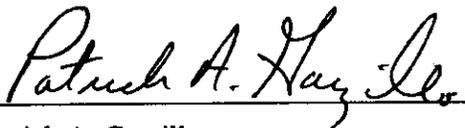


I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on August 31, 2006



Patrick A. Garzillo



DECLARATION OF QUINTIN LEW,
JUDY VERSES, AND PATRICK GARZILLO
REGARDING COMPETITION IN THE
PHILADELPHIA METROPOLITAN STATISTICAL AREA

EXHIBIT 1

Competitive Prices for Mass-Market Voice Telephone Service

There are many competitors offering mass-market voice telephone service in the Philadelphia MSA using their own switches or VoIP technology. These carriers' offerings are priced at levels that are comparable to or below Verizon's voice telephone package rate. Verizon has prepared a table that compares the prices and features of the voice telephone service offerings of several leading competitors, including VoIP offerings, wireless offerings, and circuit-switched offerings. Verizon prepared this table by examining the competitors' websites and other publicly available information. This comparison shows that mass-market customers can obtain voice telephone service from several competitors at rates that are comparable to or lower than Verizon's rates.

PHILADELPHIA

Comparison of Competitive Calling Bundle Prices and Features

	Verizon Freedom Essentials	Cavalier Unlimited Long Distance	Broadview Networks No NonCents	Comcast Digital Voice ¹	RCN ²	Vonage Premium Unlimited ³	AT&T CallVantage ³	ZingoTel Residential Unlimited ³	Packet8 Freedom Unlimited ³	Lingo Unlimited ³	EarthLink trueVoice Unlimited ²	MyPhone Company Unlimited Home U.S. & Canada ³	BroadVox Direct Residential Unlimited ³	Net2Phone VoiceLine Unlimited ³
Price	\$39.95	\$34.95	\$49.95	\$39.95	\$30.00	\$24.99	\$24.99	\$14.95	\$19.99	\$21.95	\$24.95	\$24.99	\$29.95	\$29.99
Local Calling	Unlimited													
Local Toll Calling	Unlimited													
Long Distance Calling	Unlimited													
Calling Features	3	10	9	11	4	13	10	9	11	12	6	11	9	11

	Cingular Nation w/ Rollover	Cingular Nation w/ Rollover	Cingular Nation w/ Rollover	Sprint PCS Fair & Flexible	T-Mobile Basic Plus (National)	T-Mobile Get More (National)	T-Mobile Get More 1000 Plus (National)	T-Mobile Get More Ultra (National)			
	450 mins.	900 mins.	1350 mins.	200 mins.	450 mins.	900 mins.	1350 mins.	300 mins.	600 mins.	1000 mins.	1500 mins.
Price	\$39.99	\$59.99	\$79.99	\$29.99	\$39.99	\$59.99	\$79.99	\$29.99	\$39.99	\$49.99	\$59.99
Local Calling	Included within Plan Minutes (some plans include unlimited nights & weekends and unlimited mobile-to-mobile minutes)										
Local Toll Calling	Included within Plan Minutes (some plans include unlimited nights & weekends and unlimited mobile-to-mobile minutes)										
Long Distance Calling	Included within Plan Minutes (some plans include unlimited nights & weekends and unlimited mobile-to-mobile minutes)										
Calling Features	5	5	5	5	5	5	5	5	5	5	5

¹Reflects the \$15 discount for customers subscribing to both Cable and High-Speed Internet service. Comcast offers this service for \$33 per month for the first year if bundled with Digital Cable and High-Speed Internet service.

²A one-year contract is required for this promotion. RCN charges an additional \$15 per month after the first year.

³Requires broadband connection at additional cost.

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RCN. RCN, *Special Offers*, <http://www.rcn.com/specialoffers/offer.php?id=13>. A one-year contract is required for this promotion, and RCN charges an additional \$15 per month for unlimited local and long-distance calling after the first year. Choice of four calling features: Basic Voice Mail, Caller ID Deluxe, Call Waiting, Call Waiting ID Deluxe, Call Return, Repeat Dial, Call Forward Variable, Speed Dial 8, Three-Way Calling.

Vonage. Vonage, *Premium Unlimited Plan*, http://vonage.com/products_premium.php; Vonage, *Features*, <http://vonage.com/features.php>. Calling features: Voicemail Plus, Caller ID with Name, Call Waiting, Call Forwarding, Three-Way Calling, Call Transfer, Call Return, Caller ID Block, Repeat Dialing, Click-2-Call, International Call Block, Ring Lists, and Call Hunt.

