Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ **Complete all entries in accordance with the instructions to the Form 5500.**	**2010** **This Form is Open to Public Inspection**

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 11/30/2010

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [X] the final return/report;
- [ ] an amended return/report;
- [X] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
GTE SUPPLY PENSION PLAN FOR UNION REPRESENTED EMPLOYEES

1b Three-digit plan number (PN) ▶ 008

1c Effective date of plan 06/19/1988

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
GTE COMMUNICATIONS SYSTEMS CORP

ONE VERIZON WAY, MAIL CODE VC63N009
BASKING RIDGE, NJ 07920

2b Employer Identification Number (EIN) 51-0002162

2c Sponsor's telephone number 908-559-3628

2d Business code (see instructions) 517000

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	09/15/2011	DONNA CHIFFRILLER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/15/2011	DONNA CHIFFRILLER
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
CHAIRPERSON OF THE VEBC VERIZON COMMUNICATIONS INC.

ONE VERIZON WAY, MAIL CODE VC63N009
BASKING RIDGE, NJ 07920

3b Administrator's EIN
23-2259884

3c Administrator's telephone number
908-559-3628

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	4399
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	0
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	0
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	0
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	0
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	0
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	38
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1A 1G 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

- (1) [ ] Insurance
- (2) [ ] Code section 412(e)(3) insurance contracts
- (3) [X] Trust
- (4) [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- (1) [ ] Insurance
- (2) [ ] Code section 412(e)(3) insurance contracts
- (3) [X] Trust
- (4) [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) [X] **R** (Retirement Plan Information)
- (2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) [X] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) [X] **H** (Financial Information)
- (2) [ ] **I** (Financial Information – Small Plan)
- (3) [ ] ___ **A** (Insurance Information)
- (4) [X] **C** (Service Provider Information)
- (5) [X] **D** (DFE/Participating Plan Information)
- (6) [ ] **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500)	Single-Employer Defined Benefit Plan Actuarial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ **File as an attachment to Form 5500 or 5500-SF.**	**2010** **This Form is Open to Public Inspection**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 11/30/2010

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
GTE SUPPLY PENSION PLAN FOR UNION REPRESENTED EMPLOYEES

B Three-digit plan number (PN) ▶ 008

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
GTE COMMUNICATIONS SYSTEMS CORP

D Employer Identification Number (EIN)
51-0002162

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2010

2 Assets:

a Market value	2a		550910053
b Actuarial value	2b		591634461

3 Funding target/participant count breakdown

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	1641	97750382
b For terminated vested participants	3b	922	31140756
c For active participants:			
(1) Non-vested benefits	3c(1)		19744032
(2) Vested benefits	3c(2)		86797756
(3) Total active	3c(3)	1836	106541788
d Total	3d	4399	235432926

4 If the plan is at-risk, check the box and complete items (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	6.54 %
6 Target normal cost	6	6935494

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary — Date: 09/02/2011

THOMAS M. JARRETT — Most recent enrollment number: 11-03455

Type or print name of actuary

HEWITT ASSOCIATES LLC — Telephone number (including area code): 847-295-5000

Firm name

100 HALF DAY ROAD
LINCOLNSHIRE, IL 60069-3342

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	22718654	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8)	22718654	0
10	Interest on item 9 using prior year's actual return of 20.57 %	4673227	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of 8.26 %		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	27391881	0

Part III Funding percentages

14	Funding target attainment percentage	14	239.66 %
15	Adjusted funding target attainment percentage	15	251.29 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	255.79 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ► 18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
5.03 %	6.73 %	6.82 %	

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	61

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	**30**	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	**31**	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33)	**34**	0

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	0	0	0

36 Additional cash requirement (item 34 minus item 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	0
38 Interest-adjusted excess contributions for current year (see instructions)	**38**	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	**39**	0
40 Unpaid minimum required contribution for all years	**40**	0

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).	2010
Department of Labor Employee Benefits Security Administration	▶ **File as an attachment to Form 5500.**	**This Form is Open to Public Inspection.**
Pension Benefit Guaranty Corporation		

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 11/30/2010

A Name of plan
GTE SUPPLY PENSION PLAN FOR UNION REPRESENTED EMPLOYEES

B Three-digit plan number (PN) ▶ 008

C Plan sponsor's name as shown on line 2a of Form 5500
GTE COMMUNICATIONS SYSTEMS CORP

D Employer Identification Number (EIN)
51-0002162

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

HEWITT

32-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 29 64 49 50	NONE	411124	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

WELLS FARGO

56-6433588

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49 50	NONE	37518	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

DATA WORLD

06-0989788

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
36 50	NONE	9987	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

VERIZON COMMUNICATIONS

26-2900101

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	8216	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

MITCHELL & TITUS LLP

13-2781641

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	15350	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

CONVINGTON & BURLING

53-0188411

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	8766	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)	DFE/Participating Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 11/30/2010

A Name of plan GTE SUPPLY PENSION PLAN FOR UNION REPRESENTED EMPLOYEES	**B** Three-digit plan number (PN) ▶ 008
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 GTE COMMUNICATIONS SYSTEMS CORP	**D** Employer Identification Number (EIN) 51-0002162

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: BELL ATLANTIC MASTER TRUST

b Name of sponsor of entity listed in (a): VERIZON COMMUNICATIONS INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
25-1448208-020	M	0

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)	Financial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ **File as an attachment to Form 5500.**	**2010** **This Form is Open to Public Inspection**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 11/30/2010

A Name of plan
GTE SUPPLY PENSION PLAN FOR UNION REPRESENTED EMPLOYEES

B Three-digit plan number (PN) ▶ 008

C Plan sponsor's name as shown on line 2a of Form 5500
GTE COMMUNICATIONS SYSTEMS CORP

D Employer Identification Number (EIN)
51-0002162

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	550910053	0
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	550910053	0
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	550910053	0

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		38542889
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		38542889

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	81372370	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		81372370
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	40994	
(2) Contract administrator fees	2i(2)	451571	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	157255	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		649820
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		82022190

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		-43479301
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		507430752

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified **(2)** ☐ Qualified **(3)** ☒ Disclaimer **(4)** ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MITCHELL AND TITUS LLP **(2)** EIN: 13-2781641

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. **(2)** ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		100000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k	X		
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
VERIZON PENSION PLAN FOR ASSOCIATES	95-0510200	001
GTE FLORIDA INC. PLAN FOR HOURLY PAID EMPLOYEES PENSIONS	59-0397520	001
VERIZON MANAGEMENT PENSION PLAN	13-1675522	001
GTE SOUTHWEST INC. PLAN FOR HOURLY PAID EMPLOYEES PENSIONS	75-0573444	001

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

			Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a			
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b			
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c			
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d			
e	Was this plan covered by a fidelity bond?	4e			
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f			
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g			
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h			
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i			
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j			
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k			
l	Has the plan failed to provide any benefit when due under the plan?	4l			
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☐ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
FRONTIER COMMUNICATIONS PENSION PLAN	06-0619596	001
VERIZON PENSION PLAN FOR MIDATLANTIC AND SOUTH ASSOCIATES	23-2259884	002

