Verizon Maryland Inc.

Condensed Consolidated Financial Statements
Three and Nine Months Ended September 30, 2008 and 2007

Verizon Maryland Inc.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(dollars in millions) (unaudited)	Three Months Ended September 30, 2008	Three Months Ended September 30, 2007	Nine Months Ended September 30, 2008	Nine Months Ended September 30, 2007
Operating Revenues				
(including $79, $83, $231 and $243 from affiliates)	$ 600	$ 582	$ 1,782	$ 1,715
Operating Expenses				
(including $211, $220, $633 and $622 to affiliates)				
Cost of services and sales (exclusive of items shown below)	196	193	588	555
Selling, general and administrative expense	178	205	540	570
Depreciation and amortization expense	116	110	342	327
Total Operating Expenses	490	508	1,470	1,452
Operating Income	110	74	312	263
Other income and (expense), net				
(including $4, $6, $13 and $13 from affiliates)	6	6	15	15
Interest expense				
(including $11, $7, $31 and $19 from affiliates)	(30)	(25)	(85)	(74)
Income Before Provision for Income Taxes	86	55	242	204
Provision for income taxes	(32)	(20)	(93)	(75)
Net Income	$ 54	$ 35	$ 149	$ 129

See Notes to Condensed Consolidated Financial Statements

Verizon Maryland Inc.

CONDENSED CONSOLIDATED BALANCE SHEETS

(dollars in millions) (unaudited)	At September 30, 2008	At December 31, 2007
Assets		
Current assets		
Short-term investments	$ 30	$ 89
Notes receivable from affiliate	781	430
Accounts receivable:		
Trade and other, net of allowances for uncollectibles of $39 and $35	293	317
Affiliates	271	92
Materials and supplies	34	14
Prepaid expenses	5	5
Deferred charges and other	46	42
Total current assets	1,460	989
Plant, property and equipment	9,658	9,292
Less accumulated depreciation	6,188	5,955
	3,470	3,337
Intangible assets, net	3	3
Prepaid pension asset	327	315
Other assets	49	49
Total assets	$ 5,309	$ 4,693
Liabilities and Shareowner's Investment		
Current liabilities		
Debt maturing within one year:		
Notes payable to affiliates	$ 806	$ 598
Other	1	1
Accounts payable and accrued liabilities:		
Affiliates	472	216
Other	147	170
Deferred income taxes	23	22
Other current liabilities	141	140
Total current liabilities	1,590	1,147
Long-term debt	1,244	1,245
Employee benefit obligations	663	644
Deferred credits and other liabilities		
Deferred income taxes	359	312
Unamortized investment tax credits	5	6
Other	83	81
	447	399
Shareowner's investment		
Common stock (one share, without par value)	735	735
Contributed capital	143	143
Reinvested earnings	487	380
Total shareowner's investment	1,365	1,258
Total liabilities and shareowner's investment	$ 5,309	$ 4,693

See Notes to Condensed Consolidated Financial Statements

Verizon Maryland Inc.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(dollars in millions) (unaudited)	Nine Months Ended September 30, 2008	2007
Net Cash Provided by Operating Activities	$ 605	$ 457
Cash Flows from Investing Activities		
Capital expenditures (including capitalized software)	(492)	(416)
Net change in short-term investments	59	56
Change in notes receivable from affiliates	(351)	(293)
Other, net	1	9
Net cash used in investing activities	(783)	(644)
Cash Flows from Financing Activities		
Principal repayments of borrowings and capital lease obligations	(1)	(4)
Net change in note payable to affiliates	208	193
Dividends paid	(42)	---
Net change in outstanding checks drawn on controlled disbursement accounts	13	(2)
Net cash provided by financing activities	178	187
Net change in cash	---	---
Cash, beginning of period	---	---
Cash, end of period	$ ---	$ ---

See Notes to Condensed Consolidated Financial Statements

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. Basis of Presentation and Recent Accounting Pronouncements

Verizon Maryland Inc. (Verizon Maryland or the Company) is a wholly owned subsidiary of Verizon Communications Inc. (Verizon). The unaudited condensed consolidated financial statements include the accounts of Verizon Maryland Inc. and its wholly owned subsidiary Verizon Online Maryland LLC. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim periods. These condensed financial statements reflect all adjustments that are necessary for a fair presentation of results of operations and financial position for the interim periods shown including normal recurring accruals and other items. All significant intercompany accounts and transactions have been eliminated. The results for the interim periods are not necessarily indicative of results for the full year. The condensed balance sheet at December 31, 2007 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. For a more complete discussion of significant accounting policies and certain other information, you should refer to our December 31, 2007 audited financial statements.

In April 2008, the Financial Accounting Standards Board (FASB) issued FASB Staff Position (FSP) No. FAS 142-3, *Determination of the Useful Life of Intangible Assets* (FSP 142-3). FSP 142-3 removes the requirement under Statement of Financial Accounting Standards (SFAS) No. 142, *Goodwill and Other Intangible Assets* to consider whether an intangible asset can be renewed without substantial cost or material modifications to the existing terms and conditions, and replaces it with a requirement that an entity consider its own historical experience in renewing similar arrangements, or a consideration of market participant assumptions in the absence of historical experience. FSP 142-3 also requires entities to disclose information that enables users of financial statements to assess the extent to which the expected future cash flows associated with the asset are affected by the entity's intent and/or ability to renew or extend the arrangement. We are required to adopt FSP 142-3 effective January 1, 2009 on a prospective basis. We are evaluating the impact FSP 142-3 will have on our financial statements.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities – an amendment of FASB Statement No. 133,* (SFAS No. 161). This statement requires additional disclosures for derivative instruments and hedging activities that include how and why an entity uses derivatives, how these instruments and the related hedged items are accounted for under SFAS No. 133 and related interpretations, and how derivative instruments and related hedged items affect the entity's financial position, results of operations and cash flows. SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008.