AT&T. AT&T, *Plans & Pricing*, <http://www.usa.att.com/callvantage/plans/index.jsp>. Calling features: Voice Mail, Caller ID with Name, Call Waiting, Call Forwarding/Safe Forward Number, Three-Way Calling, Call Logs, Phone Book, Locate Me, Do Not Disturb, Speed Dial.

ZingoTel. ZingoTel, *Residential Unlimited*, <http://www.zingotel.com/online/en/Product/PlanA3?PHPSESSID=ecda7194030a2d7cc53a84926b0edc99>. Calling features: Voice Mail, Caller ID, Call Waiting, Call Forwarding, Three-Way Calling, Call Return, Automatic Call Back, Caller ID Blocking, and Speed Dialing.

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Lingo. Lingo, *Home Plans*, http://www.lingo.com/voip/residential/home_plans.jsp; Lingo, *Features*, http://www.lingo.com/voip/features/voip_features.jsp. Calling features: Voice Mail, Caller ID with Name, Call Waiting, Call Forwarding, Three-Way Calling, Do Not Disturb, Call Return, Last Number Redial, Speed Dial, Simultaneous Ring, Caller ID Block, and Anonymous Call Rejection.

EarthLink. EarthLink, *trueVoice*, <http://www.earthlink.net/voice/truevoice/plans/>. Calling features: Voice Mail, Caller ID, Call Waiting, Call Forwarding, Three-Way Calling, and Caller ID Block.

MyPhoneCompany. MyPhoneCompany, *Residential Plans*, http://www.myphonecompany.com/cognigen/home_2499.aspx; MyPhoneCompany, *Free Powerful Features*, <http://www.myphonecompany.com/cognigen/features.aspx>. Calling features: Enhanced Voice Mail, Caller ID, Call Waiting/Call Waiting with Caller ID/Call Waiting Disable, Call Forwarding, Call Transfer, Three Way Calling, Return Call (*69), Busy Redial (*66), Do Not Disturb, Caller ID Block, and Anonymous Call Block.

BroadVox. Broadvox Direct, *Residential Unlimited*, <http://www.broadvoxdirect.com/res19.html>. Calling features: Voice Mail, Caller ID, Call Waiting, Call Forwarding, Call Transfer, Conference Calling, Do Not Disturb, Caller ID Block, and Call Logs.

Net2Phone. Net2Phone, *Calling Plans & Rates*, <http://www.net2phone.com/consumer/voiceline/plans.asp>; Net2Phone, *Features*, <http://www.net2phone.com/consumer/voiceline/features.asp>. Calling features: Voice Mail, Caller ID, Call Waiting, Call Forwarding/Service Interruption Forwarding, Three-Way Calling, Call Return, Redial, Reach Me, Speed Dial, Call Blocking, and Do Not Disturb.

Cingular. Cingular, *Rate Plans, available at* <http://www.cingular.com>; Cingular, *Rate Plan Details, available at* <http://www.cingular.com>. Calling features: Basic Voice Mail, Caller ID, Call Forwarding, Call Waiting, and Three-Way Calling.

Sprint. Sprint, *Plans & Coverage, available at* <http://www1.sprintpcs.com>. Calling features: Voice Mail, Caller ID, Call Waiting, Numeric Paging, and Three-Way Calling.

T-Mobile. T-Mobile, *Select a Plan: National Plans*, <http://www.t-mobile.com/plans/?tab=national>. Calling features: Call Waiting and Call Hold, Caller ID, Conference Calling, VoiceMail, and Paging.



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EXHIBIT 2

Over-the-Top VoIP Providers Offering Local Telephone Numbers in the Philadelphia MSA

