



1842-G, which case is pending before this Court. The newly discovered evidence was found on November 30, 2011 by Plaintiffs' counsel after obtaining via PACER a copy of Docket 161, an amended complaint filed in the *U S Bank National Association* case on that same date.

Exhibit 1 filed herewith reveals that Verizon CEO Ivan Seidenberg remarked privately that the directories "business is going thru a major secular change" . . . and, thus, would never compete with the Internet. In addition, Exhibit 2 filed with a motion to seal filed concurrently herewith contains commentary by an attorney intimately involved in the Spin-off Transaction that reveals Idearc was not being established in a prudent fashion.<sup>1</sup> The inferences to be drawn from materials submitted herewith directly support Plaintiffs' Fourth Claim for Relief of their Second Amended Complaint contending that Verizon Defendants' surreptitious involuntary transfer of Class members to the heavily debt burdened Idearc was not in their best interests.

In response to Plaintiffs' counsels' December 14, 2011 dated request to unoppose this motion, the Verizon Defendants confirmed in a one sentence emailed statement that "The Verizon Defendants do not consent." To date, Defendant SuperMedia EBC has not stated any position on this motion. Therefore, this motion is opposed.

Wherefore, Plaintiffs request this Court accept the supplemental materials filed herewith in support of Docket 81, Plaintiffs' Motion for Partial Summary Judgment, and in support of Dockets 86 and 88, Plaintiffs' oppositions to the defendants' respective summary judgment motions.

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<sup>1</sup> Exhibit 2 is being filed under seal in view of Plaintiffs' counsel's knowledge that on December 22, 2011, an order was entered in Civil Action No. 3:10-cv-1842-G granting Verizon a protective order with respect to this particular and similar communications made by legal counsel who, during the Spin-off Transaction, jointly represented both Verizon and Idearc.

DATED this 23<sup>rd</sup> day of December, 2011.

Respectfully submitted,

s/ Curtis L. Kennedy

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  
*CLASS COUNSEL*

s/ Robert E. Goodman, Jr.

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  
*CLASS COUNSEL*

**CERTIFICATE OF SERVICE**

I hereby certify that on the 23<sup>rd</sup> day of December, 2011, a true and correct copy of the above and foregoing document 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:

<p>Jeffrey G. Huvelle, Esq. Christian J. Pistilli, Esq. COVINGTON &amp; BURLING LLP 1201 Pennsylvania Avenue, NW Washington, DC 20004-2401 Tele: 202-662-5526 Fax: 202-778-5526 jhuvelle@cov.com cpistilli@cov.com <i>Counsel for Verizon Defendants</i></p> <p>Christopher L. Kurzner, Esq. Texas Bar No. 11769100 KURZNER PC 1700 Pacific Avenue, Suite 3800 Dallas, Texas 75201 Tele: 214-442-0801 Fax: 214-442-0851 CKurzner@kurzner.com <i>Counsel for Verizon Defendants</i></p>	<p>David P. Whittlesey, Esq. Texas State Bar No. 00791920 Casey Low, Esq. Texas State Bar No. 24041363 ANDREWS KURTH LLP 111 Congress Avenue, Suite 1700 Austin, Texas 78701 Tele: 512-320-9330 Fax: 512-320-4930 davidwhittlesey@andrewskurth.com <i>Counsel for Idearc/SuperMedia Defendants</i></p> <p>Marc D. Katz, Esq. ANDREWS KURTH LLP Texas State Bar No. 00791002 1717 Main Street, Suite 3700 Dallas, Texas 75201 Tele: 214-659-4400 Fax: 214-659-4401 marckatz@andrewskurth.com <i>Counsel for Idearc/SuperMedia Defendants</i></p>
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Also, copy of the same was delivered via email to Plaintiffs as follows:

Philip A. Murphy, Jr.  
25 Bogastow Circle  
Mills, MA 02054-1039  
phil.murphy@polimortgage.com (Philip A. Murphy, Jr.)

