# IN THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF COLUMBIA

United States of America,  Plaintiff,	) Civil Action No. ('05CV 07103)
<b>v.</b>	) Filed:
Verizon Communications Inc. and MCI, Inc.,	
Defendants.	) )

## FINAL JUDGMENT

WHEREAS, plaintiff, United States of America, filed its Complaint on October 27, 2005, plaintiff and defendants, Verizon Communications Inc. ("Verizon") and MCI, Inc. ("MCI"), by their respective attorneys, have consented to the entry of this Final Judgment without trial or adjudication of any issue of fact or law, and without this Final Judgment constituting any evidence against or admission by any party regarding any issue of fact or law;

AND WHEREAS, defendants agree to be bound by the provisions of this Final Judgment pending its approval by the Court;

AND WHEREAS, the essence of this Final Judgment is the prompt and certain divestiture of certain rights or assets by the defendants to assure that competition is not substantially lessened;

AND WHEREAS, plaintiff requires defendants to make certain divestitures for the purpose of remedying the loss of competition alleged in the Complaint;

AND WHEREAS, defendants have represented to the United States that the divestitures required below can and will be made and that defendants will later raise no claim of hardship or difficulty as grounds for asking the Court to modify any of the divestiture provisions contained below;

NOW THEREFORE, before any testimony is taken, without trial or adjudication of any issue of fact or law, and upon consent of the parties, it is ORDERED, ADJUDGED, AND DECREED:

#### I. Jurisdiction

This Court has jurisdiction over the subject matter of and each of the parties to this action. The Complaint states a claim upon which relief may be granted against defendants under Section 7 of the Clayton Act, as amended (15 U.S.C. § 18).

#### II. Definitions

As used in this Final Judgment:

- A. "Verizon" means defendant Verizon Communications Inc., a Delaware corporation with its headquarters in New York, New York, its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships and joint ventures, and their directors, officers, managers, agents, and employees.
- B. "MCI" means defendant MCI, Inc., a Delaware corporation with its headquarters in Ashburn, Virginia, its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships and joint ventures, and their directors, officers, managers, agents, and employees.

- C. "Acquirer" or "Acquirers" means the entity or entities to whom defendants divest the Divestiture Assets.
- D. "Divestiture Assets" means IRUs for Lateral Connections to the locations listed in Appendix A and sufficient transport as described below and all additional rights necessary to enable those assets to be used by the Acquirer to provide telecommunications services. The Divestiture Assets shall include IRUs for transport facilities sufficient to connect the Lateral Connections to locations mutually agreed upon by defendants and the Acquirer, subject to the approval of the United States in its sole judgment. The term "Divestiture Assets" shall be construed broadly to accomplish the complete divestiture of assets and the purposes of this Final Judgment. With the approval of the United States, in its sole discretion, and at the Acquirer's option, the Divestiture Assets may be modified to exclude assets and rights that are not necessary to meet the competitive aims of this Final Judgment.
- E. "IRU" means indefeasible right of use, a long-term leasehold interest that gives the holder the right to use specified strands of fiber in a telecommunications facility. An IRU granted by defendants under this Final Judgment shall (1) be for a minimum of 10 years; (2) not require the Acquirer to pay a monthly or other recurring fee to preserve or make use of its rights; (3) include all additional rights and interests necessary to enable the IRU to be used by the Acquirer to provide telecommunications services; and (4) contain other commercially reasonable and customary terms, including terms for payment to the grantor for ancillary services, such as maintenance fees on a per occurrence basis; and (5) not unreasonably limit the right of the Acquirer to use the asset as it wishes (e.g., the Acquirer shall be permitted to splice into the IRU fiber, though such splice points must be mutually agreed upon by defendants and Acquirer).

F. "Lateral Connection" means fiber strands from the point of entry of the building to the splice point with fiber used to serve different buildings and shall consist of the greater of (1) eight (8) fiber strands or (2) one-half of the currently unused fiber strands in MCI's facilities serving the building measured at the time of the filing of the Complaint. The fiber strands may be provided from those owned or controlled by either Verizon or MCI, as mutually agreed by defendants and Acquirer.

## III. Applicability

- A. This Final Judgment applies to Verizon and MCI, as defined above, and all other persons in active concert or participation with any of them who receive actual notice of this Final Judgment by personal service or otherwise.
- B. Defendants shall require, as a condition of the sale or other disposition of all or substantially all of their assets or of lesser business units that include the Divestiture Assets, that the purchasers agree to be bound by the provisions of this Final Judgment, provided, however, that defendants need not obtain such an agreement from the Acquirers.

# IV. <u>Divestitures</u>

A. Defendants are ordered and directed, within 120 calendar days after the closing of Verizon's acquisition of MCI, or five (5) days after notice of the entry of this Final Judgment by the Court, whichever is later, to divest the Divestiture Assets in a manner consistent with this Final Judgment to an acquirer and on terms acceptable to the United States in its sole discretion. The United States, in its sole discretion, may agree to one or more extensions of this time period

not to exceed sixty (60) days in total, and shall notify the Court in such circumstances. If approval or consent from any government unit is necessary with respect to divestiture of the Divestiture Assets by defendants or the Divestiture Trustee and if applications or requests for approval or consent have been filed with the appropriate governmental unit within 120 calendar days after the closing of Verizon's acquisition of MCI, but an order or other dispositive action on such applications has not been issued before the end of the period permitted for divestiture, the period shall be extended with respect to divestiture of those Divestiture Assets for which governmental approval or consent has not been issued until five (5) days after such approval or consent is received. Defendants agree to use their best efforts to divest the Divestiture Assets and to seek all necessary regulatory or other approvals or consents necessary for such divestitures as expeditiously as possible. This Final Judgment does not limit the Federal Communications Commission's exercise of its regulatory powers and process with respect to the Divestiture Assets. Authorization by the Federal Communications Commission to conduct the divestiture of a Divestiture Asset in a particular manner will not modify any of the requirements of this decree.