VoIP Provider	Plan	Monthly Price	Local	Long-Distance
1TouchTone	Voice Residential Basic	\$14.99	500 outgoing minutes; unlimited incoming minutes & calls to other 1TouchTone users; \$0.03/add'l minute	
	Voice Residential Unlimited	\$29.99	Unlimited	Unlimited (incl. Canada)
AT&T	CallVantage Service	\$24.99 (1st mo. free w/ online order)	Unlimited	Unlimited (incl. Canada)
	CallVantage Local	\$19.99	Unlimited	\$0.04/minute
	CallVantage 2-Line	\$49.99	Line 1: Unlimited	Line 1: Unlimited; Line 2: 500 mins.
bbtelsys	Home Unlimited	\$24.95	Unlimited	Unlimited (incl. Canada)
	The NO Plan	\$16.58 (\$199/yr.)	Unlimited	Unlimited (incl. Canada)
Broadfone	300 Outbound Minutes	\$9.99	300 outgoing minutes; unlimited incoming minutes; \$0.039/add'l minute	
	500 Outbound Minutes	\$14.99	500 outgoing minutes; unlimited incoming minutes; \$0.039/add'l minute	
	Unlimited U.S./Canada	\$24.99	Unlimited	Unlimited (incl. Canada)
BroadVoice	Unlimited In-State	\$9.95	Unlimited (in-state)	\$0.039/min. (out-of-state & Canada)
	Unlimited World	\$19.95	Unlimited	Unlimited; unlimited int'l to 21 countries
	Unlimited World Plus	\$24.95	Unlimited	Unlimited; unlimited int'l to 35 countries
Broadvox Direct	Residential Choice Plus	\$9.95	100 outgoing minutes; unlimited incoming minutes; \$0.029/add'l minute	
	Residential Unlimited	\$29.95	Unlimited	Unlimited (incl. Canada)
EarthLink	trueVoice Basic	\$14.95 (1 mo. free)	500 outgoing minutes; unlimited incoming minutes; \$0.04/add'l minute	
	trueVoice Unlimited	\$24.95 (1 mo. free)	Unlimited	Unlimited

VoIP Provider	Plan	Monthly Price	Local	Long-Distance
FuturaVoice	Voice Residential Basic	\$14.99	500 outgoing minutes; unlimited incoming minutes & calls to FuturaVoice users; \$0.03/add'l minute	
	Voice Residential Unlimited	\$29.99	Unlimited	Unlimited (incl. Canada)
iConnectHere	World Plan +400 World Minutes Per Month	\$15.99 (\$30 sign-up bonus)	400 minutes (selected countries); \$0.02/add'l minute to U.S./Canada	
	World Plan +800 US/ Canada Minutes Per Month	\$15.99 (\$30 sign-up bonus)	800 minutes (incl. Canada); \$0.02/add'l minute	
	World Plan +2000 US/ Canada Minutes Per Month	\$24.99 (\$30 sign-up bonus)	2000 minutes (incl. Canada); \$0.02/add'l minute	
InPhonex	USA and Canada Residential Unlimited with Incoming Phone Number	\$24.95	Unlimited	Unlimited (incl. Canada)
iPhone	Voice Residential Basic	\$14.99	500 outgoing minutes; unlimited incoming minutes; \$0.03/add'l minute	
	Voice Residential Unlimited	\$29.99	Unlimited	Unlimited (incl. Canada)
ITP	Residential Basic	\$9.99	500 minutes; unlimited calling to other ITP users; \$0.03/add'l min. (continental U.S.); \$0.05/add'l min. (AK/HI)	
	Residential Unlimited	\$19.99	Unlimited	Unlimited (incl. Canada)
	Home Office Basic (2 lines)	\$34.99	1500 minutes (incl. Canada)	
	Home Office Unlimited (2 lines)	\$44.99	Unlimited	Unlimited (incl. Canada)
Lingo	Lingo Link	\$7.95 (1st mo. free)	Unlimited to other Lingo users; unlimited incoming calls; \$0.03/add'l minute	
	Basic	\$14.95 (1st mo. free)	500 outgoing minutes (incl. Canada & Western Europe); unlimited calls to Lingo users; \$0.03/add'l minute	
	Unlimited W. Europe	\$21.95 (1st mo. free)	Unlimited	Unlimited (incl. Canada & Western Europe)

