Services.* These may include administrative cash management services, such as remittance processing, lockbox services, cash processing and accounting and related treasury support.
5. *Information Technology Support.* DataCo will maintain a stand-alone IT organization to provide its own systems planning, infrastructure architecture, systems integration, and systems development and operations support, and will retain full control over the operation and implementation of its IT systems. DataCo may contract with NewCo for software development and certain IT support services on an outsourcing basis.

6. *Real Estate.* In locations where GTE-I is currently using GTE office space, DataCo may enter into commercial leases with NewCo. DataCo may also contract with NewCo to continue certain real estate support services.

C. Other Contracts

NewCo and DataCo may enter into additional contracts, including:

1. *Research and Development.* DataCo may contract with NewCo for R&D support on a project-by-project basis pursuant to a standard R&D outsourcing agreement.
2. *International Services.* DataCo may contract with NewCo to provide data services to NewCo's international affiliates.
3. *Intellectual Property.* DataCo and NewCo may enter into cross-licensing agreements for intellectual property.
4. *Capacity and Network Support.* DataCo and NewCo may contract with each other for network capacity and support functions on an arm's-length basis. These contracts may include volume purchase commitments.
5. *Commercial Loans.* When and if necessary, NewCo may loan funds to DataCo under an arm's-length commercial loan agreement.