B. In accomplishing the divestitures ordered by this Final Judgment, defendants promptly shall make known, by usual and customary means, the availability of the Divestiture Assets. Defendants shall inform any person making inquiry regarding a possible purchase of the Divestiture Assets that they are being divested pursuant to this Final Judgment and provide that person with a copy of this Final Judgment. Defendants shall offer to furnish to all prospective Acquirers, subject to customary confidentiality assurances, all information and documents relating to the Divestiture Assets customarily provided in a due diligence process except such information or documents subject to the attorney-client or work-product privileges. Defendants

shall make available such information to the United States at the same time that such information is made available to any other person.

- C. Defendants shall permit prospective Acquirers of the Divestiture Assets to have reasonable access to personnel and to make inspections of the physical facilities of the Divestiture Assets; access to any and all environmental, zoning, and other permit documents and information; and access to any and all financial, operational, or other documents and information customarily provided as part of a due diligence process.
- D. Defendants shall warrant to all Acquirers of the Divestiture Assets that each asset will be operational on the date of sale.
- E. Defendants shall not take any action that will impede in any way the permitting, operation, or divestiture of the Divestiture Assets.
- F. At the option of the Acquirers, defendants shall enter into a contract for a period of up to one (1) year for transition services customarily necessary to maintain, operate, provision, monitor, or otherwise support the Divestiture Assets. The terms and conditions of any contractual arrangement meant to satisfy this provision must be reasonably related to market conditions.
- G. Defendants shall warrant to the Acquirer of the Divestiture Assets that there are no material defects in the environmental, zoning, or other permits pertaining to the operation of each asset, and that following the sale of the Divestiture Assets, defendants will not undertake, directly or indirectly, any challenges to the environmental, zoning, or other permits relating to the operation of the Divestiture Assets.

- H. Unless the United States otherwise consents in writing, the divestitures pursuant to Section IV, or by trustee appointed pursuant to Section V, of this Final Judgment, shall include the entire Divestiture Assets, and shall be accomplished in such a way as to satisfy the United States, in its sole discretion, that the Divestiture Assets can and will be used by the Acquirer as part of a viable, ongoing telecommunications business. Divestiture of the Divestiture Assets may be made to more than one Acquirer, provided that (i) all Divestiture Assets in a given metropolitan area are divested to a single Acquirer unless otherwise approved by the United States, in its sole discretion, and (ii) in each instance it is demonstrated to the sole satisfaction of the United States that the Divestiture Assets will remain viable and the divestiture of such assets will remedy the competitive harm alleged in the Complaint. The divestitures, whether pursuant to Section IV or Section V of this Final Judgment,
  - (1) shall be made to an Acquirer (or Acquirers) that, in the United States's sole judgment, has the intent and capability (including the necessary managerial, operational, technical, and financial capability) of competing effectively in the provision of telecommunications services; and
  - discretion, that none of the terms of any agreement between an Acquirer (or Acquirers) and defendants gives defendants the ability unreasonably to raise the Acquirer's costs, to lower the Acquirer's efficiency, or otherwise to interfere in the ability of the Acquirer to compete effectively.

I. To the extent leases, contracts, agreements, intellectual property rights, licenses, or other commitments with third-parties are not assignable or transferrable without the consent of the licensor or other third parties, defendants shall use their best efforts to obtain those consents.

# V. Appointment of Trustee

- A. If defendants have not divested the Divestiture Assets within the time period specified in Section IV(A), defendants shall notify the United States of that fact in writing, specifically identifying the Divestiture Assets that have not been divested. Upon application of the United States, the Court shall appoint a trustee selected by the United States and approved by the Court to effect the divestiture of the Divestiture Assets.
- B. After the appointment of a trustee becomes effective, only the trustee shall have the right to sell the Divestiture Assets. The trustee shall have the power and authority to accomplish the divestiture to Acquirers acceptable to the United States, in its sole judgment, at such price and on such terms as are then obtainable upon reasonable effort by the trustee, subject to the provisions of Sections IV, V, and VI of this Final Judgment, and shall have such other powers as this Court deems appropriate. Subject to Section V(D) of this Final Judgment, the trustee may hire at the cost and expense of defendants any investment bankers, attorneys, technical experts, or other agents, who shall be solely accountable to the trustee, reasonably necessary in the trustee's judgment to assist in the divestiture.
- C. Defendants shall not object to a sale by the trustee on any ground other than the trustee's malfeasance. Any such objections by defendants must be conveyed in writing to the

United States and the trustee within ten (10) calendar days after the trustee has provided the notice required under Section VI.

- D. The trustee shall serve at the cost and expense of defendants, on such terms and conditions as the plaintiff approves, and shall account for all monies derived from the sale of the assets sold by the trustee and all costs and expenses so incurred. After approval by the Court of the trustee's accounting, including fees for its services and those of any professionals and agents retained by the trustee, all remaining money shall be paid to defendants and the trust shall then be terminated. The compensation of the trustee and any professionals and agents retained by the trustee shall be reasonable in light of the value of the Divestiture Assets and based on a fee arrangement providing the trustee with an incentive based on the price and terms of the divestiture and the speed with which it is accomplished, but timeliness is paramount.
- E. Defendants shall use their best efforts to assist the trustee in accomplishing the required divestitures, including their best efforts to effect all necessary regulatory or other approvals or consents and will provide necessary representations or warranties as appropriate, related to the sale of the Divestiture Assets. The trustee and any consultants, accountants, attorneys, technical experts, and other persons retained by the trustee shall have full and complete access to the personnel, books, records, and facilities related to the Divestiture Assets, and defendants shall develop financial and other information relevant to the Divestiture Assets as the trustee may reasonably request, subject to reasonable protection for trade secret or other confidential research, development, or commercial information. Defendants shall take no action to interfere with or to impede the trustee's accomplishment of the divestiture.