VoIP Provider	Plan	Monthly Price	Local	Long-Distance
MyPhone Company.com	Unlimited Local Home Calling	\$19.99	Unlimited	\$0.025/minute
	Unlimited Home U.S. & Canada	\$24.99	Unlimited	Unlimited (incl. Canada)
	Unlimited U.S. & Canada + International	\$34.99	Unlimited	Unlimited (incl. int'l)
Net2Phone	VoiceLine U.S./Canada 500	\$14.99	500 outgoing minutes; unlimited incoming minutes & calls to other VoiceLine users; \$0.039/add'l minute	
	VoiceLine U.S./Canada Unlimited	\$29.99	Unlimited	Unlimited (incl. Canada)
Packet8	Freedom Unlimited	\$19.99	Unlimited	Unlimited (incl. Canada)
	Freedom Unlimited Global	\$49.99	Unlimited	Unlimited (incl. Canada & selected countries)
	Freedom Annual	\$16.58 (\$199/yr.)	Unlimited	Unlimited (incl. Canada)
SunRocket	Limited Edition	\$9.95	200 outgoing minutes; unlimited incoming minutes & calls to other SunRocket users; \$0.03/add'l minute	
	Annual Edition	\$16.58 (\$199/yr.)	Unlimited	Unlimited (incl. Canada); \$3 allowance for int'l calls
	Monthly Edition	\$24.95	Unlimited	Unlimited (incl. Canada); \$3 allowance for int'l calls
	SunSpots Edition	\$24.92 (\$299/yr.)	Unlimited	Unlimited (incl. Canada & selected countries)
	Global Edition	\$29.08 (\$349/yr.)	Unlimited	Unlimited (incl. Canada); \$20 allowance for int'l calls
USA Datanet	All Talk	\$24.95 (1st mo. free)	Unlimited	Unlimited (incl. Canada)
VelocityTel	Residential Basic 500	\$14.95	500 outgoing minutes (incl. Canada); unlimited incoming minutes; \$0.03/add'l minute	
	Residential Unlimited	\$24.95	Unlimited	Unlimited (incl. Canada)

VoIP Provider	Plan	Monthly Price	Local	Long-Distance
ViaTalk	vt_500	\$14.95	500 outgoing minutes (incl. Canada); unlimited incoming minutes; \$0.035/add'l minute	
	vt_500 (12-month billing cycle)	\$11.95	500 outgoing minutes (incl. Canada); unlimited incoming minutes; \$0.035/add'l minute	
	vt_500 (24-month billing cycle)	\$9.95	500 outgoing minutes (incl. Canada); unlimited incoming minutes; \$0.035/add'l minute	
	vt_unlimited	\$22.95	Unlimited	Unlimited (incl. Canada)
	vt_unlimited (12-month billing cycle)	\$19.95 (+3 mos. free)	Unlimited	Unlimited (incl. Canada)
	vt_unlimited (24-month billing cycle)	\$15.95 (+6 mos. free)	Unlimited	Unlimited (incl. Canada)
VoicePulse	Local Unlimited + 200	\$14.99	Unlimited	200 minutes; unlimited incoming & calls to other VoicePulse users; \$0.039/add'l min.
	America Unlimited	\$24.99	Unlimited	Unlimited
Voiceral	600	\$9.99	600 outgoing minutes \$0.02/add'l minute	
	Unlimited	\$14.99	Unlimited	Unlimited
VoIP Your Life	Premier Basic	\$14.97	unlimited incoming calls and calls to in-network users; \$0.024/add'l minute	
	Premier Unlimited	\$23.97	Unlimited	Unlimited (incl. Canada)
	Premier Global Unlimited	\$29.97	Unlimited	Unlimited (incl. Canada & selected countries)
Vonage	Basic 500	\$14.99	500 outgoing minutes; unlimited incoming minutes; \$0.039/add'l minute	
	Premium Unlimited	\$24.99	Unlimited	Unlimited (incl. Canada & Europe)

VoIP Provider	Plan	Monthly Price	Local	Long-Distance
ZingoTel	Basic	\$5.95 (1 mo. free)	100 outgoing minutes (incl. Canada); unlimited incoming minutes & calls to ZingoTel users; \$0.039/add'l minute	
	Plus	\$9.95 (1 mo. free)	400 outgoing minutes (incl. Canada); unlimited incoming minutes & calls to ZingoTel users; \$0.039/add'l minute	
	Residential Unlimited	\$14.95 (1 mo. free)	Unlimited	Unlimited (incl. Canada)

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Broadfone, *Choose Your Broadfone Calling Plan*, <http://www.broadfone.com/plan.php>.

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Vonage, *Services*, http://www.vonage.com/services.php?lid=nav_services.