SCHEDULE R (Form 5500)	Retirement Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ **File as an attachment to Form 5500.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 11/30/2010

A Name of plan
GTE SUPPLY PENSION PLAN FOR UNION REPRESENTED EMPLOYEES

B Three-digit plan number (PN) ▶ 008

C Plan sponsor's name as shown on line 2a of Form 5500
GTE COMMUNICATIONS SYSTEMS CORP

D Employer Identification Number (EIN)
51-0002162

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): _____ _____

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3** 232

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☒ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: 30% Investment-Grade Debt: 9% High-Yield Debt: 7% Real Estate: 6% Other: 48%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Verizon Pension Plan for New York and New England Associates
GTE South Incorporated (Southeast) Plan for Hourly-Paid Employees' Pensions
GTE North Incorporated Pension Plan for Hourly-Paid Employees of Pennsylvania
GTE Supply Pension Plan for Union Represented Employees

Financial Statements
As of and for the eleven-months ended November 30, 2010 and
As of December 31, 2009 and for the year then ended
With Report of Independent Auditors

Verizon Pension Plan for New York and New England Associates
GTE South Incorporated (Southeast) Plan for Hourly-Paid Employees' Pensions
GTE North Incorporated Pension Plan for Hourly-Paid Employees of Pennsylvania
GTE Supply Pension Plan for Union Represented Employees

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All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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REPORT OF INDEPENDENT AUDITORS

To the Verizon Employee Benefits Committee:

We were engaged to audit the accompanying statements of net assets available for benefits of the Verizon Pension Plan for New York and New England Associates, GTE South Incorporated (Southeast) Plan for Hourly-Paid Employees' Pensions, GTE North Incorporated Pension Plan for Hourly-Paid Employees of Pennsylvania, and GTE Supply Pension Plan for Union Represented Employees, as of November 30, 2010 and December 31, 2009, and the related statement of changes in net assets available for benefits for the eleven month period then ended and the year then ended, respectively. These financial statements are the responsibility of the Plans' management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 1, which was certified by Bank of New York Mellon, the trustee of the Plans, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plans' investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of November 30, 2010 and December 31, 2009, and for the eleven month period then ended and year then ended, respectively, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Mitchell & Titus, LLP

September 15, 2011

VERIZON PENSION PLAN FOR NEW YORK AND NEW ENGLAND ASSOCIATES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF NOVEMBER 30, 2010 AND DECEMBER 31, 2009

	2010	2009
Assets		
Plan's interest in Master Trust	$ -	$ 7,820,802,435
Liabilities		
Transfer to successor trustee payable	-	(33,258,266)
Total net assets available for benefits	$ -	$ 7,787,544,169
Plan's percentage interest in Master Trust	0.0%	27.6%

VERIZON PENSION PLAN FOR NEW YORK AND NEW ENGLAND ASSOCIATES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED NOVEMBER 30, 2010 AND DECEMBER 31, 2009

	2010	2009
Net assets available for benefits at beginning of year	$ 7,787,544,169	$ 7,097,880,352
Company contributions	-	183,600,000
Pension benefit payments	(1,736,987,032)	(863,215,388)
Administrative expenses	(12,646,668)	(13,853,096)
Transfers to other plans sponsored by Verizon, net	(6,640,381,405)	(229,727)
Transfers (to) from successor trustee	(3,151,463)	12,747,150
Allocable share of Master Trust investment activities	605,622,399	1,370,614,878
Net assets available for benefits at end of year	$ -	$ 7,787,544,169

The accompanying notes are an integral part of these financial statements.

GTE SOUTH INCORPORATED (SOUTHEAST)
PLAN FOR HOURLY-PAID EMPLOYEES' PENSIONS
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF NOVEMBER 30, 2010 AND DECEMBER 31, 2009

	2010	2009
Assets		
Plan's interest in Master Trust	$ -	$ 252,668,534
Plan's percentage interest in Master Trust	0.0%	0.9%

GTE SOUTH INCORPORATED (SOUTHEAST)
PLAN FOR HOURLY-PAID EMPLOYEES' PENSIONS
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED NOVEMBER 30, 2010 AND DECEMBER 31, 2009

	2010	2009
Net assets available for benefits at beginning of year	$ 252,668,534	$ 258,314,793
Pension benefit payments	(36,486,299)	(44,525,845)
Administrative expenses	(331,947)	(381,840)
Transfers to other plans sponsored by Verizon, net	(201,475,163)	(7,765,664)
Transfers to successor trustee	(32,066,475)	-
Allocable share of Master Trust investment activities	17,691,350	47,027,090
Net assets available for benefits at end of year	$ -	$ 252,668,534

The accompanying notes are an integral part of these financial statements.

GTE NORTH INCORPORATED PENSION
PLAN FOR HOURLY-PAID EMPLOYEES OF PENNSYLVANIA
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF NOVEMBER 30, 2010 AND DECEMBER 31, 2009

	2010	2009
Assets		
Plan's interest in Master Trust	$ -	$ 281,335,946
Plan's percentage interest in Master Trust	0.0%	1.0%

GTE NORTH INCORPORATED PENSION
PLAN FOR HOURLY-PAID EMPLOYEES OF PENNSYLVANIA
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED NOVEMBER 30, 2010 AND DECEMBER 31, 2009

	2010	2009
Net assets available for benefits at beginning of year	$ 281,335,946	$ 259,185,678
Pension benefit payments	(9,880,293)	(26,517,520)
Administrative expenses	(262,179)	(286,003)
Transfers to other plans sponsored by Verizon, net	(296,892,986)	(3,949)
Allocable share of Master Trust investment activities	25,699,512	48,957,740
Net assets available for benefits at end of year	$ -	$ 281,335,946

The accompanying notes are an integral part of these financial statements.

GTE SUPPLY PENSION PLAN FOR UNION REPRESENTED EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF NOVEMBER 30, 2010 AND DECEMBER 31, 2009

	2010	2009
Assets		
Plan's interest in Master Trust	$ -	$ 550,910,053
Plan's percentage interest in Master Trust	0.0%	1.9%

GTE SUPPLY PENSION PLAN FOR UNION REPRESENTED EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED NOVEMBER 30, 2010 AND DECEMBER 31, 2009

	2010	2009
Net assets available for benefits at beginning of year	$ 550,910,053	$ 544,348,720
Pension benefit payments	(81,372,370)	(91,920,793)
Administrative expenses	(649,820)	(737,310)
Transfers to other plans sponsored by Verizon, net	(442,918,684)	(364,687)
Transfers to successor trustee	(64,512,068)	-
Allocable share of Master Trust investment activities	38,542,889	99,584,123
Net assets available for benefits at end of year	$ -	$ 550,910,053

The accompanying notes are an integral part of these financial statements.