- F. After its appointment, the trustee shall file monthly reports with the United States and the Court setting forth the trustee's efforts to accomplish the divestiture ordered under this Final Judgment. To the extent such reports contain information that the trustee deems confidential, such reports shall not be filed in the public docket of the Court. Such reports shall include the name, address, and telephone number of each person who, during the preceding month, made an offer to acquire, expressed an interest in acquiring, entered into negotiations to acquire, or was contacted or made an inquiry about acquiring, any interest in the Divestiture Assets, and shall describe in detail each contact with any such person. The trustee shall maintain full records of all efforts made to divest the Divestiture Assets.
- G. If the trustee has not accomplished such divestiture within six months after its appointment, the trustee shall promptly file with the Court a report setting forth (1) the trustee's efforts to accomplish the required divestiture, (2) the reasons, in the trustee's judgment, why the required divestiture has not been accomplished, and (3) the trustee's recommendations. To the extent such reports contain information that the trustee deems confidential, such reports shall not be filed in the public docket of the Court. The trustee shall at the same time furnish such report to the plaintiff who shall have the right to make additional recommendations consistent with the purpose of the trust. The Court thereafter shall enter such orders as it shall deem appropriate to carry out the purpose of the Final Judgment, which may, if necessary, include extending the trust and the term of the trustee's appointment by a period requested by the United States.
- H. In addition, notwithstanding any provision to the contrary, the United States, in its sole discretion, may require defendants to include additional assets, or allow, with the written approval of the United States, defendants to substitute substantially similar assets, which

substantially relate to the Divestiture Assets to be divested by the trustee to facilitate prompt divestiture to an acceptable Acquirer or Acquirers.

## VI. Notice of Proposed Divestiture

- A. Within two (2) business days following execution of a definitive divestiture agreement, defendants or the trustee, whichever is then responsible for effecting the divestiture required herein, shall notify the United States of any proposed divestiture required by Section IV or V of this Final Judgment. If the trustee is responsible, it shall similarly notify defendants. The notice shall set forth the details of the proposed divestiture and list the name, address, and telephone number of each person not previously identified who offered or expressed an interest in or desire to acquire any ownership interest in the Divestiture Assets, together with full details of the same.
- B. Within fifteen (15) calendar days of receipt by the United States of such notice, the United States may request from defendants, the proposed Acquirer or Acquirers, any other third party, or the trustee, if applicable, additional information concerning the proposed divestiture, the proposed Acquirer or Acquirers, and any other potential Acquirer. Defendants and the trustee shall furnish any additional information requested within fifteen (15) calendar days of the receipt of the request, unless the parties shall otherwise agree.
- C. Within thirty (30) calendar days after receipt of the notice or within twenty (20) calendar days after the United States has been provided the additional information requested from defendants, the proposed Acquirer or Acquirers, any third party, and the trustee, whichever is later, the United States shall provide written notice to defendants and the trustee, if there is

one, stating whether or not it objects to the proposed divestiture. If the United States provides written notice that it does not object, the divestiture may be consummated, subject only to defendants' limited right to object to the sale under Section V(C) of this Final Judgment. Absent written notice that the United States does not object to the proposed Acquirer or upon objection by the United States, a divestiture proposed under Section IV or Section V shall not be consummated. Upon objection by defendants under Section V(C), a divestiture proposed under Section V shall not be consummated unless approved by the Court.

## VII. Financing

Defendants shall not finance all or any part of any purchase made pursuant to Section IV or V of this Final Judgment.

# VIII. Preservation of Assets

Until the divestiture required by this Final Judgment has been accomplished, defendants shall take all steps necessary to comply with the Stipulation signed by defendants and the United States. Defendants shall take no action that would jeopardize the divestiture ordered by this Court.

## IX. Affidavits

A. Within twenty (20) calendar days of the filing of the Complaint in this matter, and every thirty (30) calendar days thereafter until the divestiture has been completed under Section IV or V, defendants shall deliver to the United States an affidavit as to the fact and manner of its

compliance with Section IV or V of this Final Judgment. Each such affidavit shall include the name, address, and telephone number of each person who, during the preceding thirty (30) days, made an offer to acquire, expressed an interest in acquiring, entered into negotiations to acquire, or was contacted or made an inquiry about acquiring, any interest in the Divestiture Assets, and shall describe in detail each contact with any such person during that period. Each such affidavit shall also include a description of the efforts defendants have taken to solicit buyers for the Divestiture Assets, and to provide required information to prospective Acquirers, including the limitations, if any, on such information. Assuming the information set forth in the affidavit is true and complete, any objection by the United States to information provided by defendants, including limitation on information, shall be made within fourteen (14) calendar days of the receipt of such affidavit.

- B. Within twenty (20) calendar days of the filing of the Complaint in this matter, defendants shall deliver to the United States an affidavit that describes in reasonable detail all actions defendants have taken and all steps defendants have implemented on an ongoing basis to comply with Section VIII of this Final Judgment. Defendants shall deliver to the United States an affidavit describing any changes to the efforts and actions outlined in defendants' earlier affidavits filed pursuant to this section within fifteen (15) calendar days after the change is implemented.
- C. Defendants shall keep all records of all efforts made to preserve and divest the Divestiture Assets until one year after such divestiture has been completed.

# X. Compliance Inspection

- A. For the purposes of determining or securing compliance with this Final Judgment, or of determining whether the Final Judgment should be modified or vacated, and subject to any legally recognized privilege, from time to time duly authorized representatives of the United States Department of Justice, including consultants and other persons retained by the United States, shall, upon written request of a duly authorized representative of the Assistant Attorney General in charge of the Antitrust Division, and on reasonable notice to defendants, be permitted:
  - (1) access during defendants' office hours to inspect and copy, or at plaintiff's option, to require that defendants provide copies of, all books, ledgers, accounts, records and documents in the possession, custody, or control of defendants, relating to any matters contained in this Final Judgment; and
  - (2) to interview, either informally or on the record, defendants' officers, employees, or agents, who may have their individual counsel present, regarding such matters. The interviews shall be subject to the reasonable convenience of the interviewee and without restraint or interference by defendants.
- B. Upon the written request of a duly authorized representative of the Assistant Attorney General in charge of the Antitrust Division, defendants shall submit written reports, under oath if requested, relating to any of the matters contained in this Final Judgment as may be requested.
- C. No information or documents obtained by the means provided in this section shall be divulged by the United States to any person other than an authorized representative of the

executive branch of the United States, except in the course of legal proceedings to which the United States is a party (including grand jury proceedings), or for the purpose of securing compliance with this Final Judgment, or as otherwise required by law.