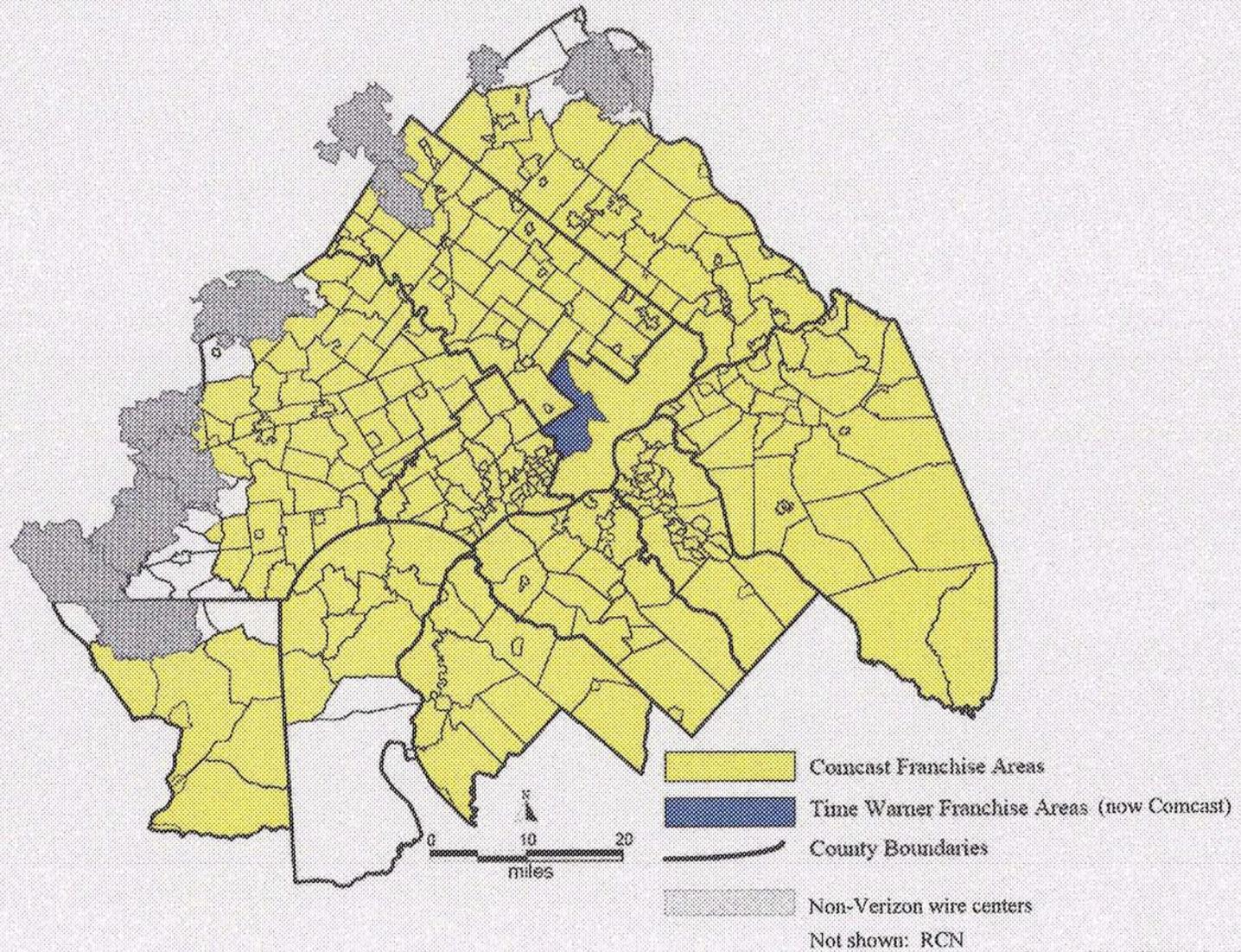
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EXHIBIT 3

Exhibit 3. Cable Telephony Providers in the Philadelphia MSA



Cable franchise map generated by Data Mapping, Inc.

Lew/Verses/Garzillo Decl. -- Exhibit 3
Philadelphia MSA



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EXHIBIT 4

Philadelphia-Camden-Wilmington, PA-NJ-DE-MD

New Jersey

Pennsylvania

Maryland

Wireless Coverage

Wireless Coverage
by Number of Carriers

- 3
- 2
- 1

Veizon Service Territory

Non-Veizon Service Territory

Carriers include: Cingular/AWE,
Sprint/Nextel, and T-Mobile

Philadelphia-Camden-Wilmington, PA-NJ-DE-MD

Wireless Coverage

Wireless Coverage	Orange
Clingfish	Light Green
Verizon Service Territory	Yellow
Non-Verizon Service Territory	White