NOTE 1 DESCRIPTION OF THE PLANS

The following description of the Verizon Pension Plan for New York and New England Associates (the "New York and New England Plan"), GTE South Incorporated (Southeast) Plan for Hourly-Paid Employees' Pensions (the "Southeast Plan"), GTE North Incorporated Pension Plan for Hourly-Paid Employees of Pennsylvania (the "Pennsylvania Plan"), and GTE Supply Pension Plan for Union Represented Employees (the "GTE Supply Plan"), (collectively, the "Plans"), provides only general information on the Plans' provisions. Participants should refer to their respective Summary Plan Description (the "SPD") and actual Plan document for a more complete description of the Plans' provisions.

General

The Plans are sponsored by Verizon Communications Inc. ("Verizon") or one of its subsidiary companies (the "Companies" or "Plan sponsors") and provide pension benefits as set forth in the respective Plan documents. The assets of the Plans are included in the Bell Atlantic Master Trust (the "Master Trust") maintained by Bank of New York Mellon (the "Trustee"). The Verizon Employee Benefits Committee is the administrator of the Plans.

Plan Mergers

The Southeast Plan, the Pennsylvania Plan and the GTE Supply Plan merged with the Verizon Pension Plan for Mid-Atlantic and South Associates (the "Mid-Atlantic Plan") in November of 2010. The New York and New England Plan merged with the GTE California Incorporated Plan for Hourly-Paid Employees' Pensions in November of 2010, and then the merged plan was renamed the Verizon Pension Plan for Associates (the "VPPA"). The merger of trust assets occurred in November of 2010. The mergers were implemented in a manner that preserved the separate provisions of each plan including accrued benefits and all legally-protected forms of benefit distribution available prior to the merger. The net assets transferred can be found in the Statements of Changes in Net Assets Available for Benefits under "Transfers to other plans sponsored by Verizon, net."

Frontier Spin-off

On July 1, 2010 Verizon divested its local wireline operations serving residential and small business customers in predominantly rural areas in fourteen states through the spin-off of a Verizon subsidiary "Spinco," which held defined assets and liabilities of these operations, and the subsequent merger of Spinco with Frontier Communications Corporation ("Frontier"). With respect to the Verizon Plans discussed herein, the assets transferred to Frontier pension plans, which can be found under "Transfers to

NOTE 1 DESCRIPTION OF THE PLANS *(continued)*

successor trustee" on the Statement of Changes in Net Assets Available for Benefits, represent approximately eighty percent of the assets to be transferred to the Frontier pension plans, in accordance with the Employee Matters Agreement related to the Frontier spin-off transaction. The remaining approximately twenty percent of assets to be transferred to the Frontier pension plans after the merger closing date from the Verizon Plans discussed herein became the obligation of the Mid-Atlantic Plan or the VPPA following the merger of the respective Plans.

Information Certified by the Trustee

With the exception of the Fair Value Hierarchy tables in Note 5, all investment information disclosed in the financial statements and footnotes, including investments held at November 30, 2010 and December 31, 2009, and the Plan's allocable share of the Master Trust investment activities for the eleven months ended November 30, 2010 and the year ended December 31, 2009, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by the Trustee.

Pension Benefits

The Plans are trusteed, noncontributory, defined benefit plans, which cover many of the employees and former employees of the sponsoring Companies. Pension benefits are based on compensation and service or on service only, as defined by the applicable Plan. The Plans provide normal retirement, early retirement, disability retirement, deferred vested and surviving spouse's pension benefits.

The Plans provide vesting for participants with five years of eligible vesting service or upon attainment of normal retirement age. Eligible employees, as defined in the respective plan document, have the opportunity to elect a lump-sum payment option as a form of retirement benefit payment. Benefit payments to participants are recorded upon distribution.

Funding Policy

The Companies contribute such amounts as are necessary to provide assets sufficient to meet the benefits to be paid to participants and satisfy the ERISA minimum funding requirements. The Plans have met the ERISA minimum funding requirements for the eleven months ended November 30, 2010 and the year ended December 31, 2009. In accordance with the Pension Protection Act of 2006, all plans are required to use the Unit Credit Cost Method to determine the minimum contributions to the ongoing plan.

NOTE 2 BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting. We have reclassified prior year amounts to conform to the current year presentation.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the Plans administrator to make significant estimates and assumptions that affect the reported amounts of Net Assets Available for Benefits at the date of the financial statements and the actuarial present value of accumulated benefits as of the benefit information date, the Changes in Net Assets Available for Plan Benefits during the reporting period, the changes in actuarial present value of accumulated benefits, and when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Administrative Expenses

Administrative fees are charged directly to the Plans as incurred or allocated to the Plans based on their pro rata share of Master Trust assets or other allocation method.

Plan Transfers

The Plan sponsors are permitted to transfer benefit obligations, subject to the provisions of ERISA, for certain participants who transfer employment between certain companies that sponsor different pension plans. The net assets available for benefits of the Plans at December 31, 2009 include net assets that were transferred in and out of the plans due to participant transfers during the 2008 plan year. Participant transfers during the 2009 plan year are included in the statements of changes in net assets available for benefits of the Mid-Atlantic Plan or VPPA, as applicable, for the year ended December 31, 2010. The transfer participants are identified after the 2008 plan year ends and the amount to transfer is actuarially determined as of January 1, 2009. The actual amount transferred is adjusted with trust earnings to the date of transfer.

NOTE 2 BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investment Valuation and Income Recognition

As described in Note 1, the Plans had an interest in the Master Trust. The Plans interest in the Master Trust and investments held in the Master Trust were recorded at fair value.

In accordance with Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, fair value of financial and non-financial assets and liabilities is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The three-tier hierarchy for inputs used in measuring fair value, which prioritizes the inputs used in the methodologies of measuring fair value for assets and liabilities, is as follows:

Level 1 – Quoted prices in active markets for identical assets or liabilities

Level 2 – Observable inputs other than quoted prices in active markets for identical assets and liabilities

Level 3 – No observable pricing inputs in the market

Financial assets and financial liabilities are classified in their entirety based on the lowest level of inputs that is significant to the fair value measurements. The Plan sponsors' 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.

Purchases and sales of investments in the Master Trust are reflected as of the trade date. Realized gains and losses on sales of investments are determined on the basis of average cost. Dividend income is recorded on the ex-dividend date. Interest earned on investments in the Master Trust is recorded on the accrual basis. Net appreciation/ depreciation recorded by the Master Trust includes gains and losses on investments bought and sold as well as held during the year.

Recently Adopted Accounting Standards

In January 2010, the Plan sponsors adopted the accounting standard update regarding fair value measurements and disclosures, which requires additional disclosures regarding assets and liabilities measured at fair value. The adoption of the new standard did not have a material effect on the Plans' Net Assets Available for Benefits or the Plans' Changes in Net Assets Available for Benefits.

NOTE 2 BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Subsequent Events

Management evaluated subsequent events through September 15, 2011, the date the financial statements were available to be issued.

NOTE 3 PLAN TERMINATION

Except as limited by plan terms, any Plan could have been terminated at any time by action of the Board of Directors of the Company sponsoring the Plan, subject to any collective bargaining obligations, prior to the Plans being merged in November of 2010. Following the merger of the Plans, the plan termination provisions in the Mid-Atlantic Plan or the VPPA prevailed, as applicable.