D. If at the time information or documents are furnished by defendants to the United States, defendants represent and identify in writing the material in any such information or documents to which a claim of protection may be asserted under Rule 26(c)(7) of the Federal Rules of Civil Procedure, and defendants mark each pertinent page of such material, "Subject to claim of protection under Rule 26(c)(7) of the Federal Rules of Civil Procedure," then the United States shall give defendants ten (10) calendar days notice prior to divulging such material in any legal proceeding (other than grand jury proceedings).

# XI. No Reacquisition

Defendants may not reacquire (or lease back without the approval of the United States, in its sole discretion) any part of the Divestiture Assets during the term of this Final Judgment.

#### XII. Retention of Jurisdiction

This Court retains jurisdiction to enable any party to this Final Judgment to apply to this

Court at any time for further orders and directions as may be necessary or appropriate to carry out

or construe this Final Judgment, to modify any of its provisions, to enforce compliance, and to

punish violations of its provisions.

# XIII. Expiration of Final Judgment

Unless this Court grants an extension, this Final Judgment shall expire ten years from the date of its entry.

# XIV. Public Interest Determination

Entry of this Final Judgment is in the public interest.

Date:	
	Court approval subject to procedures of Antitrust Procedures and Penalties Act, 15 U.S.C. § 16
	United States District Judge

# APPENDIX A

Address	City	State	ZIP	Metropolitan Area
1 CITY HALL PLZ	BOSTON	MA	02201	BOSTON-WORCESTER
10 TARA BLVD	NASHUA	NH	03062	BOSTON-WORCESTER
100 NAGOG PARK	ACTON	MA	01720	BOSTON-WORCESTER
1000 TECHNOLOGY PARK DR	BILLERICA	MA	01821	BOSTON-WORCESTER
109 STATE ST	BOSTON	MA	02109	BOSTON-WORCESTER
110 HUNTINGTON AVE	BOSTON	MA	02116	BOSTON-WORCESTER
110 SPIT BROOK RD	NASHUA	NH	03062	BOSTON-WORCESTER
12 HARTWELL AVE	LEXINGTON	MA	02421	BOSTON-WORCESTER
12 NEW ENGLAND EXECUTIVE PARK	BURLINGTON	MA	01803	BOSTON-WORCESTER
125 CAMBRIDGEPARK DR	CAMBRIDGE	MA	02140	BOSTON-WORCESTER
125 MIDDLESEX TPKE	BEDFORD	MA	01730	BOSTON-WORCESTER
1255 BOYLSTON ST	BOSTON	MA	02215	BOSTON-WORCESTER
1295 BOYLSTON ST	BOSTON	MA	02215	BOSTON-WORCESTER
132 BROOKLINE AVE	BOSTON	MA	02215	BOSTON-WORCESTER
135 SANTILLI HWY	EVERETT	MA	02149	BOSTON-WORCESTER
141 LEDGE ST	NASHUA	NH	03060	BOSTON-WORCESTER
1550 SOLDIERS FIELD RD	BOSTON	MA	02135	BOSTON-WORCESTER
161 DEVONSHIRE ST	BOSTON	MA	02110	BOSTON-WORCESTER
165 DASCOMB RD	ANDOVER	MA	01810	BOSTON-WORCESTER
175 GREAT RD	BEDFORD	MA	01730	BOSTON-WORCESTER
180 HARTWELL RD	BEDFORD	MA	01730	BOSTON-WORCESTER
2 CHARLESGATE W	BOSTON	MA	02215	BOSTON-WORCESTER
2 FENWAY PLZ	BOSTON	MA	02215	BOSTON-WORCESTER
2 HERITAGE DR	QUINCY	MA	02171	BOSTON-WORCESTER
211 CONGRESS ST	BOSTON	MA	02110	BOSTON-WORCESTER
220 BEAR HILL RD	WALTHAM	MA	02451	BOSTON-WORCESTER
235 WYMAN ST	WALTHAM	MA	02451	BOSTON-WORCESTER
25 LINNELL CIR	BILLERICA	MA	01821	BOSTON-WORCESTER
25 MALL RD	BURLINGTON	MA	01803	BOSTON-WORCESTER
262 WASHINGTON ST	BOSTON	MA	02108	BOSTON-WORCESTER
275 WYMAN ST	WALTHAM	MA	02451	BOSTON-WORCESTER
28 CROSBY DR	BEDFORD	MA	01730	BOSTON-WORCESTER
29 RANDOLPH RD	BEDFORD	MA	01731	BOSTON-WORCESTER
3 CLOCK TOWER PL	MAYNARD	MA	01754	BOSTON-WORCESTER
30 HAMILTON RD	LEXINGTON	MA	02420	BOSTON-WORCESTER
300 LONGWOOD AVE	BOSTON	MA	02115	BOSTON-WORCESTER
31 NAGOG PARK	ACTON	MA	01720	BOSTON-WORCESTER
33 ARCH ST	BOSTON	MA	02110	BOSTON-WORCESTER
330 BROOKLINE AVE	BOSTON	MA	02215	
35 DUNHAM RD	BILLERICA	MA	01821	BOSTON-WORCESTER
35 NORTHEASTERN BLVD	NASHUA	NH.	03062	BOSTON-WORCESTER
4 CROSBY DR	BEDFORD	MA	01730	BOSTON-WORCESTER
40 OLD BOLTON RD	STOW	MA	01775	BOSTON-WORCESTER
4040 MYSTIC VALLEY PKWY	MEDFORD	MA	02155	BOSTON-WORCESTER
419 BOYLSTON ST	BOSTON	MA	02116	BOSTON-WORCESTER

