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

| | | |
|------------------------------|---|--------------------------------|
| IN RE: | § | |
| | § | Case No. 09-31828 (BJH) |
| IDEARC, INC., et al., | § | |
| | § | (Chapter 11) |
| Debtors. | § | (Jointly Administered) |
| | § | |

**MOTION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS, PURSUANT
TO 11 U.S.C. §§ 105(a), 1102(b)(3) AND 1103(c), FOR NUNC PRO TUNC ORDER
CLARIFYING REQUIREMENTS TO (1) PROVIDE ACCESS TO INFORMATION,
AND (2) SOLICIT AND RECEIVE COMMENTS FROM UNSECURED CREDITORS**

The Official Committee of Unsecured Creditors (the “Committee”) to the bankruptcy estate of Idearc Inc., et al. (the “Debtors”), by and through its counsel of record, hereby moves this Court for entry of an order, pursuant to sections 105(a), 1102(b)(3) and 1103(c) of title 11 of the United States Code (as amended, the “Bankruptcy Code”), clarifying the requirements under Section 1102(b)(3) to provide access to information to, and solicit and receive comments from

unsecured creditors represented by the Committee. In support of this motion (the “Motion”), the Committee respectfully represents as follows:

I. JURISDICTION

1. The Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are Sections 105(a), 1102 and 1103 of the Bankruptcy Code.

II. BACKGROUND

2. On March 31, 2009 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. The Debtors’ chapter 11 cases are being jointly administered and have been consolidated for procedural purposes only.

3. No trustee or examiner has been appointed in these cases. The Debtors continue to operate their business and manage their respective properties as debtors in possession under §§ 1107 and 1108 of the Bankruptcy Code.

4. On April 14, 2009 (the “Committee Appointment Date”), the Office of the United States Trustee formally appointed the Committee. The members of the Committee are as follows:

- a. U.S. Bank, N.A.
- b. Ahab Capital Management, Inc.
- c. Smith Management LLC
- d. Techniservice
- e. Communication Workers of America
- f. RR Donnelly Credit Services

The Committee represents the interests of all the Debtors’ general unsecured creditors.

III. RELIEF REQUESTED

5. Among the enumerated powers and duties prescribed by Section 1103(c) of the Bankruptcy Code, the Committee is authorized to (1) consult with the Debtors concerning the

administration of these Chapter 11 cases, (2) investigate the Debtors, its business and any other matter relevant to the case or the formulation of the plan, (3) participate in the formulation of a plan, and (4) perform such other services as are in the interest of those represented. *See* 11 U.S.C. § 1103(c). In addition to the powers and duties prescribed by Section 1103(c), the Bankruptcy Code requires that the Committee “provide access to information to creditors who - (i) hold claims of the kind represented by that committee; and (ii) are not appointed to the committee.” 11 U.S.C. § 1102(b)(3)(A). Section 1102(b)(3) further requires that the Committee “solicit and receive comments from creditors” represented by the Committee. 11 U.S.C. § 1102(b)(3)(B).

6. By this Motion, the Committee seeks entry of an order by the Court, *nunc pro tunc* to the Committee Appointment Date,¹ clarifying that Section 1102(b)(3)(A) of the Bankruptcy Code does not require the Committee to disseminate confidential, proprietary, non-public information concerning the Debtors, or any other information if the disclosure of such information would constitute the waiver of any applicable privilege, and establishing the procedures for soliciting and receiving comments from creditors to ensure compliance with the Committee’s obligations under Section 1102(b)(3)(B) of the Bankruptcy Code. The relief requested herein will help protect the Debtors’ confidential, privileged, proprietary and/or material non-public information from public dissemination that would be a detriment to the Debtors’ estates and its general unsecured creditors.² Moreover, the relief requested herein will assist the Committee in fulfilling its statutory and fiduciary obligations under the Bankruptcy Code.

¹ The order would govern all information possessed by the Committee, including information in the Committee’s possession prior to April 14, 2009.

² The Committee has negotiated an agreement regarding the sharing of information with the Debtors.

IV. BASIS FOR RELIEF REQUESTED

A. The Newly Enacted Section 1102(b)(3) of the Bankruptcy Code

7. As part of the Bankruptcy Abuse Prevention & Consumer Protection Act of 2005 (the “BAPCPA”), Congress added Section 1102(b)(3) to the Bankruptcy Code. In relevant part, Section 1102(b)(3) states that “[a] committee appointed under subsection (a) shall—(A) provide access to information for creditors who—(i) hold claims of the kind represented by that committee; and (ii) are not appointed to the committee; (B) solicit and receive comments from the creditors described in subparagraph (A); and (C) be subject to a court order that compels any additional report or disclosure to be made to the creditors described in subparagraph (A).” 11 U.S.C. § 1102(b)(3).

8. The United States Supreme Court has stated that when a statute is clear and unambiguous, “the sole function of the courts is to enforce it according to its term.” *U.S. v. Ron Pair Enters., Inc.*, 489 U.S. 235, 241 (1989) (quoting *Caminetti v. United States*, 242 U.S. 470, 485 (1917)). However, when “the literal application of a statute will produce a result demonstrably at odds with the intention of its drafters. . . . the intention of the drafters, rather than the strict language, controls.” *Id.* at 242-43 (citing *Griffin v. Oceanic Contractors, Inc.*, 458 U.S. 564 (1982)). Section 1102(b)(3) does not specify how a creditors committee may satisfy its obligations pursuant to this section.

9. In particular, Section 1102(b)(3)(A) does not state how a creditors committee should “provide access to information” or specify the nature, scope, or extent of the information that a creditors committee must provide to creditors. Likewise, Section 1102(b)(3)(B) does not specify how a creditors committee should “solicit and receive comments” from the creditors it represents. The legislative history to these sections offers no guidance on these issues as it is silent as to how a creditors committee may or should fulfill its obligation under Sections 1102(b)(3)(A)-(B) of the Bankruptcy Code.

10. Typically in chapter 11 cases, debtors share a variety of confidential, privileged, proprietary and/or material non-public information (collectively, the “Confidential/Privileged Information” as defined in form proposed order attached hereto as Exhibit B) with creditors committees. The Confidential/Privileged Information often includes sensitive business information such as financial statements, key employee compensation, and business strategies. Obtaining such information is crucial to a creditors committee’s ability to satisfy its statutory and fiduciary duties, including the duties to monitor the administration of the debtor’s case, investigate the debtor and its business, and participate in the formulation of a plan. Moreover, forced disclosure of Confidential/Privileged Information exposes the Committee to the risk of losing the relevant privilege. The loss of attorney-client, work-product or other applicable privilege would be devastating to the Committee’s ability to obtain independent and unfettered advice from its counsel and professionals.