NOTE 4 ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated Plan benefits are those future payments that are attributable under the Plans' provisions to the service employees have rendered to date. Accumulated Plan benefits include benefits expected to be paid to (a) retired or terminated vested employees or their beneficiaries, and (b) present employees or their beneficiaries.

The Plans' actuary determines the actuarial present value of accumulated Plan benefits by applying actuarial assumptions to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment.

NOTE 4 ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS *(continued)*

The actuarial present value of accumulated Plan benefit information as of January 1, 2010, and changes in the actuarial present value of accumulated Plan benefits for the year ended January 1, 2010, are presented in the following tables:

ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS
As of January 1, 2010
(In thousands)

	Vested Benefits					
Plan Name	Current Benefits	Deferred Benefits	Other	Total Vested Benefits	Nonvested Benefits	Total
New York and New England Plan	$ 5,500,317	$ 341,498	$ 2,647,047	$ 8,488,862	$ 602,387	$ 9,091,249
Pennsylvania Plan	34,588	4,746	43,547	82,881	9,398	92,279
Southeast Plan	62,084	11,676	55,370	129,130	15,835	144,965
Supply Pension Plan	97,592	32,597	87,285	217,474	20,862	238,336

CHANGES IN ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS
FOR THE YEAR ENDED JANUARY 1, 2010
(in thousands)

Plan Name	Balance January 1, 2009	Interest Accumulation	Benefit Payments	Actuarial Assumptions	Plan Amendments	Other	Balance January 1, 2010
New York and New England Plan	$ 8,463,563	$ 542,633	$ (863,215)	$ 466,136	$ 92,018	$ 390,114	$ 9,091,249
Pennsylvania Plan	96,510	5,634	(26,518)	3,367	-	13,286	92,279
Southeast Plan	151,864	8,773	(44,526)	5,599	-	23,255	144,965
Supply Pension Plan	257,516	14,331	(91,921)	8,717	-	49,693	238,336

NOTE 4 ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS *(continued)*

The significant actuarial assumptions used in the valuations as of January 1, 2010 and 2009, for the actuarial present value of accumulated plan benefits are as follows:

(A) The present values were based on a 6.25% discount rate for 2010 and a 6.75% discount rate for 2009.

(B) The assumed retirement age is based on rates of retirement which are based on past experience and expectations of future retirements.

(C) The mortality tables used for the January 1, 2010 present values are as follows:

- Healthy lives- The RP-2000 Combined Healthy Mortality Table projected to 2010 using Scale AA.

- Disabled lives- The RP-2000 Disabled Retiree Mortality Table.

(D) The mortality tables used for the January 1, 2009 present values are as follows:

- Healthy lives- The RP-2000 Combined Healthy Mortality Table projected to 2009 using Scale AA.

- Disabled lives- The RP-2000 Disabled Retiree Mortality Table.

These actuarial assumptions are based on the assumption that the Plans will continue. Were the Plans to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

NOTE 5 INVESTMENT IN MASTER TRUST

Master Trust

As described in Note 1, all assets of the Southeast Plan, the Pennsylvania Plan and the GTE Supply Plan were transferred into the Mid-Atlantic Plan; whereas, all assets of the New York and New England Plan were transferred into the VPPA. Prior to the transfers, each of the Plans had a separate interest in the defined benefit portion of the Master Trust. The description that follows pertains to the Plans' interest in the Master Trust at December 31, 2009 and the Plans' allocable share of Master Trust investment activities for the eleven months ended November 30, 2010 and the year ended December 31, 2009.

The Master Trust holds both defined benefit and defined contribution assets. Assets in the Master Trust are either pooled between defined benefit plans and defined contribution plans or specific to defined benefit plans.

On a monthly basis, investments, investment income and expenses are allocated to the Plans in accordance with their proportionate interest in the defined benefit portion of the Master Trust.

NOTE 5 INVESTMENT IN MASTER TRUST *(continued)*

The following table presents the appreciation and depreciation for the Master Trust for the eleven months ended November 30, 2010 (in thousands):

	Appreciation/ (Depreciation)
Investments	
Cash and cash equivalents	$ (308)
Equity securities:	
U.S. equity securities	452,134
International equity securities	(194,848)
Fixed income securities:	
U.S. treasuries and agencies	9,615
Corporate bonds	46,076
International bonds	11,529
Other fixed income	34,972
Commingled funds:	
U.S. equity securities	120,309
International equity securities	228,412
U.S. fixed income securities	106,855
Other commingled funds	(31,441)
Other investments:	
Private equity	(33,307)
Hedge funds	338,136
Total	$ 1,088,134

Valuation of Investments

Investments in securities traded on national and foreign securities exchanges are valued by the Trustee at the last reported sale prices on the last business day of the year or, if no sales were reported on that date, at the last reported bid prices. Over-the-counter securities, government obligations, corporate bonds and international bonds, are valued at the bid prices or the average of the bid and ask prices on the last business day of the year from published sources or, if not available, from other sources considered reliable such as multiple broker quotes. Commingled funds not traded on national exchanges are priced by the Trustee, at net asset value, based on statements received from the investment manager. Commingled funds held by third-party custodians appointed by the fund managers are priced by the respective custodian or fund administrator at net asset value. The fund's custodian provides the investment manager with a net asset value and the investment manager has the responsibility for providing this information to the custodian of the respective plan. Commingled funds are classified by the asset class of the underlying holdings.

NOTE 5 INVESTMENT IN MASTER TRUST *(continued)*

The following table summarizes redemption restrictions for investments of the Trust for which fair value is estimated using net asset value per share:

Asset Type	Unfunded Commitments	Liquidation Period	Redemption Frequency	Redemption Notice	Redemption Restrictions
Commingled funds					
U.S. equity securities	Not applicable	Daily	Daily	None	None
International equity securities	Not applicable	Twice a month	Twice a month	Trade date less 2	None
U.S fixed income securities	Not applicable	Daily	Daily	None	None
International fixed income securities	Not applicable	Daily	Daily	None	None
Other commingled funds	Not applicable	Daily	Daily	None	None
Hedge Funds	None	1 year	Quarterly	30-90 days	None

The general partner of the entity values venture capital, corporate finance, and natural resource limited partnership investments. Real estate investments are valued at amounts based upon appraisal reports prepared by independent real estate appraisers. Loans secured by mortgages are carried at the lesser of the unpaid balance or appraised value of the underlying properties. The values assigned to these investments are based upon available information and do not necessarily represent amounts which might ultimately be realized. Because of the inherent uncertainty of valuation, those estimated fair values might differ significantly from the values that would have been used had a ready market for the securities existed. These differences could be material.

Forward currency contracts, futures, and options are valued by the Trustee at the exchange rates and market prices prevailing on the last business day of the year. Both exchange rates and market prices are readily available from published sources. These securities are classified by the asset class of the underlying holdings.