In December 2007, the FASB issued SFAS No. 141(R), *Business Combinations (Revised),* (SFAS No. 141(R)), to replace SFAS No. 141, *Business Combinations.* SFAS No. 141(R) requires the use of the acquisition method of accounting, defines the acquirer, establishes the acquisition date and broadens the scope to all transactions and other events in which one entity obtains control over one or more other businesses. This statement is effective for business combinations or transactions entered into for fiscal years beginning on or after December 15, 2008. The adoption of this statement will not have any impact on our financial statements.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements – an amendment of ARB No. 51,* (SFAS No. 160). SFAS No. 160 establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the retained interest and gain or loss when a subsidiary is deconsolidated. This statement is effective for financial statements issued for fiscal years beginning on or after December 15, 2008. The adoption of this statement will not have any impact on our financial statements.

2. Note Receivable from Affiliate

The Financial Services Agreement between Verizon Network Funding Corp. (VNFC) and us allows VNFC to borrow or advance funds on a day-to-day (demand) basis to finance our ordinary business and capital requirements. These funds are assigned a variable interest rate. The carrying value of the note receivable approximates its fair market value. As of September 30, 2008 and December 31, 2007, we had a note receivable from VNFC for $781 million and $430 million, respectively.

3. Shareowner's Investment

(dollars in millions)	Common Stock	Contributed Capital	Reinvested Earnings
Balance at December 31, 2007	$ 735	$ 143	$ 380
Net income	---	---	149
Dividends Paid	---	---	(42)
Balance at September 30, 2008	$ 735	$ 143	$ 487

Net income and comprehensive income were the same for the three and nine months ended September 30, 2008 and 2007, respectively.

4. Fair Value Measurements

SFAS No. 157

SFAS No. 157, *Fair Value Measurements* (SFAS No. 157) defines fair value, establishes a framework for measuring fair value and establishes a hierarchy that categorizes and prioritizes the sources to be used to estimate fair value. SFAS No. 157 also expands financial statement disclosures about fair value measurements. On February 12, 2008, the FASB issued FSP No. FAS 157-2 (FSP 157-2), *Effective Date of FASB Statement No. 157 (FSP 157-2),* which delays the effective date of SFAS No. 157 for one year for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis. We elected a partial deferral of SFAS No. 157 under the provisions of FSP 157-2 related to the measurement of fair value used when evaluating intangible assets and other long-lived assets for impairment and valuing asset retirement obligations and liabilities for exit or disposal activities. Furthermore, the impact of implementing FSP 157-2 is not expected to be material on our financial statements. The impact of partially adopting SFAS No. 157 effective January 1, 2008 was not material on our financial statements.

On October 10, 2008, the FASB issued FSP 157-3, *Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active*, (FSP 157-3), which clarifies application of SFAS No. 157 in a market that is not active. FSP 157-3 was effective upon issuance, including prior periods for which financial statements have not been issued. The adoption of this FSP had no impact on our financial statements.

Fair Value Measurements on a Recurring Basis

Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurements. Our assessment of the significance of a particular input to the fair value measurements requires judgment, and may affect the valuation of the assets and liabilities being measured and their placement within the fair value hierarchy.

The following table presents the asset balances measured at fair value on a recurring basis as of September 30, 2008:

(dollars in millions)	Level 1 [(1)]	Level 2 [(2)]	Level 3 [(3)]	Total
Assets:				
Short-term investments	$ –	$ 30	$ –	$ 30

[(1)] – quoted prices in active markets for identical assets or liabilities
[(2)] – observable inputs other than quoted prices in active markets for identical assets and liabilities
[(3)] – no observable pricing inputs in the market

Short-term investments primarily include a fund comprised of cash equivalents held in trust for the payment of certain employee benefits and are classified as Level 2 as they are not actively traded in an established market. The decrease in our short-term investments during the nine months ended September 30, 2008 was due to the payment of these employee benefits.

Fair Value Measurements on a Nonrecurring Basis

As permitted by FSP 157-2, we elected to defer the fair value measurement disclosure of our (a) long-lived assets and finite-lived intangible assets in the determination of impairment under SFAS No. 142 or SFAS No. 144, (b) asset retirement

obligations initially measured at fair value under SFAS No. 143 *Accounting for Asset Retirement Obligations*, and (c) nonfinancial liabilities for exit or disposal activities initially measured at fair value under SFAS No. 146 *Accounting for Costs Associated with Exit or Disposal Activities*.

SFAS No. 159

SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities - Including an Amendment of SFAS No. 115* (SFAS No. 159), permits but does not require us to measure financial instruments and certain other items at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. As we did not elect to fair value any of our financial instruments under the provisions of SFAS No. 159, our adoption of this statement effective January 1, 2008 did not have an impact on our financial statements.

5. Commitments and Contingencies

Various legal actions and regulatory proceedings are pending to which we are a party and claims which, if asserted, may lead to other legal actions. We have established reserves for specific liabilities in connection with regulatory and legal matters, including environmental matters that we currently deem to be probable and estimable. We do not expect that the ultimate resolution of pending regulatory and legal matters in future periods will have a material effect on our financial condition, but it could have a material effect on our results of operations.

From time to time, state regulatory decisions require us to assure customers that we will provide a level of service performance that falls within prescribed parameters. There are penalties associated with failing to meet those service parameters and we, from time to time, pay such penalties. We do not expect these penalties to have a material effect on our financial condition, but they could have a material effect on our results of operations.

6. Subsequent Events

On November 3, 2008, we declared a dividend in the amount of $86 million to our parent, Verizon Communications Inc.