11. Under Section 1102(b)(3)(A), the Committee may potentially be required to share the Confidential/Privileged Information with any of the Debtors’ general unsecured creditors seeking such information. If the Committee were forced to provide the Confidential/Privileged Information, such information could easily become public—to the detriment of the Debtors and their estates. Faced with the possibility that its Confidential/Privileged Information may be widely disseminated, the Debtors will be highly reluctant and may even be unwilling to share any information of a sensitive nature with the Committee. Losing access to such information seriously jeopardizes the Committee’s ability to satisfy its statutory and fiduciary duties under the Bankruptcy Code.

12. To better address issues concerning Confidential/Privileged Information that the Committee currently possesses or may obtain during the course of the Debtors’ bankruptcy cases, the Committee has adopted the certain by-laws that, *inter alia*, govern its members’ duties and responsibilities with respect to such information. The By-Laws of the Official Committee of Unsecured Creditors to Idearc, Inc., et al. (“Committee By-Laws”) are attached hereto as Exhibit A.

13. Similarly, without further guidance as to what constitutes satisfaction of its obligation under Section 1102(b)(3)(B), the Committee faces having to take burdensome and potentially costly measures to ensure that it has satisfied its statutory duty to solicit and receive comments from its creditor constituents.

14. The Committee believes that the most efficient and cost-effective method of soliciting and receiving comments from the creditors it represents is to hold periodic telephonic meetings open to all creditors represented by the Committee. Subject to the Court's approval, the Committee proposes providing notice of the periodic meetings by posting the date and time of such meetings, along with dial-in information, on the Debtors' bankruptcy website (<http://www.kccllc.net/idearc>) no later than fifteen (15) days before such meeting. Any unsecured creditor wishing to participate in the periodic meetings may elect to do so by calling in to participate at the designated date and time of such meeting.

B. The Court's Powers to Grant Relief Under the Bankruptcy Code

15. Pursuant to Section 105(a) of the Bankruptcy Code, the Court has the inherent power to "issue any order, process or judgment that is necessary and appropriate to carryout the provisions of this title." 11 U.S.C. § 105(a). The Bankruptcy Code also provides that "[o]n request of a party in interest, the bankruptcy court *shall* . . . protect any entity with respect to a trade secret or confidential research, development, or commercial information." 11 U.S.C. § 107(b)(1) (emphasis added); *see Video Software Dealers Ass'n v. Orion Pictures Corp.*, 21 F.3d 24, 27 (2d Cir. 1994) (stating that under Section 107(b)(1) of the Bankruptcy Code, "the court is required to protect a requesting interested party and has no discretion to deny the application.").

16. Courts that have addressed Section 1102(b)(3) have focused on access to confidential and privileged information under Section 1102(b)(3)(A). These courts entered orders confirming that creditors committees are not obligated to provide confidential or privileged information to the creditors they represent. *See In re Refco, Inc.*, Case No. 05-60006 (Bankr. S.D.N.Y. filed Oct. 17, 2005); *In re Calpine Corp.*, Case No. 05-60200 (Bankr.

S.D.N.Y. filed Dec. 20, 2005); *In re Musicland Holding Corp.*, Case No. 06-10064 (Bankr. S.D.N.Y. filed Jan. 12, 2006); *In re Riverstone Networks, Inc.*, Case No. 06-10110 (Bankr. D. Del. filed Feb. 7, 2006); *In re Dana Corp.*, Case No. 06-10354 (Bankr. S.D.N.Y. filed Mar. 3, 2006).

17. In holding that the Committee would not be required to disclose confidential or privileged information without further order from the court, the court in the *Refco* case stated that “a committee should not have to ‘forward all of the raw data it receives and considers,’ as if it were a virtual information bank for its constituents.” *In re Refco, Inc.*, 336 B.R. 187, 194 (Bankr. S.D.N.Y. 2006).

18. Although nothing in the Bankruptcy Code, the BAPCPA or the legislative history of Section 1102(b)(3) requires the Committee to provide creditors with Confidential/Privileged Information or to hold periodic meetings with its creditor constituency, the significance of these issues compelled the Committee to seek clarification from the Court. The ambiguity in what constitutes satisfaction of the Committee’s obligation under Sections 1102(b)(3)(A) and (B) seriously challenges the Committee’s ability to fulfill its statutory and fiduciary duties under the Bankruptcy Code.

19. Accordingly, the Committee hereby seeks an order clarifying that (1) Section 1102(b)(3)(A) does not obligate the Committee to provide access to Confidential/Privileged Information to its general unsecured creditor constituents; and (2) holding periodic meetings with its creditor constituents satisfies the Committee’s obligations under Section 1102(b)(3)(B). Consistent with the Committee’s obligations and in the aid of fulfilling these obligations, the Committee also respectfully requests that the Court approve the proposed and executed Committee By-Laws attached hereto as Exhibit A. Because the disclosure of Confidential/Privileged Information pursuant to Section 1102(b)(3)(A), and the costs associated with soliciting and receiving comments from creditors in compliance with Section 1102(b)(3)(B) are potentially detrimental to the Debtors and their estates, the relief

sought by the Committee is not only for the benefit of the Committee but for the benefit of the estates.

WHEREFORE, the Committee respectfully requests that the Court (a) grant the relief requested herein by entering an order substantially in the form attached hereto as Exhibit B, and (b) grant to the Committee such other and further relief as the Court may deem proper.

DATED: May 18, 2009.

Respectfully Submitted,

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that on May 18, 2009, a true and correct copy of the foregoing document was served upon all parties on the attached Master Service List via e-mail or United States first class mail, postage prepaid, as indicated, in accordance with the Federal Rules of Bankruptcy Procedure and by e-mail upon the parties that receive notifications in this case pursuant to the Court's ECF system.

/s/ Trey Monsour
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MASTER SERVICE LIST

(as of May 14, 2009)

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Exhibit A

Committee Bylaws

**BY-LAWS OF THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS
TO
IDEARC INC., ET AL**

MEMBERSHIP

A. Membership on the Official Committee of Unsecured Creditors (the "Committee") shall consist of those unsecured creditors of the Idearc Inc., et al (the "Debtors")¹ bankruptcy cases filed in the United States Bankruptcy Court for the Northern District of Texas which are appointed by the U.S. Trustee or (in the case of *ex officio* members) elected by the Committee. Except as otherwise expressly set forth herein, each member of the Committee at a meeting shall be entitled to cast one vote. Questions brought before the Committee shall be decided by the vote of the members of the Committee entitled to vote as set forth below.