Hedge funds are recorded by the Trustee, at net asset value, based on statements received from the investment manager. These funds are priced in accordance with the terms of their corresponding offering or private placement memoranda.

NOTE 5 INVESTMENT IN MASTER TRUST *(continued)*

Investment Activities from Master Trust

The Statements of Changes in Net Assets Available for Benefits reflects the allocable share of the Master Trust activities which include the realized gains or losses and the unrealized appreciation (depreciation) in fair value of those investments, as well as interest and dividends earned.

The following table sets forth by level, within the fair value hierarchy, the Plans' investments in the defined benefit portion of the Master Trust at fair value as of December 31, 2009 and appreciation/(depreciation) for the year ended December 31, 2009 (in thousands):

	Total Fair Value	Level 1	Level 2	Level 3	Appreciation/ (Depreciation)
Investments					
Cash and cash equivalents	$ 2,306,434	$ 2,301,444	$ 4,990	$ -	$ (183,971)
Equity securities:					
U.S. equity securities	8,917,624	8,911,859	1,051	4,714	2,755,573
International equity securities	2,615,828	2,615,828	-	-	746,258
Fixed income securities:					
U.S. treasuries and agencies	1,002,410	407,294	595,116	-	37,224
Corporate bonds	2,096,464	74,059	1,898,095	124,310	76,398
International bonds	984,832	773,446	210,191	1,195	84,003
Other fixed income	639,620	-	637,739	1,881	93,817
Real estate	1,523,764	-	-	1,523,764	(761,596)
Commingled funds:					
U.S. equity securities	485,198	-	485,198	-	128,098
International equity securities	603,818	-	603,818	-	24,787
U.S. fixed income securities	416,652	-	402,722	13,930	51,553
International fixed income securities	130,907	-	130,907	-	236,110
Other commingled funds	5,741	-	5,617	124	(595)
Other investments:					
Private equity	5,402,114	-	26,359	5,375,755	(262,439)
Hedge funds	1,324,426	-	1,309,147	15,279	57,418
Total investments at fair value	$ 28,455,832	$ 15,083,930	$ 6,310,950	$ 7,060,952	$ 3,082,638

The total fair value of the Master Trust investments at December 31, 2009 was approximately $29 billion, including approximately $1 billion of investments specific to the defined contribution plans, for which separate financial statements are prepared. The Master Trust's interest and dividend income was approximately $316 million for the eleven months ended November 30, 2010 and $582 million for the year ended December 31, 2009.

NOTE 5 INVESTMENT IN MASTER TRUST *(continued)*

The following table reconciles the investments measured at fair value to the net assets in the defined benefit portion of the Master Trust at December 31, 2009 (in thousands):

Total investments at fair value	$ 28,455,832
Receivables	9,216,772
Non-interest bearing cash	77,090
Payables	(9,390,409)
Total assets per master trust	$ 28,359,285

The following table sets forth the changes in the fair value of the defined benefit portion of the Master Trust's Level 3 investments for the year ended December 31, 2009 (in thousands):

	Opening Balance	Transfer Out	Transfer In	Acquisitions	Dispositions	Realized Gain/(Loss)	Change in Unrealized Gain/(Loss)	Closing Balance
Equity securities:								
U.S. equity securities	$ 140,739	$ (200,650)	$ 107	$ 13,546	$ (3,363)	$ (8,090)	$ 62,425	$ 4,714
Fixed income securities:								
U.S. treasuries and agencies	9,825	(7,579)	29,196	153,125	(65,318)	(3,341)	8,402	124,310
International bonds	1,962	(2,014)	-	815	(449)	27	854	1,195
Other fixed income	-	(783)	3,140	-	(468)	93	(101)	1,881
Commingled funds:								
U.S. equity securities	36,393	(136,559)	92,638	10	(50,367)	44,115	13,770	-
U.S. fixed income securities	349,450	(151,094)	133,238	38,017	(378,115)	(9,245)	31,679	13,930
International fixed income securities	41,725	(4,883)	-	200	(37,320)	(1,674)	1,952	-
Other commingled funds	1,251	-	-	(1,322)	-	75	120	124
Other investments:								
Private equity	5,529,532	(25,677)	2,333	273,526	(8,988)	129,769	(524,740)	5,375,755
Real estate	1,950,332	-	-	541,531	(206,004)	10,569	(772,664)	1,523,764
Hedge funds	1,181,845	(1,279,589)	-	14,857	(64,938)	(56,759)	219,863	15,279
Total	$ 9,243,054	$ (1,808,828)	$ 260,652	$ 1,034,305	$ (815,330)	$ 105,539	$ (958,440)	$ 7,060,952

NOTE 6 DERIVATIVE FINANCIAL INSTRUMENTS AND OFF-BALANCE SHEET RISK ANALYSIS

The Master Trust enters into financial instrument transactions with "off-balance sheet" risk in its trading activities in order to hedge its exposure to market risk or enhance the returns of the portfolio. Changes in the fair value of these instruments are recognized in the current period and reflected as net appreciation (depreciation) of investments.

Verizon Investment Management Corp. ("VIMCO"), the fiduciary that oversees the investments of the Master Trust, has established a control environment, which includes policies and procedures for risk assessment and the approval, reporting, and monitoring of derivative financial instrument ("derivatives") activity.

For the year ended December 31, 2009, the Master Trust utilized both internal and external investment managers to invest in derivatives. The derivative transactions of the Master Trust include financial futures, options, foreign currency forwards, and securities lending agreements.

The fair value of the Master Trust's net receivables in futures contracts approximated $2.1 billion at December 31, 2009. These receivables represented 7% of the net assets of the Master Trust at December 31, 2009 and are measured at Level 1 under the fair value guidance.

The following table presents open futures contracts at December 31, 2009 (in thousands):

Type of Contract	Number of Contracts Buy(Sell)	Expiration	Notional	Fair Value
Cash/Fixed Income Contracts				
90-day Eurodollar Future	806	Mar-10	$ 198,020	$ 198,595
Euro Bond Futures	1,377	Mar-10	148,808	144,298
U.S. Treasury Bond/Note Futures	(297)	Mar-10	(24,906)	(22,143)
Equity Contracts				
S&P 500 Index Futures	4,392	Mar-10	1,205,577	1,219,549
S&P Mid 400 EMINI Futures	1,921	Mar-10	134,693	139,253
S&P 500 EMINI Index Futures	3,662	Mar-10	201,492	203,369
Other stock index futures	3,537	Mar-10	224,203	227,839
Total			$ 2,087,887	$ 2,110,760

NOTE 6 DERIVATIVE FINANCIAL INSTRUMENTS AND OFF-BALANCE SHEET RISK ANALYSIS *(continued)*

The fair value of the Master Trust's investment in options contracts was approximately $8 million net payable at December 31, 2009. This balance represented less than 1% of the net assets of the Master Trust at December 31, 2009.

The fair value of the Master Trust's investment in swaps was approximately $2 million at December 31, 2009. This value represented less than 1% of the net assets of the Master Trust at December 31, 2009.