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FDFORD	MA	01754	BOSTON-WORCESTER
	MA	01730	BOSTON-WORCESTER
TTLETON	MA	01460	BOSTON-WORCESTER
ONCORD	100	01742	BOSTON-WORCESTER
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LLERICA	MA	01821	BOSTON-WORCESTER
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Address	City	State	ZIP	Metropolitan Area
199 CHAMBERS ST	NEW YORK	NY	10007	NEW YORK
2 CAMPUS DR	PARSIPPANY	NJ	07054	NEW YORK
200 METROPLEX DR	EDISON	NJ	08817	NEW YORK
221 W 26TH ST	NEW YORK	NY	10001	NEW YORK
226 E 54TH ST	NEW YORK	NY	10022	NEW YORK
226 WESTCHESTER AVE	WHITE PLAINS	NY	10604	NEW YORK
230 US HIGHWAY 206	FLANDERS	NJ	07836	NEW YORK
242 W 36TH ST	NEW YORK	NY	10018	NEW YORK
25 W 39TH ST	NEW YORK	NY	10018	NEW YORK
253 BROADWAY	NEW YORK	NY	10007	NEW YORK
27 RANDOLPH ST	CARTERET	NJ	07008	NEW YORK
27 W 23RD ST	<b>NEW YORK</b>	NY	10010	NEW YORK
286 ELDRIDGE RD	FAIRFIELD	NJ	07004	NEW YORK
2975 WESTCHESTER AVE	PURCHASE	NY	10577	NEW YORK
30 DUNNIGAN DR	SUFFERN	NY	10901	NEW YORK
30 FRENEAU AVE	MATAWAN	NJ	07747	NEW YORK
346 BROADWAY	<b>NEW YORK</b>	NY	10013	NEW YORK
346 MADISON AVE	NEW YORK	NY	10017	NEW YORK
360 PARK AVE S	<b>NEW YORK</b>	NY	10010	NEW YORK
380 ROUTE 59	AIRMONT	NY	10901	NEW YORK
4 MANHATTANVILLE RD	PURCHASE	NY	10577	NEW YORK
460 W 54TH ST	NEW YORK	NY	10019	NEW YORK
465 ENDO BLVD	GARDEN CITY	NY	11530	NEW YORK
485 US HIGHWAY 1	EDISON	NJ	08817	NEW YORK
501 FRANKLIN AVE	GARDEN CITY	NY	11530	NEW YORK
511 BENEDICT AVE	TARRYTOWN	NY	10591	NEW YORK
55 CARTER DR	EDISON	NJ	08817	NEW YORK
580 WHITE PLAINS RD	TARRYTOWN	NY	10591	NEW YORK
63 MADISON AVE	NEW YORK	NY	10016	NEW YORK
7 AMHERST PL	WHITE PLAINS	NY	10601	NEW YORK
7 CAMPUS DR	PARSIPPANY	NJ	07054	NEW YORK
70 W RED OAK LN	WEST HARRISON	NY	10604	NEW YORK
707 BROAD ST	NEWARK	NJ		NEW YORK
75 VIRGINIA RD	WHITE PLAINS	NY		NEW YORK
80 GRASSLANDS RD	ELMSFORD	NY	10623	
800 WESTCHESTER AVE	RYE BROOK	NY	10573	***************************************
	WHITE PLAINS			
845 N BROADWAY		NY	10603	
875 MERRICK AVE	WESTBURY	NY	11590	
DAVIS AVE	WHITE PLAINS	NY	10601	NEW YORK
100 S BROAD ST	PHILADELPHIA	PA	19110	
1100 N MARKET ST	WILMINGTON	DE	19801	
1400 LIBERTY RIDGE DR	CHESTERBROOK	PA	19087	
2 WALNUT GROVE DR	HORSHAM	PA	19044	
301 W 11TH ST	WILMINGTON	DE	19801	
400 CHESTERFIELD PKWY	MALVERN	PA	19355	PHILADELPHIA

Address	City	State	ZIP	Metropolitan Area
400 MARKET ST	PHILADELPHIA	PA	19106	PHILADELPHIA
460 E SWEDESFORD RD	WAYNE	PA	19067	PHILADELPHIA
620 LEE RD	CHESTERBROOK	PA	19087	PHILADELPHIA
735 CHESTERBROOK BLVD	CHESTERBROOK	PA	19087	PHILADELPHIA
750 EAST SWEDESFORD ROAD	<b>VALLEY FORGE</b>	PA	19482	PHILADELPHIA
900 W VALLEY RD	WAYNE	PA	19087	PHILADELPHIA
1 MCALISTER FARM RD	PORTLAND	ME	04103	PORTLAND
10 FREE ST	PORTLAND	ME	04101	PORTLAND
111 WESCOTT RD	SOUTH PORTLAND	ME	04106	PORTLAND
121 FREE ST	PORTLAND	ME	04101	PORTLAND
137 KENNEBEC ST	PORTLAND	ME	04101	PORTLAND
144 STATE ST	PORTLAND	ME	04101	PORTLAND
145 NEWBURY ST	PORTLAND	ME	04101	PORTLAND
148 MIDDLE ST	PORTLAND	ME	04101	PORTLAND
162 CANCO RD	PORTLAND	ME	04103	PORTLAND
164 MIDDLE ST	PORTLAND	ME	04101	PORTLAND
2 LEDGEVIEW DR	WESTBROOK	ME	04092	PORTLAND
20 MILK ST	PORTLAND	ME	04101	PORTLAND
25 BRADLEY DR	WESTBROOK	ME	04092	PORTLAND
25 PREBLE ST	PORTLAND	ME	04101	PORTLAND
261 COMMERCIAL ST	PORTLAND	ME	04101	PORTLAND
3 CANAL PLZ	PORTLAND	ME	04101	PORTLAND
33 SEWALL ST	PORTLAND	ME	04102	PORTLAND
4 WESTBROOK CMN	WESTBROOK	ME	04092	PORTLAND
400 CONGRESS ST	PORTLAND	ME	04101	PORTLAND
400 SOUTHBOROUGH DR	SOUTH PORTLAND	ME	04106	PORTLAND
45 BRADLEY DR	WESTBROOK	ME	04092	PORTLAND
500 SOUTHBOROUGH DR	SOUTH PORTLAND	ME	04106	PORTLAND
51 NONESUCH COVE RD	SCARBOROUGH	ME	04074	PORTLAND
510 CONGRESS ST	PORTLAND	ME	04101	PORTLAND
565 CONGRESS ST	PORTLAND	ME	04101	PORTLAND
636 RIVERSIDE ST	PORTLAND	ME	04103	PORTLAND
65 BRADLEY ST	PORTLAND	ME	04102	PORTLAND
696 CONGRESS ST	PORTLAND	ME	04102	PORTLAND
1 RIHTWAY	RIVERSIDE	RI	02915	PROVIDENCE
10 ADMIRAL ST	PROVIDENCE	RI	02908	PROVIDENCE
10 DORRANCE ST	PROVIDENCE	RI	02903	PROVIDENCE
111 BREWSTER ST	PAWTUCKET	RI	02860	PROVIDENCE
111 DORRANCE ST	PROVIDENCE	RI	02903	PROVIDENCE
120 CORLISS ST	PROVIDENCE	RI	02904	PROVIDENCE
125 DUPONT DR	PROVIDENCE	RI	02907	PROVIDENCE
127 DORRANCE ST	PROVIDENCE	RI	02903	PROVIDENCE
146 WESTMINSTER ST	PROVIDENCE	RI	02903	PROVIDENCE
155 S MAIN ST	PROVIDENCE	RI	02903	PROVIDENCE