B. As of the date hereof the Committee members are as follows:

U.S. Bank, N.A., as Indenture Trustee

Ahab Capital Management, Inc.

Smith Management LLC

Communication Workers of America

RR Donnelly Credit Services

Nate Schwartz

Additional members may be added to the Committee after the date hereof, if such member (1) is either designated by the U.S. Trustee assigned to the Debtors' bankruptcy cases to serve as an additional member or replace an existing official member of the Committee and/or voted by a majority of the existing Committee members to serve in an *ex officio* capacity; (2) executes, agrees and consents to the Committee representation letter with Committee counsel; and (3) elects to be a member of the Committee.

C. Every member of the Committee may designate a representative and alternate to attend Committee meetings, provided, however, that such representative and alternate is an employee or retained professional of, or an attorney or attorney-in-fact for, such member. Any alternative designation must be made to the Chair prior to the relevant meeting. An alternate

¹ The Debtors in the related cases are: Idearc Inc., Idearc Information Services LLC, Idearc Media LLC, Idearc Media Services – East Inc., Idearc Media Services – West Inc., Idearc Merida Sales – East Inc., Idearc Media Sales – West Inc., Idearc Media Sales – East Co., License Application Corporation, and Second License Application Corporation.

may represent a member of the Committee for all purposes at a meeting in the absence of the primary representative.

OFFICERS

A. The Chair of the Committee shall be elected by the affirmative vote of a majority of members of the Committee present at a meeting, including any proxy votes but excluding abstentions, provided, however, the members of the Committee present at such meeting constitute a quorum (as determined below). A Chair of the Committee may resign at any time, and a Chair of the Committee may be removed or replaced in the same manner as a Chair may be elected. U.S. Bank has been selected to serve as the initial Chair of the Committee.

B. Unless otherwise expressly set forth herein, there shall be no requirement that the Chair be present at any regular or special meeting of the Committee in order to conduct Committee business and/or vote on particular matters, provided, however, that a quorum is present before any decisions are made by the Committee pursuant to a vote of present members.

QUORUM

A. A quorum shall consist of the number of members of the Committee necessary to constitute at least 50% of all official members of the Committee (i.e., the number of members necessary to constitute a quorum shall be exclusive of any *ex officio* members of the Committee) at any given time, present in person (or telephonically) or represented by proxy.

B. Members of the Committee may only vote by their designated representative or designated alternates.

C. Proxies in respect of specific meetings will be permitted, provided, however, that such proxy vote shall be confirmed in writing, which may include electronic mail, to the Chair by such voting member prior to the relevant meeting. Voting by a designated representative or alternate will not be deemed to be voting by proxy.

MEETINGS

A. No meeting shall be held unless a quorum is present at the beginning, of the meeting.

B. Regular meetings shall be held by telephone and shall not be held on less than twenty-four (24) hours prior notice.

C. Special meetings may be held by telephone and may be called by the Chair or Committee Counsel on at least twelve (12) hours prior notice by telephone, electronic mail, or telecopy to each member, provided, however, that in an emergency the Chair may call a meeting on shorter notice. The primary purpose of the special meeting shall be set forth in the notice.

D. The Chair and/or Committee Counsel shall call all meetings and shall call special meetings whenever the Chair deems it appropriate or whenever requested to do so by any other member of the Committee. Notice of all regular meetings shall be given by electronic mail, overnight mail, regular mail, telecopy or telephone.

E. Because of the potentially sensitive, nonpublic nature of subjects that may be discussed by the Committee, meetings of the Committee shall not be open to persons other than members of the Committee, their designated representatives, alternates and designated counsel, and professionals employed by the Committee, provided, however, the Committee, by affirmative vote of a simple majority of voting members present and constituting a quorum, may, for special, limited purposes, permit other persons to attend. Notwithstanding the aforementioned nonpublic nature of certain subjects discussed by the Committee and without limiting the generality of the foregoing, the members of the Committee acting in such capacity and the Committee itself shall at all times act pursuant to their fiduciary duties to act in the best interest of unsecured creditors of the Debtors.

F. The Chair and/or Committee Counsel shall preside at all meetings of the Committee.

G. The Committee Counsel, or any such person the Committee Counsel may designate, will take minutes at each meeting.

AGENDA

A. To the extent possible, matters shall be presented to the Committee upon written agenda prepared by the Chair and/or Committee Counsel and transmitted to the Committee members as expeditiously as possible in advance of Committee meetings.

B. Any member may at any time place any matter before the Committee for its action, whether or not such matter is listed on the agenda.

ACTION BY COMMITTEE

A. Action by the Committee at a meeting shall require the affirmative vote of a majority of present members of the Committee, including any proxy votes but excluding abstentions, provided, however, the present members of the Committee constitute a quorum. The Chair, with the assistance of Committee Counsel and other Committee professionals, shall tally and record the votes of members of the Committee. The Chair's determination of the vote of the Committee with respect to any matter will be final.

B. In emergencies, action may be taken by Committee vote without a special meeting, provided, however, that the Chair determines, upon consultation with Committee Counsel, that the situation requires emergency action. In such cases, electronic mail describing the nature of the emergency and the proposed course of action will be sent to all members. After such notice is sent, votes may be obtained by polling members on the issue by telephone, electronic mail, or telecopier. Polling may be conducted by the Chair, Committee Counsel, or an agent or employee of such persons. Such a vote shall be effective if a good-faith effort is made to reach and consult with each representative of the members of the Committee or their

designated alternates with respect to the proposed action, and if, prior to the taking of such action, a simple majority of the members of the Committee (excluding abstentions) approve the action, which approval shall be confirmed in writing, which may include electronic mail, to the Chair. The Chair or its designee shall provide all members with prompt written notice of the final tally of votes and any such emergency action.

C. The Chair and/or any designees selected by an affirmative vote of a simple majority of the voting members present and constituting a quorum, shall speak for the Committee as authorized by the Committee, and shall at times on behalf of the Committee provide instructions to the Committee Counsel, the Committee accountants, and other professionals retained by the Committee. Committee Counsel and other professionals retained by the Committee are authorized to act upon the advice and instructions of the Chair and/or the Committee issued in accordance with the Bylaws, Committee Counsel will not consent to or evidence a Committee position on any matter except with the Committee's authority pursuant to the Bylaws.