Also, at December 31, 2009, the fair value of the Master Trust's net investment in foreign currency forward contracts was a $28 million net receivable. This amount represented less than 1% of the net assets of the Master Trust at December 31, 2009.

The net-trading gain related to derivatives was $223 million and $183 million for the eleven months ended November 30, 2010 and the year ended December 31, 2009, respectively. This net-trading gain represented less than 1% of the net assets of the Master Trust at November 30, 2010 and December 31, 2009.

NOTE 7 SECURITIES LENDING

For the eleven months ended November 30, 2010 and the year ended December 31, 2009, the Master Trust maintained a Securities Lending Agreement (the "Agreement") with the Trustee. The Agreement, dated as of March 2, 2000, includes domestic and international securities. The securities on loan may be sold, though they must be recalled. Securities on loan may not be re-pledged.

Securities on loan at December 31, 2009, approximated $1.4 billion, or 5.2%, of the net assets of the Master Trust.

The Master Trust's exposure to credit loss is reduced as the Agreement provides full indemnity against broker default by the Trustee. In addition, the Agreement requires collateral from the borrowing brokers of an amount equal to 102% and 105% of the fair value of the securities loaned for loans of US securities and non-US securities, respectively. The collateral primarily consists of cash, which was invested in financial instruments that did not utilize derivatives as an investment vehicle. The collateral is held by the Trustee and the assets are segregated from the Master Trust.

The Master Trust's net earnings derived from the Agreement were approximately $4.2 million and $10 million for the eleven months ended November 30, 2010 and the year ended December 31, 2009, respectively.

NOTE 8 TAX STATUS

The Plans have received determination letters from the Internal Revenue Service stating that the Plans are qualified under Section 401(a) of the Internal Revenue Code (the "Code") and therefore the related trust is exempt from taxation. Once qualified, the Plans are required to operate in conformity with the Code to maintain their qualification. The Plans' administrator believes the Plans are being operated in compliance with the applicable requirements of the Code and, therefore, believes the Plans are qualified and the related trust is tax-exempt.

Prior to the plan mergers in 2010, the Plans applied for new determination letters. The Southeast Plan, the Pennsylvania Plan and the GTE Supply Plan received favorable determination letters on July 25, 2011. The application for the New York and New England Plan is currently under review by the Internal Revenue Service.

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plans. The financial statement effects of a position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed tax positions taken by the Plans, and has concluded that as of November 30, 2010, there are no uncertain positions taken or expected to be taken. The Plans are subject to routine audits by taxing jurisdictions; however, there are no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2006.

NOTE 9 RELATED PARTY TRANSACTIONS

VIMCO, an indirect, wholly owned subsidiary of Verizon Communications Inc., qualifies as a related party. VIMCO is the investment advisor for certain investment funds and received no compensation from the Plans other than reimbursement of certain expenses directly attributable to its investment advisory and investment management services rendered to the Plans.

The Companies are the sponsor of the Trust and the Plans whose assets are held in the Trust. The Companies employ the administrator of the various plans and members of the administrator's staff. The Companies received no compensation from the Plans other than reimbursement of certain expenses directly attributable to administrative services rendered to the Plans.

NOTE 9 RELATED PARTY TRANSACTIONS *(continued)*

The Bank of New York Mellon, as Trustee of the Trust, rendered various trustee services to the Trust for which it was compensated in accordance with its agreements with The Companies and VIMCO. VIMCO, The Companies and The Bank of New York Mellon are all parties in interest (as that term is defined by ERISA) to the Trust and the Plans whose assets are held in the Trust. All of the related party transactions described in this section are exempt from the prohibited transaction rules pursuant to statutory or administrative exemptions.

NOTE 10 RISKS AND UNCERTAINTIES

The Master Trust invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market volatility and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that those changes could materially affect the amounts reported in the statements of net assets available for benefits and footnotes.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

NOTE 11 COMMITMENTS AND CONTINGENCIES

The Master Trust has outstanding investment commitments whereby the Master Trust has pledged private equity capital contributions of $3.6 billion as of December 31, 2009. The Master Trust pledged real estate contributions of $1.3 billion at December 31, 2009. Historically, pledged contributions are subject to drawdown over the term of the investment (generally 10 years). However, drawdowns could occur more rapidly on the basis of demonstrated need by the partnerships. Other investments held by the Master Trust will be liquidated to meet these capital commitments.

NOTE 11 COMMITMENTS AND CONTINGENCIES *(continued)*

In the ordinary course of business the Plans may be involved in various legal proceedings. Where it is determined, in consultation with counsel based on litigation and settlement risks, that a loss is probable and estimable in a given matter, an accrual is reflected in the financial statements. In none of the currently pending matters is the required accrual material. An estimate of the reasonably possible loss or range of loss in excess of the required accrual under ASC 450, *Contingencies*, cannot be made at this time, due to various factors typical in contested proceedings, including (1) uncertain damage theories and demands; (2) a less than complete factual record; (3) uncertainty concerning legal theories and their resolution by courts or regulators; and (4) the unpredictable nature of the opposing party and its demands. The Plans administrator does not expect that the ultimate resolution of any pending legal matter in future periods will have a material effect on the Plans financial condition, but it could have a material effect on its results of operations for a given reporting period.

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

Probability of Retirement

(a) Age	(b) Rate	(c) Weight	(d) Product (a) x (b) x (c)
45.5	1.50%	1.0000	0.68
46.5	1.50%	0.9850	0.69
47.5	1.50%	0.9702	0.69
48.5	1.50%	0.9557	0.69
49.5	1.50%	0.9413	0.70
50.5	1.90%	0.9272	0.89
51.5	2.30%	0.9096	1.08
52.5	2.70%	0.8887	1.26
53.5	3.10%	0.8647	1.43
54.5	3.50%	0.8379	1.60
55.5	3.90%	0.8085	1.75
56.5	4.30%	0.7770	1.89
57.5	4.70%	0.7436	2.01
58.5	5.10%	0.7087	2.11
59.5	5.50%	0.6725	2.20
60.5	5.90%	0.6355	2.27
61.5	6.30%	0.5980	2.32
62.5	25.00%	0.5603	8.76
63.5	25.00%	0.4203	6.67
64.5	15.00%	0.3152	3.05
65.5	66.67%	0.2679	11.70
66.5	33.33%	0.0892	1.98
67.5	20.00%	0.0595	0.80
68.5	20.00%	0.0476	0.65
69.5	20.00%	0.0381	0.53
70.0	100.00%	0.0305	2.14
		Weighted Average	60.54

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Mortality	
Healthy and Disabled Lives	2010 Static Mortality Table for Annuitants and Non-Annuitants for Section 1.430(h)(3)-1(e).
Lump Sum Conversions	Mortality basis in IRS Revenue Ruling 2001-62.
Withdrawal	See Table A.
Disability	See Table B.
Retirement	
Active	See Table C.
Terminated Vested	Age 65.
Interest Rates	Based on the 24-month segment rates with a four-month lookback (as of September 2009).
1st Segment Rate	5.03%.
2nd Segment Rate	6.73%.
3rd Segment Rate	6.82%.
Lump Sum Conversions	5.00%.
Future Compensation Increases	5.00% per year for ages less than 40, and 3.50% per year for ages 40 and over.
Valuation of Plan Assets	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, expected earnings, and asset transfers. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value. A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under Section 430(h)(2)(C)(iii).
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC Section 415 maximum benefit of $195,000 and the Section 401(a)(17) compensation limit of $245,000.
Optional Payment Form Election Percentage	95% elect lump sum payment.

