

**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)
	§	

**DECLARATION OF NORMAN WHITE IN SUPPORT OF DEBTORS' MOTION
TO ASSUME CERTAIN OPERATING AGREEMENTS**

I, Norman White, declare under penalty of perjury as follows:

1. My name is Norman White. I am over the age of 18, am of sound mind and am fully competent to make this declaration. I am familiar with and have personal knowledge of each and every statement of fact set forth in this declaration. Each and every statement of fact contained in the declaration is true and correct.
2. Attached as Exhibit A is a List of Traffic Partner Contracts the Debtors seek to assume, with corresponding cure amounts. These contracts are in writing, executed, active, and have not expired or been terminated. As of March 31, 2009 Idearc was not in default on any of these agreements for invoices which had been submitted for payment. I have in-depth knowledge of the nature of our arrangements with Traffic Partners due to my direct work in the Idearc Search Marketing group of Idearc, which is part of my nearly seven years of Internet industry experience.
3. Traffic Partners refer to those companies that distribute Idearc client's advertising online through their own proprietary Website and/or through other Websites with whom the Traffic Partners have subdistribution arrangements. Idearc's value proposition to clients is strengthened significantly when Idearc is able to proactively manage their online marketing campaigns with Idearc Traffic Partners to meet client-specific revenue and ROI metrics. Idearc's ability to deliver high quality services requires that we provide channels of distribution that enhance the availability and relevancy of the ad to end user consumers.
4. The Idearc Search Marketing team is responsible for negotiating terms, working with the legal team to bring the contracts to fruition and managing the relationships after execution. There is extensive and ongoing communication with our current partners, as well as prospecting done by our team to identify and secure new high-quality and high-volume partners. Acquisition of new online distribution partners is key to achieving the Idearc operating plan, of which the growth of the Internet business is fundamental. As consumer references and advertising dollars continue

to shift online, the Internet division is a key component of Idearc's ongoing financial health.

5. As the Business Operations Manager in our group, I work to ensure that Idearc Partner agreements meet the objectives of the operating plan, including cost and quality objectives. All Partners are reviewed on an ongoing basis to determine traffic quality and overall financial value. Due to the fragmentation of sites that Internet (and now mobile) users frequent, Traffic Partners are a key component in delivering leads to Idearc clients because they provide the merchant visibility which would be impossible on Idearc-owned and operated sites alone.
6. The contracts listed at Exhibit A are critical to Idearc Search Marketing Internet business – they deliver the prominent placement that our clients demand. As the agency responsible for managing the Debtors' clients online marketing campaigns, it is of the utmost importance that we maintain strong relationships and insure the continuation of services from each of the Traffic Partners that we employ. Each partner is selected and retained based on their inherent capacity to deliver relevant consumer traffic to our clients.
7. Traffic Partners deliver traffic to the Debtors' clients through both organic (direct navigation and search engine optimization) and paid (search engine marketing) means. In this process, the Partners have often incurred substantial up-front costs for their traffic, and therefore must "float" these substantial costs prior to payment by the Debtors. The high quality of the Debtors' advertisers and the Debtors' historically timely payments have made Partners willing to endure this cost, but an interruption in the traffic payment process will have a negative impact on the cash flow of our Partners. Additionally, such a payment interruption may cause valuable and long-time – but smaller – Traffic Partners substantial distress. Where payment interruptions have already occurred, the Debtors have already experienced reduced traffic and thus reduced revenue for Idearc Search Marketing clients.
8. Internet Traffic Partners represent a very close business community where intense competition and cooperation exist in parallel. Assuming these critical contracts now will allow the Debtors to maintain its high standing relationships and secure the required traffic to meet its client's business needs. Slow or late payment of invoices will damage the Debtors' reputation in a very integrated marketplace and also would have a significantly negative impact on the Debtors' revenue.

In short, without the partner network, the value Idearc Search Marketing delivers to its clients is totally compromised. And with the online portion of the Debtors' expected to be a growth engine of the company, it is critical that this network remains uncompromised and growing. Any payment interruption could easily put such an outcome in jeopardy.

/s/ Norman White
NORMAN WHITE

Sworn to and subscribed before me on the 20th day of May, 2009.

EXHIBIT A

COUNTER PARTY	CATEGORY OF CONTRACTS	DESCRIPTION OF CONTRACT	CONTRACT DATE	CURE AMTS
Become.com 1300 Crittenden Ln. #403 Mountain View, CA 94043	Operations and Miscellaneous	Advertising Agreement	8/18/05 - perpetual	\$10,845.90
NexTag Inc. File 30862 P O Box 60000 San Francisco, CA 94160	Operations and Miscellaneous	Participating Agreement	4/7/2005 - perpetual	\$0.00
PriceGrabber.com, LLC 10441 Jefferson Blvd #200 Culver City, CA 90232	Operations and Miscellaneous	Marketing Agreement	4/8/05 - perpetual	\$6,566.82
Pronto, Inc. 555 West 18th Street merchantsupport@pronto.com New York, NY 10011	Operations and Miscellaneous	Marketing Agreement	9/4/07 - perpetual	\$1,278.40
Shop.com 1 Lower Ragsdale Drive Building 1, Suite 210 Monterey, CA 93940	Operations and Miscellaneous	Advertising Agreement	9/12/08 - perpetual	\$487.50
Shopping.com, Inc. 800 Marina Blvd. 5th Floor Brisbane, CA 94005	Operations and Miscellaneous	Advertising Agreement	9/10/04 - perpetual	\$57,466.20
Shopzilla, Inc. P O Box 79620 City of Industry, CA 91716- 9620	Operations and Miscellaneous	Merchant Program Agreement	08/23/2007 - perpetual	\$0.00
Smarter.com Mezi Media 103 E. Lemon Ave., Suite 200 Monrovia, CA 91001	Operations and Miscellaneous	Advertising Agreement	7/19/06 - perpetual	\$605.08
TOTAL				\$77,249.90