D. Upon request by a member of the Committee, such member's vote on any matter shall be recorded in the minutes of the appropriate meeting,

CONFIDENTIALITY OF INFORMATION

A. "Confidential/Privileged Information" shall mean: (i) all deliberations of the Committee, discussions and votes on matters before the Committee at a meeting and the resolutions adopted by the Committee, (ii) all communications between or among any of the Committee, the Committee members, the members' designated representatives or alternates, the Committee's and the members' counsel and/or other professionals (it being further acknowledged that such communications also may be subject to the attorney-client privilege or other applicable privileges), and (iii) all information provided to the Committee by the Debtors, the Debtors' designated representatives, counsel and/or other professionals, including any documents, correspondence, and other information clearly marked by the Debtors or their professionals with the legend "Confidential," "Privileged," "Confidential and Privileged," or with a similar legend, or if oral information, is clearly identified prior to being conveyed to the recipient as being confidential and/or privileged, provided, however, that with respect to each of subparagraphs (i), (ii) and (iii) the foregoing information is Confidential/Privileged Information only to the extent that it relates directly to the Debtors' bankruptcy proceedings and/or the Committee's business relating thereto. Notwithstanding the foregoing, Confidential/Privileged Information does not include information that: (a) is or becomes generally available to the public other than as a result of a disclosure by the recipient member of the Committee in violation of these Bylaws; (b) is or becomes available to or in the possession of the recipient or the recipient's representatives or professionals on a non-confidential basis other than through membership on the Committee, provided, however, that to the knowledge of the recipient the information source was not bound by a confidentiality obligation in favor of the disclosing entity; and/or (c) is independently developed by the recipient or its representatives or professionals.

B. Unless the Committee takes action otherwise, and subject to the terms of any separately executed confidentiality agreements between the Committee and the Debtors as well

as the requirements of Section 1102(b)(3) of the Bankruptcy Code and a final order of the Bankruptcy Court regarding the same, and except as expressly provided in Paragraphs A through and including D, no member (including *an ex officio* member) of the Committee shall disclose Confidential/Privileged Information.

C. Subject to the terms of any separately executed confidentiality agreements between the Committee and the Debtors as well as the requirements of Section 1102(b)(3) of the Bankruptcy Code and a final order of the Bankruptcy Court regarding the same, Confidential/Privileged Information may be disclosed by a member of the Committee to: (i) other members of the Committee and those members' designated representatives, alternates and/or professionals; (ii) designated counsel and other professionals employed by the Committee; (iii) Committee members' affiliates and their directors, officers, employees, managers, members, partners, subsidiaries, affiliates, agents, advisors (including, without limitation, attorneys, accountants, consultants, bankers, appraisers, and financial advisors), provided, however, that in any event the member shall be responsible for any breach of any confidentiality provisions by such persons and/or entities; (iv) regulatory agencies where and to the extent required by law or regulation, provided, however, that the Committee shall first inform the Debtors and their counsel before providing any of the Debtors' confidential and/or privileged information to any such agency; (v) Committee members' outside auditors to the extent necessary for such outside auditor to conduct its audit of the Committee member; and/or (vi) such persons or entities as to which disclosure of such information is legally required in connection with a judicial or administrative proceeding, provided, however, that the Committee shall first inform the Debtors and their counsel before providing any of the Debtors' confidential and/or privileged information to any third party under compulsion of law.

D. The confidentiality provisions of Paragraphs A through D shall be binding upon the Committee and its members (including *ex officio* members and members that resign from the Committee prior to its dissolution) until the later of six (6) months following (i) the effective date of any confirmed reorganization plan of the Debtors or (ii) the dissolution of the Committee (twelve (12) months for members following their resignation from the Committee if such resignation occurs prior to dissolution of the Committee) after which such confidentiality provisions shall no longer be binding upon the Committee and such members, *ex officio* members, and members that resign from the Committee prior to its dissolution, provided, however, that the confidentiality provisions set forth; herein, as well as any similar provisions set forth in separate confidentiality agreements between the Committee and Debtors and the requirements of Section 1102(b)(3) of the Bankruptcy Code and related orders of the Bankruptcy Court, shall remain in force as to matters concerning any continuing litigation of specific claims related to the Debtors' bankruptcy cases that may remain pending after six (6) months after dissolution of the Committee until the conclusion of said litigation.

SUBCOMMITTEES AND DESIGNEES

The Committee may create such subcommittees and/or designate particular members of the Committee as it deems appropriate and delegate to such subcommittees such powers and responsibilities as it deems necessary, as long as such appointment and delegation are approved by an affirmative vote of a simple majority of voting members present (exclusive of abstentions),

provided, however, that such voting members constitute a quorum and the designee consents to serve in such capacity. The Chair shall be deemed a member of each subcommittee.

RULES OF PROCEDURE


The Chair and Committee Counsel shall preside over all Committee meetings in a manner that promotes fairness, a full opportunity for analysis of all business coming before the Committee, and a full opportunity for each Committee member to express its views. Parliamentary procedure, such as "Robert's Rules of Order," need not be followed.

AMENDMENT TO BYLAWS

These Bylaws may be amended or repealed, by the affirmative vote of a simple majority of the voting members of the Committee, excluding abstentions, provided that a quorum is present.

The Committee, having reviewed these Bylaws and a quorum being present, adopted these Bylaws by the affirmative vote of a simple majority of all voting members of the Committee, excluding abstentions, at its meeting on [____], 2009.

U.S. BANK, N.A., AS INDENTURE TRUSTEE

By: 
Its: Vice President

AHAB CAPITAL MANAGEMENT, INC.

By: _____
Its: _____

SMITH MANAGEMENT LLC

By: _____
Its: _____

provided, however, that such voting members constitute a quorum and the designee consents to serve in such capacity. The Chair shall be deemed a member of each subcommittee.

RULES OF PROCEDURE

The Chair and Committee Counsel shall preside over all Committee meetings in a manner that promotes fairness, a full opportunity for analysis of all business coming before the Committee, and a full opportunity for each Committee member to express its views. Parliamentary procedure, such as "Robert's Rules of Order," need not be followed.

AMENDMENT TO BYLAWS


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The Committee, having reviewed these Bylaws and a quorum being present, adopted these Bylaws by the affirmative vote of a simple majority of all voting members of the Committee, excluding abstentions, at its meeting on [_____], 2009.

U.S. BANK, N.A., AS INDENTURE TRUSTEE

By: _____
Its: _____

AHAB CAPITAL MANAGEMENT, INC.

By:  _____
Its: RENEWAL REFERENCE _____

SMITH MANAGEMENT LLC

By: _____
Its: _____

provided, however, that such voting members constitute a quorum and the designee consents to serve in such capacity. The Chair shall be deemed a member of each subcommittee.