Death Benefit	It is assumed that 100% of males and 100% of females have an eligible beneficiary, and that males are three years older than their beneficiaries.
Target Normal Cost Expense Load	$1,190,000. Prior year's actual trust expenses reduced by investment-related expenses and the prior year's PBGC premium and increased by the current year's expected PBGC premium rounded to the nearest ten thousand.
Expected Return on Assets	
2008 Plan Year	6.43%.
2009 Plan Year	6.69%.
Actuarial Method	Unit Credit Cost method.
Valuation Date	January 1, 2010.

Table A
Probability of Withdrawal

Age	Probability
< 21	.2000
21	.1700
22	.1400
23	.1200
24	.1100
25	.1000
26	.0900
27	.0800
28	.0700
29-31	.0600
32-34	.0500
35-38	.0400
39-64	.0300
65+	.0000

Table B
Probability of Disability

Age	Male	Female	Age	Male	Female
< 25	.00080	.00100			
25	.00089	.00116	45	.00356	.00463
26	.00089	.00116	46	.00356	.00463
27	.00089	.00116	47	.00356	.00463
28	.00089	.00116	48	.00356	.00463
29	.00089	.00116	49	.00356	.00463
30	.00105	.00155	50	.00662	.00729
31	.00105	.00155	51	.00662	.00729
32	.00105	.00155	52	.00662	.00729
33	.00105	.00155	53	.00662	.00729
34	.00105	.00155	54	.00662	.00729
35	.00137	.00232	55	.01187	.01068
36	.00137	.00232	56	.01187	.01068
37	.00137	.00232	57	.01187	.01068
38	.00137	.00232	58	.01187	.01068
39	.00137	.00232	59	.01187	.01068
40	.00202	.00305	60	.01671	.01253
41	.00202	.00305	61	.01671	.01253
42	.00202	.00305	62	.01671	.01253
43	.00202	.00305	63	.01671	.01253
44	.00202	.00305	64	.01671	.01253

Table C
Probability of Retirement

Age	Probability
45-49	.015
50	.019
51	.023
52	.027
53	.031
54	.035
55	.039
56	.043
57	.047
58	.051
59	.055
60	.059
61	.063
62	.250
63	.250
64	.150
65	.667
66	.333
67	.200
68	.200
69	.200
70	1.000

Schedule SB, Part V—Summary of Plan Provisions

Effective Date	June 19, 1988. Restated April 1, 2001 with amendments through December 31, 2010.
2010 Spinoff	Effective July 1, 2010, the assets and liabilities of the associates transferred to Frontier Communications Corporation were spunoff from this Pension Plan.
2010 Merger	Effective on November 9, 2010, this plan was merged into the Verizon Pension Plan for Mid-Atlantic Associates and the merged plan was renamed the Verizon Pension Plan for Mid-Atlantic and South Associates. There were no changes made to the benefit provisions of the merged in plans..
Participation	Date of hire for all regular, hourly-paid employees.
Normal Retirement	
Eligibility	The later of age 65 or the fifth anniversary of the date of hire.
Amount	The benefit determined under (1) or (2), whichever is applicable.

(1) For employees who are not former Contel employees, the greater of (a) or (b):

(a) 1.35% of Average Annual Compensation times Accredited Service.

(b) Minimum benefit shown in Table A based on years of Accredited Service and the hourly plan applicable to the employee.

(2) For former Contel employees, the greater of (a) or (b):

(a) The benefit calculated under the Contel pension plan as of the date of transfer to the GTE hourly plan.

Plus

The benefit equal to 1.35% of Average Annual Compensation times Accredited Service measured from the date of transfer to the GTE hourly plan (subject to the minimum benefit from Table A based on service from the date of transfer to the GTE hourly plan).

(b) The benefit described in (1) above (including the minimum), using Accredited Service under the Contel pension plan plus Accredited Service under the GTE hourly pension plan.

The pension determined under (1) or (2) above is offset by the annual amount payable from any other pension plan to which the company (or any other member of the controlled group) has contributed, but only to the extent that the benefit is attributable to employer contributions.

Early Retirement

Eligibility

Employees are eligible for early retirement after attaining:

(1) At least 15 years of Accredited Service and age plus Accredited Service (both unrounded) equal to or greater than 76 (Rule of 76), or

(2) At least 30 years of Accredited Service (regardless of age).

Amount

The benefit is computed in the same manner as the normal retirement benefit, but based on Average Annual Compensation and Accredited Service at termination of employment.

(1) For employees who are not former Contel employees, the pay-related benefit is reduced 3% for each year retirement precedes age 55, up to a maximum reduction of 18%. There is no reduction if the participant has 30 years of Accredited Service.

Early retirement reductions, if applicable, are applied to the pay-related formula prior to comparing to the minimum benefit shown in Table A.

(2) For former Contel employees, the benefit accrued under the Contel formula is reduced 4% for each year retirement precedes age 60. The benefit accrued under the GTE formula is reduced as described in (1) above.

Deferred Vested Retirement

Eligibility

Five years of Vesting Service.

Amount

The benefit is computed in the same manner as the normal retirement benefit, but based on Average Annual Compensation and Accredited Service at termination of employment.

	The minimum benefit for a deferred vested participant is equal to the applicable benefit from Table A based on Accredited Service projected to normal retirement then multiplied by the ratio of Vesting Service at termination of employment to projected Vesting Service at normal retirement. There is no minimum benefit for a deferred vested participant with less than 15 years of projected Accredited Service. Participants with at least 15 years of Accredited Service at termination of employment may commence an actuarially reduced benefit as early as the date the Rule of 76 is met. Participants with at least ten years of Accredited Service at termination of employment may commence an actuarially reduced benefit as early as age 55.
Disability Retirement	
Eligibility	15 years of Accredited Service and total and permanent disability.
Amount	The benefit is computed in the same manner as the normal retirement benefit, but based on Average Annual Compensation and Accredited Service at disability. There is no reduction for benefit commencement prior to normal retirement.
Preretirement Survivor's Benefit	
Eligibility	Five years of Vesting Service.
Amount	The benefit that would have been payable had the participant been eligible for a service pension and terminated employment on the date of death, elected the 65% joint and survivor annuity and then died. There is no reduction for early commencement if the participant died while an active employee. Otherwise, the benefit is reduced under the provisions of the deferred vested retirement benefit.
Forms of Payment	
Normal Form	If married: A reduced benefit in the form of a 50% joint and survivor annuity with the spouse as contingent annuitant. If single: A life annuity.