Address	City	State	ZIP	Metropolitan Area
196 RICHMOND ST	PROVIDENCE	RI	02903	PROVIDENCE
2 RICHMOND SQ	PROVIDENCE	RI	02906	PROVIDENCE
20 WASHINGTON PL	PROVIDENCE	RI	02903	PROVIDENCE
21 PEACE ST	PROVIDENCE	RI	02907	PROVIDENCE
259 PINE ST	PROVIDENCE	RI	02903	PROVIDENCE
291 WESTMINSTER ST	PROVIDENCE	RI	02903	PROVIDENCE
30 CHESTNUT ST	PROVIDENCE	RI	02903	PROVIDENCE
4 RICHMOND SQ	PROVIDENCE	RI	02906	PROVIDENCE
40 CATAMORE BLVD	EAST PROVIDENCE	RI	02914	PROVIDENCE
400 WESTMINSTER ST	PROVIDENCE	RI	02903	PROVIDENCE
444 WESTMINSTER ST	PROVIDENCE	RI	02903	PROVIDENCE
50 KENNEDY PLZ	PROVIDENCE	RI	02903	PROVIDENCE
56 PINE ST	PROVIDENCE	RI	02903	PROVIDENCE
75 FOUNTAIN ST	PROVIDENCE	RI	02902	PROVIDENCE
76 DORRANCE ST	PROVIDENCE	RI	02903	PROVIDENCE
86 WEYBOSSET ST	PROVIDENCE	RI	02903	PROVIDENCE
89 SHIP ST	PROVIDENCE	RI	02903	PROVIDENCE
1000 SEMMES AVE	RICHMOND	VA	23224	RICHMOND
11100 W BROAD ST	<b>GLEN ALLEN</b>	VA	23060	RICHMOND
1200 E MAIN ST	RICHMOND	VA	23219	RICHMOND
1313 E MAIN ST	RICHMOND	VA	23219	RICHMOND
1450 E PARHAM RD	RICHMOND	VA	23280	RICHMOND
2040 THALBRO ST	RICHMOND	VA	23230	RICHMOND
2215 TOMLYN ST	RICHMOND	VA	23230	RICHMOND
2235 STAPLES MILL RD	RICHMOND	VA	23230	RICHMOND
4120 COX RD	GLEN ALLEN	VA	23060	RICHMOND
4461 COX RD	GLEN ALLEN	VA	23060	RICHMOND
4600 COX RD	GLEN ALLEN	VA	23060	RICHMOND
4851 LAKE BROOK DR	GLEN ALLEN	VA	23060	RICHMOND
7814 CAROUSEL LN	RICHMOND	VA	23294	RICHMOND
9950 MAYLAND DR	RICHMOND	VA	23233	RICHMOND
9960 MAYLAND DR	RICHMOND	VA	23233	RICHMOND
100 S ASHLEY DR	TAMPA	FL	33602	TAMPA
10410 HIGHLAND MANOR DR	TAMPA	FL	33610	TAMPA
10420 HIGHLAND MANOR DR	TAMPA	FL	33610	TAMPA
10430 HIGHLAND MANOR DR	TAMPA	FL	33610	TAMPA
10500 UNIVERSITY CENTER DR	TAMPA	FL	33612	TAMPA
110 DOUGLAS RD E	OLDSMAR	FL	34677	TAMPA
1410 N WESTSHORE BLVD	TAMPA	FL	33607	TAMPA
1511 N WESTSHORE BLVD	TAMPA	FL	33607	TAMPA
18301 CRANE NEST DRIVE	TAMPA	FL	33647	TAMPA
18335 DIGITAL DR	TAMPA	FL	33647	TAMPA
1915 N DALE MABRY HWY	TAMPA	FL	33607	TAMPA
2002 N LOIS AVE	TAMPA	FL	33607	TAMPA