RULES OF PROCEDURE

The Chair and Committee Counsel shall preside over all Committee meetings in a manner that promotes fairness, a full opportunity for analysis of all business coming before the Committee, and a full opportunity for each Committee member to express its views. Parliamentary procedure, such as "Robert's Rules of Order," need not be followed.

AMENDMENT TO BYLAWS

These Bylaws may be amended or repealed, by the affirmative vote of a simple majority of the voting members of the Committee, excluding abstentions, provided that a quorum is present.

The Committee, having reviewed these Bylaws and a quorum being present, adopted these Bylaws by the affirmative vote of a simple majority of all voting members of the Committee, excluding abstentions, at its meeting on [____], 2009.

U.S. BANK, N.A., AS INDENTURE TRUSTEE

By: _____
Its: _____

AHAB CAPITAL MANAGEMENT, INC.

By: 
Its: JONATHAN GALLEN

SMITH MANAGEMENT LLC

By: _____
Its: _____

provided, however, that such voting members constitute a quorum and the designee consents to serve in such capacity. The Chair shall be deemed a member of each subcommittee.

RULES OF PROCEDURE

The Chair and Committee Counsel shall preside over all Committee meetings in a manner that promotes fairness, a full opportunity for analysis of all business coming before the Committee, and a full opportunity for each Committee member to express its views. Parliamentary procedure, such as "Robert's Rules of Order," need not be followed.

AMENDMENT TO BYLAWS

These Bylaws may be amended or repealed, by the affirmative vote of a simple majority of the voting members of the Committee, excluding abstentions, provided that a quorum is present.

The Committee, having reviewed these Bylaws and a quorum being present, adopted these Bylaws by the affirmative vote of a simple majority of all voting members of the Committee, excluding abstentions, at its meeting on May 13, 2009.


U.S. BANK, N.A., AS INDENTURE TRUSTEE

By: _____
Its: _____

AHAB CAPITAL MANAGEMENT, INC.

By: _____
Its: _____

SMITH MANAGEMENT LLC

By:  _____ Jim Plohg
Its: Vice President & Chief Compliance Officer

COMMUNICATION WORKERS OF AMERICA

By: Patrick E. Mil
Its: Representative

RR DONNELLY CREDIT SERVICES

By: _____
Its: _____

NATE SCHWARTZ

By: _____
Its: _____

COMMUNICATION WORKERS OF AMERICA

By: _____
Its: _____

RR DONNELLY CREDIT SERVICES

By: *Dan P...*
Its: DIRECTOR CREDIT SERVICES

NATE SCHWARTZ

By: _____
Its: _____

COMMUNICATION WORKERS OF AMERICA

By: _____
Its: _____

RR DONNELLY CREDIT SERVICES

By: _____
Its: _____

NATE SCHWARTZ

By: Nate Schwartz
Its: _____

Exhibit B

Proposed Order

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

IN RE: §
§ **Case No. 09-31828 (BJH)**
IDEARC, INC., et al., §
§ **(Chapter 11)**
Debtors. § **(Jointly Administered)**
§

ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 1102(b)(3) AND 1103(c), FOR *NUNC PRO TUNC* ORDER CLARIFYING REQUIREMENTS TO (1) PROVIDE ACCESS TO INFORMATION, AND (2) SOLICIT AND RECEIVE COMMENTS FROM UNSECURED CREDITORS

Upon the motion (the “Motion”; capitalized terms used but not defined herein shall have the meanings given them in the Motion) filed on May 18, 2009 by the Official Committee of Unsecured Creditors (the “Committee”), pursuant to 11 U.S.C. §§ 105(a), 1102(b)(3) and 1103(c) of title 11 of the United States Code (as amended, the “Bankruptcy Code”), for an order, *nunc pro tunc* to April 14, 2009, clarifying the Committee’s obligation to (1) provide access to

information to general unsecured creditors, and (2) solicit and receive comments from creditors; this Court having considered the Motion, any objections thereto, and being fully advised of the grounds for entry of an order set forth therein; appropriate notice and opportunity for a hearing on the Motion having been given; the relief requested in the Motion being in the best interest of the Debtors, their estates and their creditors; this Court having jurisdiction to grant the relief requested pursuant to 28 U.S.C. §§ 157 and 1334; venue before this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409(a); this matter constituting a core proceeding pursuant to 28 U.S.C. § 157(b); and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. All objections to the Motion or the relief requested therein that have not been withdrawn, waived, or settled, including all reservations of rights included therein, which are not otherwise resolved in this Order, are overruled on the merits.
3. Notwithstanding anything contained in Section 1102(b)(3)(A) of the Bankruptcy Code, the Committee shall not disseminate to any entity (as defined by Section 101(15) of the Bankruptcy Code, "Entity"), including any creditors that are not members of the Committee ("Non-Committee Creditors"): (i) any non-public information concerning the Debtors or the Committee, including, but not limited to, any confidential, proprietary, or other non-public materials of the Committee and documents, mental impressions, strategy, memoranda, expert reports, legal analysis, interview memoranda or summaries, factual summaries, communications and other information and materials relevant to the Debtors' bankruptcy cases, whether provided voluntarily or involuntarily by or on behalf of the Debtors or by any third party or prepared by or for the Committee, including any information designated as "Confidential" by the Debtors pursuant to any Confidentiality Agreement; or (ii) any other information if the effect of such disclosure would constitute a general waiver of the attorney-client, work-product, or other applicable privilege possessed by the Debtors or the Committee (whether solely or shared with

another party) (separately, the “Confidential Information” or “Privileged Information” or, collectively, the “Confidential/Privileged Information”).

4. The Debtors shall assist the Committee in identifying any Confidential/Privileged Information concerning the Debtors that is provided by the Debtors, their agents or professionals, or by any third party, to the Committee, its agents and professionals.

5. If a creditor that is not a member of the Committee (the “Requesting Creditor”) submits a written request (the “Information Request”) for the Committee to disclose information, the Committee shall as soon as practicable, but no more than ten (10) business days after receipt of the Information Request, provide a written response to the Information Request (the “Response”) that (i) attaches this Order; (ii) provides any non-confidential, non-proprietary, and non-privileged information in the Committee’s possession that is responsive to the Information Request, unless the Committee determines, in its sole discretion, that such request is unduly burdensome; and (iii) further informs the Requesting Creditor that the Committee is not permitted to share Confidential/Privileged Information with Non-Committee Creditors. Under no circumstances shall the Committee share or disseminate Confidential/Privileged Information of the Debtors to any third parties, including, but not limited to, the Requesting Creditor, unless the Court expressly orders otherwise.