Optional Forms	— Single life annuity. — 100% joint and survivor annuity. — 75% joint and survivor annuity. — 66-2/3% joint and survivor annuity. — 50% joint and survivor annuity. — 33-1/3% joint and survivor annuity. — 5-year certain and life. — Lump sum distribution.

Definitions

Monthly Compensation	Monthly base rate of pay. Monthly Compensation excludes overtime, differentials, premiums, and other similar types of payment, but includes bonuses and commissions on account of sales and team-oriented short-term incentives as specified by the employee benefits committee.
Average Annual Compensation	Monthly Compensation during the highest 60 consecutive months divided by five. If less than 60 months of Monthly Compensation, the average is based on the number of months available.
Accredited Service	One year for each calendar year the employee is credited with 2,080 hours. If the employee is credited with less than 2,080 hours during a calendar year, Accredited Service for the year is equal to the number of hours credited during the year divided by 2,080. For employees with in-service distributions, Accredited Service begins on the later of January 1, 2000 or the distribution election date.
Vesting Service	One year for each calendar year the employee is credited with 1,000 hours. If the employee is credited with less than 1,000 hours during a calendar year, Vesting Service for the year is equal to the number of hours credited during the year divided by 2,080.

Special Benefit Provisions

Retention Bonus

Eligibility	Designated *f*GTE participants who remained employed throughout the Retention Bonus Period (April 1, 1999 through September 30, 2000)
Benefit Amount	An additional lump sum equal to 2% of the total monthly compensation for the 12-month period ending on the date the participant separates from service times the number of full calendar months (up to 18) worked during the Retention Bonus Period.

In-Service Distribution	Active participants age 55 or older who satisfied the Rule of 76 (76 age/service points with 15 years service) on January 1, 2000 are eligible to elect an in-service distribution. The pension payable at subsequent retirement will be based on service after the election date.

Table A
Hourly Plan Minimum Benefits In Effect on December 31, 2006

Years of Accredited Service	Minimum Pension Schedule
15–19	$ 5,200
20–24	$ 6,600
25–29	$ 8,200
30–34	$ 9,800
35–39	$11,300
40+	$12,900

The actuarial valuation was conducted on an ongoing (not termination) basis using personnel data furnished as of January 1, 2010 by Verizon Communications Inc. Asset information and the dates and amounts of contributions are based on information supplied by Verizon Communications Inc.

Change in Plan Provision Since the Prior Year

- The plan was amended to spin-off the assets and liabilities of the associates transferred to Frontier Communications Corporation on July 1, 2010.
- This plan was merged into the Verizon Pension Plan for Mid-Atlantic and South Associates on November 9, 2010.

Explanation of Adjustments Made to Schedule SB Due to Unusual Circumstances

Schedule SB, line 6—Target Normal Cost
The Target Normal Cost was adjusted as follows for these two events:

1.	Target Normal Cost, 1/1/2010	$ 9,988,522
2.	Target Normal Cost, Spun-Off to Frontier	(1,900,482)
3.	Target Normal Cost, Transferred to Mid-Atlantic Plan	(1,152,546)
4.	Net Target Normal Cost for Plan Year	$ 6,935,494

Potential Difference Between Electronic SB and Signed SB
Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Schedule SB, line 25—Change in Funding Method

The funding valuation reflects the following method change:

- A change in the interest rate basis from the full yield curve with a two-month lookback to segment rates with a four-month lookback (as of September 2009). This change had automatic approval under final regulations, Notice 2009-22 or other IRS guidance.

Schedule SB, Line 26—Schedule of Active Participant Data
As of January 1, 2010

Supply Hourly Plan
All Actives

EIN: 51-0002162 PN: 008

Number of Participants and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	10	32 $36,610	4							
25-29	5	125 $41,979	37 $43,810	2						
30-34	5	117 $43,484	65 $44,190	42 $48,927	6					
35-39	6	94 $46,689	30 $46,325	58 $49,585	18	1				
40-44	1	62 $45,843	35 $41,791	53 $48,355	21 $46,946	18	1			
45-49	1	45 $44,894	45 $43,307	50 $48,351	21 $48,360	35 $51,392	25 $48,639	19		
50-54	2	37 $45,453	28 $43,948	59 $46,746	30 $47,393	38 $48,452	25 $46,341	76 $52,512	12	
55-59		33 $41,353	19	36 $44,559	17	26 $53,032	18	45 $54,208	82 $54,285	8
60-64	1	13	11	20 $40,304	13	6	5	10	23 $55,822	18
65-69		3	2	26 $54,467		2				
70+				2	1					

N-1836

SCHEDULE SB (Form 5500)	Single-Employer Defined Benefit Plan Actuarial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ **File as an attachment to Form 5500 or 5500-SF.**	**2010** **This Form is Open to Public Inspection**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 11/09/2010

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan: GTE Supply Union

B Three-digit plan number (PN) ▶ 008

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF: GTE Communications Systems Corp.

D Employer Identification Number (EIN): 51-0002162

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2010

2 Assets:			
a Market value	2a		550,910,053
b Actuarial value	2b		591,634,461
3 Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	1,641	97,750,382
b For terminated vested participants	3b	922	31,140,756
c For active participants:			
(1) Non-vested benefits	3c(1)		19,744,032
(2) Vested benefits	3c(2)		86,797,756
(3) Total active	3c(3)	1,836	106,541,788
d Total	3d	4,399	235,432,926
4 If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5		6.54 %
6 Target normal cost	6		6,935,494

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE Thomas M Jarrett JMJ — Signature of actuary

09/02/2011 — Date

Thomas M. Jarrett — Type or print name of actuary

11-03455 — Most recent enrollment number

Hewitt Associates LLC — Firm name

(847)295-5000 — Telephone number (including area code)

100 Half Day Road

Lincolnshire IL 60069-3342 — Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	22,718,654	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8)	22,718,654	0
10	Interest on item 9 using prior year's actual return of 20.57 %	4,673,227	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of 8.26 %		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	27,391,881	0

Part III Funding percentages

14	Funding target attainment percentage	14	239.66 %
15	Adjusted funding target attainment percentage	15	251.29 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	255.79 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ► 18(b)	0	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a	Contributions allocated toward unpaid minimum required contribution from prior years	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Discount rate:

Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %	☐ N/A, full yield curve used

Applicable month (enter code)		4
Weighted average retirement age		61

Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment		
Unpaid minimum required contribution for all prior years		0
Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)		0
Remaining amount of unpaid minimum required contributions (item 28 minus item 29)		0
Target normal cost, adjusted, if applicable (see instructions)		0

Amortization installments:	Outstanding Balance	Installment
Net shortfall amortization installment	0	0
Waiver amortization installment	0	0

If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		
Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)		0

	Carryover balance	Prefunding balance	Total balance
Balances used to offset funding requirement	0	0	0

Additional cash requirement (item 34 minus item 35)		0
Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)		0
Interest-adjusted excess contributions for current year (see instructions)		0
Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)		0
Unpaid minimum required contribution for all years		0