Sandra R. Noe  
72 Mile Lane  
Ipswich, MA 01938-1153  
capsan@comcast.net (Sandra R. Noe)

Claire M. Palmer  
26 Crescent Street  
West Newton, MA 02465-2008  
prising@aol.com (Claire M. Palmer)

s/ Curtis L. Kennedy  
Curtis L. Kennedy



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**From:** Ivan Seidenberg  
**Sent:** Friday, December 30, 2005 11:31 PM  
**To:** John W. Dierksen  
**Cc:** DOREEN A. TOBEN  
**Subject:** Re: VIS - Draft Proposal

John and Doreen,

The outline appears very comprehensive and I suspect will help.....I have one general reaction...Perhaps it might just be how I read the Bisson proposal but I think McKinsey's work should be more weighted on the operational plan and develop a base case of cash flows and margin performance...All of the strategic questions about Manh, Superpages, the Brand and the residual relationships with VZ are fine but my assumption all along is that this business is going thru a major secular change..What we need is a new business model separate from VZ that will be competitive with the other print businesses...An independent owner would slash costs big time, sell markets ,probably reduce or curtail the electronic activity and focus on cash..To me the issue is changing the base assumptions about the print sector rather than thinking this is a fix it up issue...My view is that we can tinker with operational improvements all we want, but this business is changing quickly...This is the same lesson we learned in the telco...I listened for ten years that we had the time and market position to deal with the technology shift and just in a flash wireless and cable ate us up...Perhaps McKinsey knows this, but I would hope they can develop an aggressive business model that would appeal to a different type of investor...In any event, proceed as you think appropriate....lgs

John W. Dierksen/EMPL/NY/Verizon  
12/30/2005 03:45 PM

To Ivan Seidenberg/EMPL/NY/Verizon@VZNotes, DOREEN A. TOBEN/EMPL/NY/Verizon@VZNotes  
cc  
Subject VIS - Draft Proposal

Ivan,  
Doreen,

One of the action items that we discussed last week was the use of McKinsey to help VIS develop a five year business plan for use in the spin analysis. Attached is a draft of McKinsey's proposed effort and the high level approach to be utilized. Please note that I have not agreed with Peter on the project fees so that is one area that requires additional discussion. Would appreciate your comments as we refine this proposal, have worked with Peter Bisson and as you will see from the attached there will be some bench marking and cost/revenue opportunities addressed in the plan development. Hopefully, this is in sync with your thinking, if it is I will share this with Kathy.

John

[attachment "VerizonVISIndependence.doc" deleted by Ivan Seidenberg/EMPL/NY/Verizon] [attachment "VerizonVISIndependenceExhibits.ppt" deleted by Ivan Seidenberg/EMPL/NY/Verizon]

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 SuperMedia’s PENSION PLANS, §  
§  
Plaintiffs, §

vs. §

CIVIL ACTION NO. **3:09-cv-2262-G**  
ECF

VERIZON COMMUNICATIONS INC., §  
VERIZON CORPORATE SERVICES GROUP INC., §  
VERIZON EMPLOYEE BENEFITS COMMITTEE, §  
VERIZON PENSION PLAN FOR NEW YORK §  
AND NEW ENGLAND ASSOCIATES, §  
VERIZON MANAGEMENT PENSION PLAN, §  
VERIZON ENTERPRISES MANAGEMENT §  
PENSION PLAN, §  
VERIZON PENSION PLAN FOR MID-ATLANTIC §  
ASSOCIATES, §  
SUPERMEDIA EMPLOYEE BENEFITS COMMITTEE, §  
§  
Defendants. §

**PLAINTIFFS’ MOTION TO SEAL DOCUMENT**

Plaintiffs PHILIP A. MURPHY, JR., SANDRA R. NOE, and CLAIRE M. PALMER, by and through their counsel, move to seal the attached Exhibit 2, which document is submitted in support of “Plaintiffs’ Motion to Submit Supplemental Materials” filed concurrently herewith.

Although the attached document was obtained by Plaintiffs on November 30, 2011 via PACER, Plaintiffs’ counsel subsequently learned that, on December 22, 2011, an order was entered in *U S Bank National Association v. Verizon Communications, Inc., et al*, Civil Action No. 3:10-cv-1842-G, a related case pending before this Court, granting Verizon a protective

order with respect to this particular document and similar communications made by legal counsel who, during the Spin-off Transaction, jointly represented both Verizon and Idearc.

Wherefore, Plaintiffs request this Court grant this motion to seal Exhibit 2 which document is filed in support of “Plaintiffs’ Motion to Submit Supplemental Materials” filed concurrently herewith on this date.

DATED this 23<sup>rd</sup> day of December, 2011.

Respectfully submitted,

*s/ Curtis L. Kennedy*

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  
*CLASS COUNSEL*

*s/ Robert E. Goodman, Jr.*

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Sandra R. Noe  
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capsan@comcast.net (Sandra R. Noe)

Claire M. Palmer  
26 Crescent Street  
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