6. If the Requesting Creditor still wishes to obtain Confidential/Privileged Information after receiving the Response, the Requesting Creditor may, after a good faith effort to meet and confer with the Debtors and/or the Debtors’ authorized representatives and professionals to request that such information be provided, seek to compel such disclosure for cause pursuant to a motion filed in this Court. Such motion shall be served and the hearing on such motion shall be noticed and scheduled pursuant to the Federal Rules of Bankruptcy Procedure and applicable local rules.

7. Nothing in the Order requires the Committee to provide access to any information (regardless of whether such information constitutes Confidential Information or Privileged Information) or solicit comments from any Entity that has not demonstrated to the satisfaction of

the Committee, in its sole discretion, or the Court, that it holds claims of the kind described in Section 1102(b)(3) of the Bankruptcy Code.

8. None of the Debtors, the Committee and any of their respective directors, officers, employees, members, attorneys, consultants, advisors and agents (acting in such capacity) (collectively, the "Exculpated Parties"), shall have or incur any liability to any Entity (including the Debtors and their affiliates) for any acts or the omission of such acts taken in connection with the preparation or dissemination of information provided pursuant to this Order and Section 1102(b)(3) of the Bankruptcy Code; provided, however, that the foregoing shall not affect the liability of any Exculpated Party protected pursuant to this paragraph that otherwise would result from any such act or omission to the extent that such act or omission is determined in a final non-appealable order to have constituted a breach of fiduciary duty, gross negligence, or willful misconduct, including without limitation, fraud and criminal misconduct, or the breach of any confidentiality agreement or order. Without limiting the foregoing, the exculpation provided in this paragraph shall be coextensive with any Exculpated Party's qualified immunity under applicable law.

9. This Order shall be effective as of its entering, however, the terms of the Order shall apply to all information governed by this Order, including information in the Committee's possession prior to April 14, 2009

10. Consistent with the Committee's obligations and in aid of fulfilling its duties with respect to the Debtors' bankruptcy cases, the By-Laws of Official Committee of Unsecured Creditors of Idearc, Inc., et al., which are attached hereto as Exhibit A, are hereby approved.

11. In satisfaction of its statutory obligations under Section 1102(b)(3)(B), the Committee is authorized to hold periodic meetings open to all creditors represented by the Committee. Consistent with this obligation, the Committee shall provide notice of the periodic meetings by posting the date and time of such meetings, along with dial-in information., on the Debtors' bankruptcy website (<http://www.kccllc.net/idearc>) no later than fifteen (15) days before such meeting. Any unsecured creditor wishing to participate in the periodic meetings may elect

to do so by calling in to participate at the designated date and time of such meeting. For the avoidance of doubt, the Committee shall not provide any Confidential/Privileged Information of the Debtors to any Non-Committee Creditors attending in-person or appearing telephonically at the periodic meetings described in this paragraph. If such Non-Committee Creditor wishes to obtain additional information, such creditor must submit a written Information Request to the Committee pursuant to paragraph 5 of this Order. If the information sought constitutes Confidential/Privileged Information of the Debtors, the Requesting Creditor must comply with the procedures set forth in paragraph 6 of this Order.

12. This Court shall retain jurisdiction with respect to all matters arising from or relating to the implementation of this Order.

END OF ORDER

Prepared by:

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Haig M. Maghakian
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PROPOSED COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS

Exhibit A

Committee Bylaws

**BY-LAWS OF THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS
TO
IDEARC INC., ET AL**

MEMBERSHIP

A. Membership on the Official Committee of Unsecured Creditors (the "Committee") shall consist of those unsecured creditors of the Idearc Inc., et al (the "Debtors")¹ bankruptcy cases filed in the United States Bankruptcy Court for the Northern District of Texas which are appointed by the U.S. Trustee or (in the case of *ex officio* members) elected by the Committee. Except as otherwise expressly set forth herein, each member of the Committee at a meeting shall be entitled to cast one vote. Questions brought before the Committee shall be decided by the vote of the members of the Committee entitled to vote as set forth below.

B. As of the date hereof the Committee members are as follows:

U.S. Bank, N.A., as Indenture Trustee

Ahab Capital Management, Inc.

Smith Management LLC

Communication Workers of America

RR Donnelly Credit Services

Nate Schwartz

Additional members may be added to the Committee after the date hereof, if such member (1) is either designated by the U.S. Trustee assigned to the Debtors' bankruptcy cases to serve as an additional member or replace an existing official member of the Committee and/or voted by a majority of the existing Committee members to serve in an *ex officio* capacity; (2) executes, agrees and consents to the Committee representation letter with Committee counsel; and (3) elects to be a member of the Committee.

C. Every member of the Committee may designate a representative and alternate to attend Committee meetings, provided, however, that such representative and alternate is an employee or retained professional of, or an attorney or attorney-in-fact for, such member. Any alternative designation must be made to the Chair prior to the relevant meeting. An alternate

¹ The Debtors in the related cases are: Idearc Inc., Idearc Information Services LLC, Idearc Media LLC, Idearc Media Services – East Inc., Idearc Media Services – West Inc., Idearc Merida Sales – East Inc., Idearc Media Sales – West Inc., Idearc Media Sales – East Co., License Application Corporation, and Second License Application Corporation.

may represent a member of the Committee for all purposes at a meeting in the absence of the primary representative.

OFFICERS

A. The Chair of the Committee shall be elected by the affirmative vote of a majority of members of the Committee present at a meeting, including any proxy votes but excluding abstentions, provided, however, the members of the Committee present at such meeting constitute a quorum (as determined below). A Chair of the Committee may resign at any time, and a Chair of the Committee may be removed or replaced in the same manner as a Chair may be elected. U.S. Bank has been selected to serve as the initial Chair of the Committee.

B. Unless otherwise expressly set forth herein, there shall be no requirement that the Chair be present at any regular or special meeting of the Committee in order to conduct Committee business and/or vote on particular matters, provided, however, that a quorum is present before any decisions are made by the Committee pursuant to a vote of present members.

QUORUM

A. A quorum shall consist of the number of members of the Committee necessary to constitute at least 50% of all official members of the Committee (i.e., the number of members necessary to constitute a quorum shall be exclusive of any *ex officio* members of the Committee) at any given time, present in person (or telephonically) or represented by proxy.

B. Members of the Committee may only vote by their designated representative or designated alternates.

C. Proxies in respect of specific meetings will be permitted, provided, however, that such proxy vote shall be confirmed in writing, which may include electronic mail, to the Chair by such voting member prior to the relevant meeting. Voting by a designated representative or alternate will not be deemed to be voting by proxy.

