IN THE UNITED STATES DISTRICT COURT FOR THE NORTHER DISTRICT OF TEXAS DALLAS DIVISION

	§	
PHILIP A. MURPHY, JR.	§	
SANDRA R. NOE, and	§	
CLAIRE M. PALMER,	§	
Individually, and as Representatives of plan	§	
participants and plan beneficiaries of	§	
VERIZON'S PENSION PLANS	§	
involuntarily re-classified and treated as	§	
transferred into IDEARC's PENSION PLANS,	§	
	§	
Plaintiffs,	§	
VS.	§	CIVIL ACTION NO. 3:09-cv-2262-G
	§	
VERIZON COMMUNICATIONS, INC.,	§	
VERIZON EMPLOYEE BENEFITS COMMITTEE,	§	
VERIZON PENSION PLAN FOR NEW YORK	§	
AND NEW ENGLAND ASSOCIATES,	§	
VERIZON MANAGEMENT PENSION PLAN,	§	
IDEARC EMPLOYEE BENEFITS COMMITTEE,	§	
	8	
Defendants.	§	

PLAINTIFFS' REPLY with AGREED ORDER IN SUPPORT OF (Docket 42) PLAINTIFFS' MOTION FOR CLASS CERTIFICATION

Plaintiffs PHILIP A. MURPHY, JR., SANDRA R. NOE, and CLAIRE M. PALMER, by

and through their counsel, file their reply brief in support of Docket No. 42, Plaintiffs' Motion

for Class Certification. Filed herewith as Exhibit 1 is an Agreed Order proposed for the Court.

The opposition to class certification as previously reflected in Defendants' Answers to

the Amended Complaint has evaporated. In their December 8, 2010 response to Plaintiffs'

motion for class certification, Verizon Defendants report they do not oppose class certification,

but they wanted certain terms set forth in an order for class certification. (Docket 44). Not all

of the Verizon Defendants' proposed terms were acceptable to Plaintiffs.

However, since that filing, Plaintiffs' counsel and Verizon Defendants' counsel conferred

and reached agreement on certain minimum terms for an order for class certification. The parties have agreed to the terms appearing in the proposed order filed herewith as <u>Exhibit 1</u>.

Subsequently, on December 17, 2010, Defendant SuperMedia Employees Benefit Committee filed a belated response to Plaintiffs' motion for class certification stating that "[b]ecause Plaintiffs allege no wrongdoing by SuperMedia EBC in their class claims, SuperMedia EBC takes no position on the propriety of class certification." (Docket 46, p. 2). Accordingly, there is no opposition by any party to class certification.

What remains to be resolved is the content of a class notice to be sent to Class members, which notice Plaintiffs will bear the cost of sending to each person's last known home address via first class mail. Plaintiffs contend that it is only appropriate to notify all Class members (approximately 2,000) that their pension and retiree employee benefit rights will be affected by the outcome of this case. There can be no dispute that, since all Class members who were transferred from Verizon to Idearc received notices of such transfer mailed to them months after the fact and they continue to receive retiree benefits, at a minimum Defendant SuperMedia EBC or its agents have a database containing each person's last known home address making it easy to send a Class notice.

WHEREFORE, Plaintiffs request an order certifying Counts 3, 4 and 6 of the Amended Complaint as Class claims under Fed.R.Civ.Proc. Rule 23(b)(2), that the Class be defined as agreed by the parties and set forth in the Agreed Order filed herewith as <u>Exhibit 1</u>, and Plaintiffs' counsel be designated counsel for the Class. Plaintiffs request such other orders as the Court deems appropriate with respect to sending Class notice at Plaintiffs' expense.

DATED this 22nd day of December, 2010. Respectfully submitted,

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<u>s/ Curtis L, Kennedy</u> Texas State Bar No. 11284320 Colorado State Bar No. 12351 Curtis L. Kennedy, Esq. 8405 E. Princeton Avenue Denver, Colorado 80237-1741 Tele: 303-770-0440 CurtisLKennedy@aol.com ATTORNEY FOR PLAINTIFFS <u>s/ Robert E. Goodman, Jr.</u> Texas State Bar No. 08158100 Robert E. Goodman, Jr., Esq. KILGORE & KILGORE LAWYERS 3109 Carlisle Street Dallas, Texas 75204 Tele: 214-969-9099 Fax: 214-953-0133 reg@kilgorelaw.com ATTORNEY FOR PLAINTIFFS