Address	City	State	ZIP	Metropolitan Area
2502 N ROCKY POINT DR	TAMPA	FL	33607	TAMPA
2701 N ROCKY POINT DR	TAMPA	FL	33607	TAMPA
3505 E FRONTAGE RD	TAMPA	FL	33607	TAMPA
3608 QUEEN PALM DR	TAMPA	FL	33619	TAMPA
3800 CITIBANK CENTER TAMPA	TAMPA	FL	33610	TAMPA
3802 COCONUT PALM DR	TAMPA	FL	33619	TAMPA
4343 ANCHOR PLAZA PKWY	TAMPA	FL	33634	TAMPA
501 BROOKER CREEK BLVD	OLDSMAR	FL	34677	TAMPA
5050 W LEMON ST	TAMPA	FL	33609	TAMPA
5120 W CLIFTON ST	TAMPA	FL	33634	TAMPA
5201 W KENNEDY BLVD	TAMPA	FL	33609	TÄMPA
5300 W KNOX ST	TAMPA	FL	33634	TAMPA
5401 HANGAR CT	TAMPA	FL	33634	TAMPA
550 N REO ST	TAMPA	FL	33609	TAMPA
5755 HOOVER BLVD	TAMPA	FL	33634	TAMPA
8800 GRAND OAK CIR	TAMPA	FL	33637	TAMPA
8875 HIDDEN RIVER PKWY	TAMPA	FL	33637	TAMPA
1 CURIE CT	ROCKVILLE	MD	20850	WASHINGTON-BALTIMORE
1000 WILSON BLVD	ARLINGTON	VA	22209	WASHINGTON-BALTIMORE
10000 DEREKWOOD LN	LANHAM	MD	20706	WASHINGTON-BALTIMORE
1001 G ST NW	WASHINGTON	DC	20001	WASHINGTON-BALTIMORE
107 CARPENTER DR	STERLING	VA	20164	WASHINGTON-BALTIMORE
10802 PARKRIDGE BLVD	RESTON	VA	20191	WASHINGTON-BALTIMORE
10942 BEAVER DAM RD	COCKEYSVILLE	MD	21030	WASHINGTON-BALTIMORE
10955 GOLDEN WEST DR	HUNT VALLEY	MD	21031	WASHINGTON-BALTIMORE
111 S CALVERT ST	BALTIMORE	MD	21202	WASHINGTON-BALTIMORE
1111 CONSTITUTION AVE NW	WASHINGTON	DC	20002	WASHINGTON-BALTIMORE
11200 PEPPER RD	HUNT VALLEY	MD	21031	WASHINGTON-BALTIMORE
120 E BALTIMORE ST	BALTIMORE	MD	21202	WASHINGTON-BALTIMORE
1200 1ST ST SE	WASHINGTON	DC	20303	WASHINGTON-BALTIMORE
12001 INDIAN CREEK CT	BELTSVILLE	MD	20705	WASHINGTON-BALTIMORE
12007 SUNRISE VALLEY DR	RESTON	VA	20191	WASHINGTON-BALTIMORE
1201 SEVEN LOCKS RD	ROCKVILLE	MD	20854	WASHINGTON-BALTIMORE
12012 SUNSET HILLS RD	RESTON	VA	20190	WASHINGTON-BALTIMORE
12355 SUNRISE VALLEY DR	RESTON	VA	20191	WASHINGTON-BALTIMORE
12600 FAIR LAKES CIR	FAIRFAX	VA		WASHINGTON-BALTIMORE
12701 FAIR LAKES CIR	FAIRFAX	VA	22033	WASHINGTON-BALTIMORE
1301 PENNSYLVANIA AVE NW	WASHINGTON	DC	20004	
13461 SUNRISE VALLEY DR	HERNDON	VA		WASHINGTON-BALTIMORE
1350 I ST NW	WASHINGTON	DC		WASHINGTON-BALTIMORE
1375 PICCARD DR	ROCKVILLE	MD	20850	
1390 PICCARD DR	ROCKVILLE	MD	20850	WASHINGTON-BALTIMORE
1401 H ST NW	WASHINGTON	DC	20005	
16050 INDUSTRIAL DR	GAITHERSBURG	MD	20877	WASHINGTON-BALTIMORE

Address	City	State	ZIP	Metropolitan Area
16060 INDUSTRIAL DR	GAITHERSBURG	MD	20877	WASHINGTON-BALTIMORE
1709 NEW YORK AVE NW	WASHINGTON	DC	20006	WASHINGTON-BALTIMORE
1722 I ST NW	WASHINGTON	DC	20006	WASHINGTON-BALTIMORE
1759 BUSINESS CENTER DR	RESTON	VA	20190	WASHINGTON-BALTIMORE
1760 BUSINESS CENTER DR	RESTON	VA	20190	WASHINGTON-BALTIMORE
1800 G ST NW	WASHINGTON	DC	20006	WASHINGTON-BALTIMORE
1800 ROBERT FULTON DR	RESTON	VA	20191	WASHINGTON-BALTIMORE
1820 FORT MYER DR	ARLINGTON	VA	22209	WASHINGTON-BALTIMORE
1861 INTERNATIONAL DR	MC LEAN	VA	22102	WASHINGTON-BALTIMORE
1900 CAMPUS COMMONS DR	RESTON	VA	20191	WASHINGTON-BALTIMORE
1916 ISAAC NEWTON SQ W	RESTON	VA	20190	WASHINGTON-BALTIMORE
2 E CHASE ST	BALTIMORE	MD	21202	WASHINGTON-BALTIMORE
200 FAIRBROOK DR	HERNDON	VA	20170	WASHINGTON-BALTIMORE
200 INTERNATIONAL CIR	COCKEYSVILLE	MD	21030	WASHINGTON-BALTIMORE
2010 CORPORATE RDG	MC LEAN	VA -	22102	WASHINGTON-BALTIMORE
2021 L ST NW	WASHINGTON	DC	20036	WASHINGTON-BALTIMORE
20300 CENTURY BLVD	GERMANTOWN	MD	20874	WASHINGTON-BALTIMORE
20400 CENTURY BLVD	GERMANTOWN	MD	20874	WASHINGTON-BALTIMORE
210 N CHARLES ST	BALTIMORE	MD	21201	WASHINGTON-BALTIMORE
21355 RIDGETOP CIR	DULLES	VA	20166	WASHINGTON-BALTIMORE
21545 RIDGETOP CIR	STERLING	٧A	20166	WASHINGTON-BALTIMORE
2216 GALLOWS RD	DUNN LORING	VA	22027	WASHINGTON-BALTIMORE
2240 BROADBIRCH DR	SILVER SPRING	MD	20904	WASHINGTON-BALTIMORE
22461 SHAW RD	STERLING	VA	20166	WASHINGTON-BALTIMORE
22800 DAVIS DR	STERLING	VA	20164	WASHINGTON-BALTIMORE
2401 E ST NW	WASHINGTON	DC	20241	WASHINGTON-BALTIMORE
250 E ST SW	WASHINGTON	DC	20024	WASHINGTON-BALTIMORE
2650 PARK TOWER DR	VIENNA	VA	22180	WASHINGTON-BALTIMORE
2707 WILSON BLVD	ARLINGTON	VA	22201	WASHINGTON-BALTIMORE
2811 LORD BALTIMORE DR	BALTIMORE	MD	21244	WASHINGTON-BALTIMORE
300 14TH ST SW	WASHINGTON	DC	20228	WASHINGTON-BALTIMORE
301 W PRESTON ST	BALTIMORE	MD	21201	WASHINGTON-BALTIMORE
307 INTERNATIONAL CIR	COCKEYSVILLE	MD	21030	WASHINGTON-BALTIMORE
35 MARKET PL	BALTIMORE	MD	21202	WASHINGTON-BALTIMORE
3910 KESWICK RD	BALTIMORE	MD	21211	WASHINGTON-BALTIMORE
4 CHOKE CHERRY RD	ROCKVILLE	· MD	20850	WASHINGTON-BALTIMORE
401 14th St SW	WASHINGTON	DC	20024	WASHINGTON-BALTIMORE
401 M ST SW	WASHINGTON	DC	20024	WASHINGTON-BALTIMORE
403 GLENN DR	STERLING	VA	20164	WASHINGTON-BALTIMORE
4201 WILSON BLVD	ARLINGTON	VA	22203	WASHINGTON-BALTIMORE
4330 E WEST HWY	BETHESDA	MD	20814	WASHINGTON-BALTIMORE
4350 FAIRFAX DR	ARLINGTON	VA	22203	WASHINGTON-BALTIMORE
450 SPRINGPARK PL	HERNDON	VA	20170	WASHINGTON-BALTIMORE
5 CHOKE CHERRY RD	ROCKVILLE	MD	20850	WASHINGTON-BALTIMORE