MEETINGS

A. No meeting shall be held unless a quorum is present at the beginning, of the meeting.

B. Regular meetings shall be held by telephone and shall not be held on less than twenty-four (24) hours prior notice.

C. Special meetings may be held by telephone and may be called by the Chair or Committee Counsel on at least twelve (12) hours prior notice by telephone, electronic mail, or telecopy to each member, provided, however, that in an emergency the Chair may call a meeting on shorter notice. The primary purpose of the special meeting shall be set forth in the notice.

D. The Chair and/or Committee Counsel shall call all meetings and shall call special meetings whenever the Chair deems it appropriate or whenever requested to do so by any other member of the Committee. Notice of all regular meetings shall be given by electronic mail, overnight mail, regular mail, telecopy or telephone.

E. Because of the potentially sensitive, nonpublic nature of subjects that may be discussed by the Committee, meetings of the Committee shall not be open to persons other than members of the Committee, their designated representatives, alternates and designated counsel, and professionals employed by the Committee, provided, however, the Committee, by affirmative vote of a simple majority of voting members present and constituting a quorum, may, for special, limited purposes, permit other persons to attend. Notwithstanding the aforementioned nonpublic nature of certain subjects discussed by the Committee and without limiting the generality of the foregoing, the members of the Committee acting in such capacity and the Committee itself shall at all times act pursuant to their fiduciary duties to act in the best interest of unsecured creditors of the Debtors.

F. The Chair and/or Committee Counsel shall preside at all meetings of the Committee.

G. The Committee Counsel, or any such person the Committee Counsel may designate, will take minutes at each meeting.

AGENDA

A. To the extent possible, matters shall be presented to the Committee upon written agenda prepared by the Chair and/or Committee Counsel and transmitted to the Committee members as expeditiously as possible in advance of Committee meetings.

B. Any member may at any time place any matter before the Committee for its action, whether or not such matter is listed on the agenda.

ACTION BY COMMITTEE

A. Action by the Committee at a meeting shall require the affirmative vote of a majority of present members of the Committee, including any proxy votes but excluding abstentions, provided, however, the present members of the Committee constitute a quorum. The Chair, with the assistance of Committee Counsel and other Committee professionals, shall tally and record the votes of members of the Committee. The Chair's determination of the vote of the Committee with respect to any matter will be final.

B. In emergencies, action may be taken by Committee vote without a special meeting, provided, however, that the Chair determines, upon consultation with Committee Counsel, that the situation requires emergency action. In such cases, electronic mail describing the nature of the emergency and the proposed course of action will be sent to all members. After such notice is sent, votes may be obtained by polling members on the issue by telephone, electronic mail, or telecopier. Polling may be conducted by the Chair, Committee Counsel, or an agent or employee of such persons. Such a vote shall be effective if a good-faith effort is made to reach and consult with each representative of the members of the Committee or their

designated alternates with respect to the proposed action, and if, prior to the taking of such action, a simple majority of the members of the Committee (excluding abstentions) approve the action, which approval shall be confirmed in writing, which may include electronic mail, to the Chair. The Chair or its designee shall provide all members with prompt written notice of the final tally of votes and any such emergency action.

C. The Chair and/or any designees selected by an affirmative vote of a simple majority of the voting members present and constituting a quorum, shall speak for the Committee as authorized by the Committee, and shall at times on behalf of the Committee provide instructions to the Committee Counsel, the Committee accountants, and other professionals retained by the Committee. Committee Counsel and other professionals retained by the Committee are authorized to act upon the advice and instructions of the Chair and/or the Committee issued in accordance with the Bylaws, Committee Counsel will not consent to or evidence a Committee position on any matter except with the Committee's authority pursuant to the Bylaws.

D. Upon request by a member of the Committee, such member's vote on any matter shall be recorded in the minutes of the appropriate meeting,

CONFIDENTIALITY OF INFORMATION

A. "Confidential/Privileged Information" shall mean: (i) all deliberations of the Committee, discussions and votes on matters before the Committee at a meeting and the resolutions adopted by the Committee, (ii) all communications between or among any of the Committee, the Committee members, the members' designated representatives or alternates, the Committee's and the members' counsel and/or other professionals (it being further acknowledged that such communications also may be subject to the attorney-client privilege or other applicable privileges), and (iii) all information provided to the Committee by the Debtors, the Debtors' designated representatives, counsel and/or other professionals, including any documents, correspondence, and other information clearly marked by the Debtors or their professionals with the legend "Confidential," "Privileged," "Confidential and Privileged," or with a similar legend, or if oral information, is clearly identified prior to being conveyed to the recipient as being confidential and/or privileged, provided, however, that with respect to each of subparagraphs (i), (ii) and (iii) the foregoing information is Confidential/Privileged Information only to the extent that it relates directly to the Debtors' bankruptcy proceedings and/or the Committee's business relating thereto. Notwithstanding the foregoing, Confidential/Privileged Information does not include information that: (a) is or becomes generally available to the public other than as a result of a disclosure by the recipient member of the Committee in violation of these Bylaws; (b) is or becomes available to or in the possession of the recipient or the recipient's representatives or professionals on a non-confidential basis other than through membership on the Committee, provided, however, that to the knowledge of the recipient the information source was not bound by a confidentiality obligation in favor of the disclosing entity; and/or (c) is independently developed by the recipient or its representatives or professionals.

B. Unless the Committee takes action otherwise, and subject to the terms of any separately executed confidentiality agreements between the Committee and the Debtors as well

as the requirements of Section 1102(b)(3) of the Bankruptcy Code and a final order of the Bankruptcy Court regarding the same, and except as expressly provided in Paragraphs A through and including D, no member (including *an ex officio* member) of the Committee shall disclose Confidential/Privileged Information.

C. Subject to the terms of any separately executed confidentiality agreements between the Committee and the Debtors as well as the requirements of Section 1102(b)(3) of the Bankruptcy Code and a final order of the Bankruptcy Court regarding the same, Confidential/Privileged Information may be disclosed by a member of the Committee to: (i) other members of the Committee and those members' designated representatives, alternates and/or professionals; (ii) designated counsel and other professionals employed by the Committee; (iii) Committee members' affiliates and their directors, officers, employees, managers, members, partners, subsidiaries, affiliates, agents, advisors (including, without limitation, attorneys, accountants, consultants, bankers, appraisers, and financial advisors), provided, however, that in any event the member shall be responsible for any breach of any confidentiality provisions by such persons and/or entities; (iv) regulatory agencies where and to the extent required by law or regulation, provided, however, that the Committee shall first inform the Debtors and their counsel before providing any of the Debtors' confidential and/or privileged information to any such agency; (v) Committee members' outside auditors to the extent necessary for such outside auditor to conduct its audit of the Committee member; and/or (vi) such persons or entities as to which disclosure of such information is legally required in connection with a judicial or administrative proceeding, provided, however, that the Committee shall first inform the Debtors and their counsel before providing any of the Debtors' confidential and/or privileged information to any third party under compulsion of law.