New Jersey

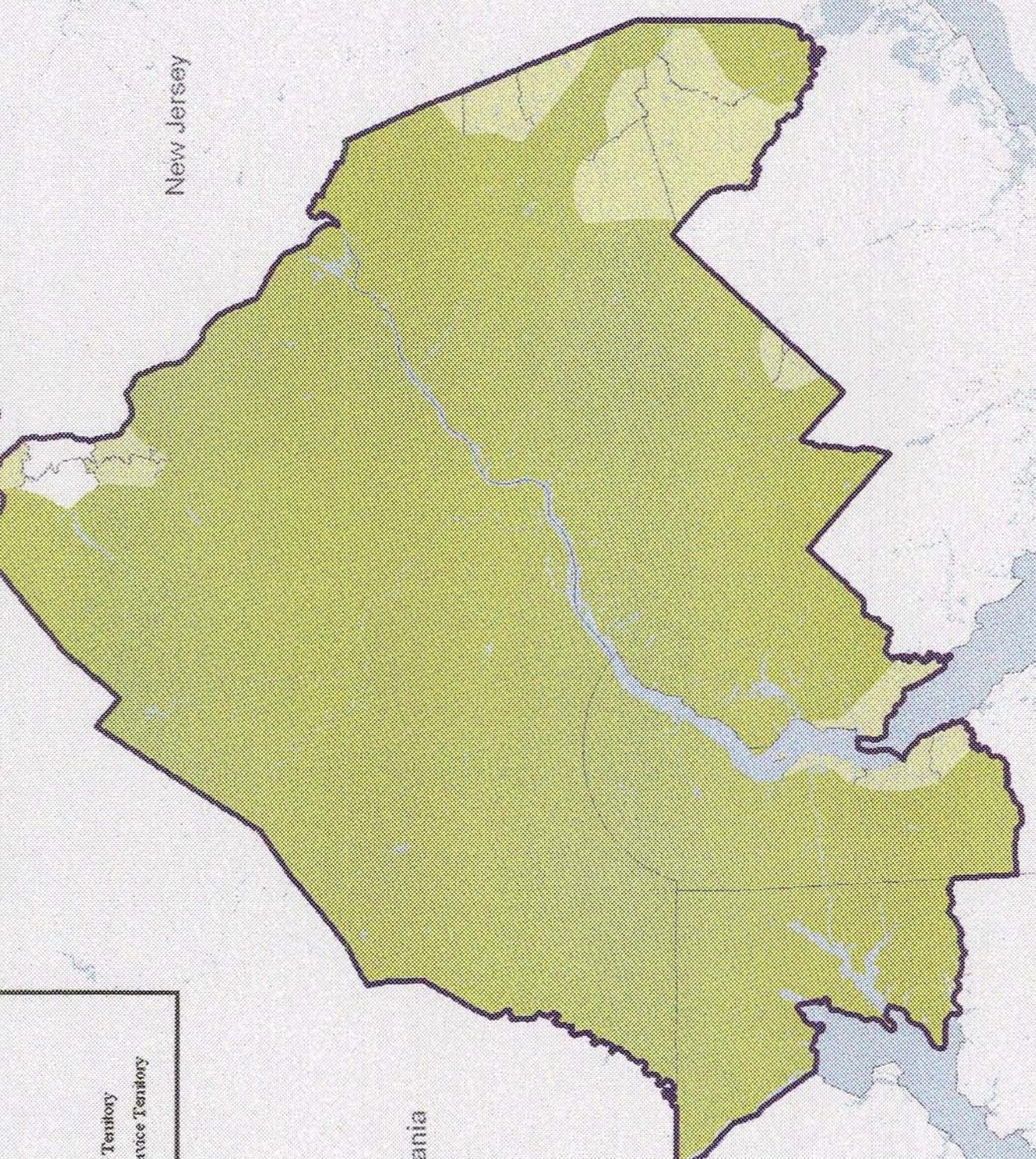
Pennsylvania

Maryland

Philadelphia-Camden-Wilmington, PA-NJ-DE-MD

Wireless Coverage

Wireless Coverage
Sprint/Nextel
Verizon Service Territory
Non-Verizon Service Territory



New Jersey

Pennsylvania

Maryland

Philadelphia-Camden-Wilmington, PA-NJ-DE-MD

Wireless Coverage

Wireless Coverage
 Timobile
 Verizon Service Territory
 Non-Verizon Service Territory