CERTIFICATE OF SERVICE

I hereby certify that on the 22^{nd} day of December, 2010, a true and correct copy of the above and foregoing document, together with <u>Exhibit 1</u>, was electronically filed with the Clerk of the Court using the CM/ECF system and a courtesy copy was emailed to Defendants' counsel as follows:

Jeffrey G. Huvelle, Esq.	David P. Whittlesey, Esq.		
Christian J. Pistilli, Esq.	Texas State Bar No. 00791920		
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Counsel for Verizon Defendants	davidwhittlesey@andrewskurth.com		
	Counsel for Idearc/SuperMedia Defendants		
Christopher L. Kurzner			
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CKurzner@kurzner.com	Fax: 214-659-4401		
Counsel for Verizon Defendants	marckatz@andrewskurth.com		
	Counsel for Idearc/SuperMedia Defendants		
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Also, copy of the same was delivered via email to each Named Plaintiff.

<u>s/ Curtis L. Kennedy</u> Curtis L. Kennedy

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VERIZON MANAGEMENT PENSION PLAN,	§	
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	§	
Defendants.	§	

EXHIBIT 1

IN THE UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF TEXAS DALLAS DIVISION

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PHILIP A. MURPHY, JR., et al.,

Plaintiffs,

v. VERIZON COMMUNICATIONS INC., *et al.*, Defendants. CIVIL ACTION NO. 3:09-CV-2262-G

[PROPOSED] ORDER FOR CLASS CERTIFICATION

This matter coming to be heard on the Plaintiffs' Motion for Class Certification and

Defendants' Response thereto, and the Court being fully advised in the premises,

THE COURT HEREBY FINDS AND ORDERS THE FOLLOWING:

1. The Court finds that the Class proposed by the parties meets the requirements of

Rule 23. Accordingly, the Court certifies a class pursuant to Rule 23(b)(2) in this action, defined

as:

All former participants in Verizon's pension plans who were transferred into Idearc's pension plans in connection with a spinoff occurring in November 2006 and who were retired or terminated from Verizon at the time of the spin-off, as well as any beneficiaries of such participants.

2. The Court finds that the Class meets the requirements of Rule 23(a). The Class consists of more than 1000 people. The Class is therefore so numerous that joinder of all members is impracticable. There are common questions of law and fact, including, for example,

whether the terms of the Verizon pension plans, as they existed on November 16, 2006, permitted the pension transfer at issue in this case. The claims of the Class Representatives are typical of the Class because they, like the other Class members, were transferred from Verizon pension plans to Idearc pension plans in connection with the spin-off transaction. The Court finds that the Class Representatives will fairly and adequately protect the interests of the Class. They have no conflict of interest with the Class, and they have retained competent counsel to represent the Class.

3. The Court finds that this action may be maintained as a class action under Rule 23(b)(2) because the Defendants have allegedly acted or refused to act on grounds generally applicable to the Class, making final injunctive relief or corresponding declaratory relief with respect to the Class as a whole appropriate.

- 4. Pursuant to Rule 23(c)(1)(B), the class claims are defined as follows:
 - a) Whether Plaintiffs and the Class are entitled to relief under ERISA § 502(a)(2) as a result of the transfer of Plaintiffs and Class members to Idearc pension plans.
 - b) Whether Plaintiffs and the Class are entitled to "other appropriate equitable relief" under ERISA § 502(a)(3) as a result of the transfer of Plaintiffs and Class members to Idearc pension plans.
 - c) Whether, pursuant to ERISA § 502(a)(1)(B), Plaintiffs and the Class are entitled to any pension benefits under the terms of any Verizon pension plan that they did not receive as a result of the November 2006 spin-off.

5. Based on the pleadings, motions, and other court filings in this case, including materials relating to proposed Class counsel, the Court has considered the following factors pursuant to Rule 23(g)(1): (1) the work Plaintiffs' counsel have done in identifying and investigating potential class claims in this case, (2) their experience in handling class actions, other complex litigation, and claims of the type asserted in this action, (3) their knowledge of the

applicable law, and (4) the resources counsel will commit to representing the Class. Based on that review, the Court concludes that Plaintiffs' counsel will fairly and adequately represent the interests of the Class. The Court therefore appoints the following attorneys as Class Counsel pursuant to Rule 23(c)(1)(B) and Rule 23(g):

Curtis L. Kennedy Law Office of Curtis L Kennedy 8405 E. Princeton Ave. Denver, CO 80237-1741 Robert E Goodman, Jr. Kilgore & Kilgore PLLC 3109 Carlisle Street Dallas, TX 75204

Date: December ___, 2010

Entered:

Senior Judge A. Joe Fish