Verizon Delaware LLC

Condensed Financial Statements
Three Months Ended March 31, 2008 and 2007

Verizon Delaware LLC

CONDENSED STATEMENTS OF INCOME

(Dollars in Thousands) (Unaudited)	Three Months Ended March 31, 2008	2007
Operating Revenues		
(including $17,300 and $13,644 from affiliates)	$ 88,550	$ 85,445
Operating Expenses		
(including $24,314 and $23,709 to affiliates)		
Cost of services and sales (exclusive of items shown below)	33,075	33,160
Selling, general and administrative expense	19,612	22,054
Depreciation and amortization expense	17,347	16,552
Total Operating Expenses	70,034	71,766
Operating Income	18,516	13,679
Other income and (expense), net		
(including $45 and $52 from affiliates)	159	174
Interest expense		
(including $(1,642) and $(2,592) to affiliates)	(2,382)	(2,798)
Income Before Provision for Income Taxes	16,293	11,055
Provision for income taxes	(6,548)	(4,624)
Net Income	$ 9,745	$ 6,431

See Notes to Condensed Financial Statements

Verizon Delaware LLC

CONDENSED BALANCE SHEETS

(Dollars in Thousands) (Unaudited)	At March 31, 2008	At December 31, 2007
Assets		
Current assets		
Short-term investments	$ 12,692	$ 14,274
Accounts receivable:		
Trade and other, net of allowances for uncollectible of $2,986 and $2,788	32,782	36,984
Affiliates	6,835	11,827
Materials and supplies	3,439	3,216
Prepaid expenses	2,006	2,691
Deferred charges and other	7,053	6,445
Total current assets	64,807	75,437
Plant, property and equipment	1,500,370	1,477,124
Less accumulated depreciation	905,373	888,283
	594,997	588,841
Intangible assets, net	375	346
Prepaid pension asset	46,796	46,441
Other assets	6,885	7,757
Total assets	$ 713,860	$ 718,822
Liabilities and Member's Investment		
Current liabilities		
Debt maturing within one year:		
Note payable to affiliate	$ 149,529	$ 170,289
Other	34	78
Accounts payable and accrued liabilities:		
Affiliates	34,664	25,770
Other	11,593	18,352
Deferred income taxes	1,706	1,869
Other current liabilities	16,841	17,085
Total current liabilities	214,367	233,443
Long-term debt		
Note payable to affiliate	40,000	40,000
Other	49,506	49,525
	89,506	89,525
Employee benefit obligations	84,985	83,824
Deferred credits and other liabilities		
Deferred income taxes	56,349	52,958
Unamortized investment tax credits	1,061	1,077
Other	11,177	11,325
	68,587	65,360
Member's investment		
Member share ($25 par value per share)	118,442	118,442
Authorized shares: 5,262,280		
Outstanding shares: 4,737,686		
Contributed capital	18,189	18,189
Reinvested earnings	119,784	110,039
Total member's investment	256,415	246,670
Total liabilities and member's investment	$ 713,860	$ 718,822

See Notes to Condensed Financial Statements

Verizon Delaware LLC

CONDENSED STATEMENTS OF CASH FLOWS

(Dollars in Thousands) (Unaudited)	Three Months Ended March 31, 2008	2007
Net Cash Provided by Operating Activities	$ 42,693	$ 25,195
Cash Flows from Investing Activities		
Capital expenditures (including capitalized software)	(23,506)	(25,743)
Net change in short-term investments	1,582	1,221
Net cash used in investing activities	(21,924)	(24,522)
Cash Flows from Financing Activities		
Proceeds from long-term note payable to affiliate	40,000	---
Principal repayments of borrowings and capital lease obligations	(40,044)	(25,035)
Change in short-term note payable to affiliate	(20,760)	25,168
Net change in outstanding checks drawn on controlled disbursement accounts	35	(806)
Net cash used in financing activities	(20,769)	(673)
Net change in cash	---	---
Cash, beginning of period	---	---
Cash, end of period	$ ---	$ ---

See Notes to Condensed Financial Statements

NOTES TO CONDENSED FINANCIAL STATEMENTS (Unaudited)

1. Basis of Presentation

Verizon Delaware LLC (Verizon Delaware or the Company) is a wholly owned subsidiary of Verizon Communications Inc. (Verizon). The accompanying unaudited condensed 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. The results for the interim periods are not necessarily indicative of results for the full year. The 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 March 2008, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (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 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. We are still evaluating the impact of SFAS No. 161, however, the adoption of this statement is not expected to have any impact on our financial position or results of operations.

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 to 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 to our financial statements.

2. Member's Investment

(Dollars in Thousands)	**Common Stock**	**Contributed Capital**	**Reinvested Earnings**
Balance at December 31, 2007	$ 118,442	$ 18,189	$ 110,039
Net income	---	---	9,745
Balance at March 31, 2008	$ 118,442	$ 18,189	$ 119,784

Net income and comprehensive income were the same for the three months ended March 31, 2008 and 2007, respectively.

3. 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 FASB Staff Position (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. We are currently evaluating the impact of FSP 157-2 on our financial statements. The impact of partially adopting SFAS No. 157 effective January 1, 2008 was not material to 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 March 31, 2008:

(Dollars in Thousands)	Level 1 [1]	Level 2 [2]	Level 3 [3]	Total
Assets:				
Short-term investments	$ –	$ 12,692	$ –	$ 12,692

[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.

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 life 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 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.

4. 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.

5. Subsequent Event

On May 1, 2008, we declared a dividend in the amount of $7 million to our parent, Verizon Communications Inc.