Address	City	State	ZIP	Metropolitan Area
500 N CAPITOL ST NW	WASHINGTON	DC	20001	WASHINGTON-BALTIMORE
5161 RIVER RD	BETHESDA	MD	20816	WASHINGTON-BALTIMORE
523 E MONUMENT ST	BALTIMORE	MD	21202	WASHINGTON-BALTIMORE
5260 WESTERN AVE	CHEVY CHASE	MD	20815	WASHINGTON-BALTIMORE
540 HUNTMAR PARK DR	HERNDON	VA	20170	WASHINGTON-BALTIMORE
5515 SECURITY LN	<b>POCKVILLE</b>	MD	20852	WASHINGTON-BALTIMORE
5600 FISHERS LN	ROCKVILLE	MD	20852	WASHINGTON-BALTIMORE
575 HERNDON PKWY	HERNDON	VA	20170	WASHINGTON-BALTIMORE
6000 MCDILL BLVD	WASHINGTON	DC	20340	WASHINGTON-BALTIMORE
6009 OXON HILL RD	OXON HILL	MD	20745	WASHINGTON-BALTIMORE
801 12TH ST S	ARLINGTON	VA	22202	WASHINGTON-BALTIMORE
601 D ST NW	WASHINGTON	DC	20004	WASHINGTON-BALTIMORE
601 F ST NW	WASHINGTON	DC	20004	WASHINGTON-BALTIMORE
6495 NEW HAMPSHIRE AVE	<b>HYATTSVILLE</b>	MD	20783	WASHINGTON-BALTIMORE
656 QUINCE ORCHARD RD	GAITHERSBURG	MD	20878	WASHINGTON-BALTIMORE
6610 ROCKLEDGE DR	BETHESDA	MD	20817	WASHINGTON-BALTIMORE
666 11TH ST NW	WASHINGTON	DC	20001	WASHINGTON-BALTIMORE
6710 OXON HILL RD	OXON HILL	MD	20745	WASHINGTON-BALTIMORE
6801 ROCKLEDGE DR	BETHESDA	MD	20817	WASHINGTON-BALTIMORE
6903 ROCKLEDGE DR	BETHESDA	MD	20817	WASHINGTON-BALTIMORE
7020 VIRGINIA MANOR RD	BELTSVILLE	MD	20705	WASHINGTON-BALTIMORE
7067 COLUMBIA GATEWAY DR	COLUMBIA	MD	21046	WASHINGTON-BALTIMORE
7129 AMBASSADOR RD	BALTIMORE	MD	21244	WASHINGTON-BALTIMORE
7500 BOSTON BLVD	SPRINGFIELD	VA	22153	WASHINGTON-BALTIMORE
7811 MONTROSE RD	ROCKVILLE	MD	20854	WASHINGTON-BALTIMORE
7925 WESTPARK DR	MC LEAN	VA	22102	WASHINGTON-BALTIMORE
8230 LEESBURG PIKE	VIENNA	VA	22182	WASHINGTON-BALTIMORE
8230 OLD COURTHOUSE RD	VIENNA	VA	22182	WASHINGTON-BALTIMORE
8400 BALTIMORE AVE	<b>COLLEGE PARK</b>	MD	20740	WASHINGTON-BALTIMORE
8521 LEESBURG PIKE	VIENNA	VA	22182	WASHINGTON-BALTIMORE
8620 WESTWOOD CENTER DR	VIENNA	VA	22182	WASHINGTON-BALTIMORE
8930 STANFORD BLVD	COLUMBIA	MD	21045	WASHINGTON-BALTIMORE
9201 CORPORATE BLVD	ROCKVILLE	MD	20850	WASHINGTON-BALTIMORE
9210 CORPORATE BLVD	ROCKVILLE	MD	20850	WASHINGTON-BALTIMORE
9211 CORPORATE BLVD	ROCKVILLE	MD	20850	WASHINGTON-BALTIMORE
9270 GAITHER RD	GAITHERSBURG	MD	20877	WASHINGTON-BALTIMORE
9307 GERWIG LN	COLUMBIA	MD	21046	WASHINGTON-BALTIMORE
9704 MEDICAL CENTER DR	ROCKVILLE	MD	20850	WASHINGTON-BALTIMORE
9840 O'BRIAN ROAD	Fort Meade	MD	20755	WASHINGTON-BALTIMORE
LANGLEY HQTRS	LANGLEY	VA	22101	WASHINGTON-BALTIMORE
NASA GODDARD SFC BLDG 1	GREENBELT	MD	20771	WASHINGTON-BALTIMORE
RTE 198 RACETRACK ROAD	LAUREL	MD	20725	WASHINGTON-BALTIMORE