D. The confidentiality provisions of Paragraphs A through D shall be binding upon the Committee and its members (including *ex officio* members and members that resign from the Committee prior to its dissolution) until the later of six (6) months following (i) the effective date of any confirmed reorganization plan of the Debtors or (ii) the dissolution of the Committee (twelve (12) months for members following their resignation from the Committee if such resignation occurs prior to dissolution of the Committee) after which such confidentiality provisions shall no longer be binding upon the Committee and such members, *ex officio* members, and members that resign from the Committee prior to its dissolution, provided, however, that the confidentiality provisions set forth; herein, as well as any similar provisions set forth in separate confidentiality agreements between the Committee and Debtors and the requirements of Section 1102(b)(3) of the Bankruptcy Code and related orders of the Bankruptcy Court, shall remain in force as to matters concerning any continuing litigation of specific claims related to the Debtors' bankruptcy cases that may remain pending after six (6) months after dissolution of the Committee until the conclusion of said litigation.

SUBCOMMITTEES AND DESIGNEES

The Committee may create such subcommittees and/or designate particular members of the Committee as it deems appropriate and delegate to such subcommittees such powers and responsibilities as it deems necessary, as long as such appointment and delegation are approved by an affirmative vote of a simple majority of voting members present (exclusive of abstentions),

provided, however, that such voting members constitute a quorum and the designee consents to serve in such capacity. The Chair shall be deemed a member of each subcommittee.

RULES OF PROCEDURE


The Chair and Committee Counsel shall preside over all Committee meetings in a manner that promotes fairness, a full opportunity for analysis of all business coming before the Committee, and a full opportunity for each Committee member to express its views. Parliamentary procedure, such as "Robert's Rules of Order," need not be followed.

AMENDMENT TO BYLAWS

These Bylaws may be amended or repealed, by the affirmative vote of a simple majority of the voting members of the Committee, excluding abstentions, provided that a quorum is present.

The Committee, having reviewed these Bylaws and a quorum being present, adopted these Bylaws by the affirmative vote of a simple majority of all voting members of the Committee, excluding abstentions, at its meeting on [____], 2009.

U.S. BANK, N.A., AS INDENTURE TRUSTEE

By: 
Its: Vice President

AHAB CAPITAL MANAGEMENT, INC.

By: _____
Its: _____

SMITH MANAGEMENT LLC

By: _____
Its: _____

provided, however, that such voting members constitute a quorum and the designee consents to serve in such capacity. The Chair shall be deemed a member of each subcommittee.

RULES OF PROCEDURE

The Chair and Committee Counsel shall preside over all Committee meetings in a manner that promotes fairness, a full opportunity for analysis of all business coming before the Committee, and a full opportunity for each Committee member to express its views. Parliamentary procedure, such as "Robert's Rules of Order," need not be followed.

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The Committee, having reviewed these Bylaws and a quorum being present, adopted these Bylaws by the affirmative vote of a simple majority of all voting members of the Committee, excluding abstentions, at its meeting on [_____], 2009.

U.S. BANK, N.A., AS INDENTURE TRUSTEE

By: _____
Its: _____

AHAB CAPITAL MANAGEMENT, INC.

By:  _____
Its: RENEWAL REFERENCE

SMITH MANAGEMENT LLC

By: _____
Its: _____

provided, however, that such voting members constitute a quorum and the designee consents to serve in such capacity. The Chair shall be deemed a member of each subcommittee.

RULES OF PROCEDURE

The Chair and Committee Counsel shall preside over all Committee meetings in a manner that promotes fairness, a full opportunity for analysis of all business coming before the Committee, and a full opportunity for each Committee member to express its views. Parliamentary procedure, such as "Robert's Rules of Order," need not be followed.

AMENDMENT TO BYLAWS

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The Committee, having reviewed these Bylaws and a quorum being present, adopted these Bylaws by the affirmative vote of a simple majority of all voting members of the Committee, excluding abstentions, at its meeting on [____], 2009.

U.S. BANK, N.A., AS INDENTURE TRUSTEE

By: _____
Its: _____

AHAB CAPITAL MANAGEMENT, INC.

By: 
Its: JONATHAN GALLEN

SMITH MANAGEMENT LLC

By: _____
Its: _____

provided, however, that such voting members constitute a quorum and the designee consents to serve in such capacity. The Chair shall be deemed a member of each subcommittee.

RULES OF PROCEDURE

The Chair and Committee Counsel shall preside over all Committee meetings in a manner that promotes fairness, a full opportunity for analysis of all business coming before the Committee, and a full opportunity for each Committee member to express its views. Parliamentary procedure, such as "Robert's Rules of Order," need not be followed.

AMENDMENT TO BYLAWS

These Bylaws may be amended or repealed, by the affirmative vote of a simple majority of the voting members of the Committee, excluding abstentions, provided that a quorum is present.

The Committee, having reviewed these Bylaws and a quorum being present, adopted these Bylaws by the affirmative vote of a simple majority of all voting members of the Committee, excluding abstentions, at its meeting on May 13, 2009.


U.S. BANK, N.A., AS INDENTURE TRUSTEE

By: _____
Its: _____

AHAB CAPITAL MANAGEMENT, INC.

By: _____
Its: _____

SMITH MANAGEMENT LLC

By:  _____ Jim Plohg
Its: Vice President & Chief Compliance Officer

COMMUNICATION WORKERS OF AMERICA

By: Patrick E. Mil
Its: Representative

RR DONNELLY CREDIT SERVICES

By: _____
Its: _____

NATE SCHWARTZ

By: _____
Its: _____

COMMUNICATION WORKERS OF AMERICA

By: _____
Its: _____

RR DONNELLY CREDIT SERVICES

By:
Its: DIRECTOR CREDIT SERVICES

NATE SCHWARTZ

By: _____
Its: _____

COMMUNICATION WORKERS OF AMERICA

By: _____
Its: _____

RR DONNELLY CREDIT SERVICES

By: _____
Its: _____

NATE SCHWARTZ

By: Nate Schwartz
Its: _____