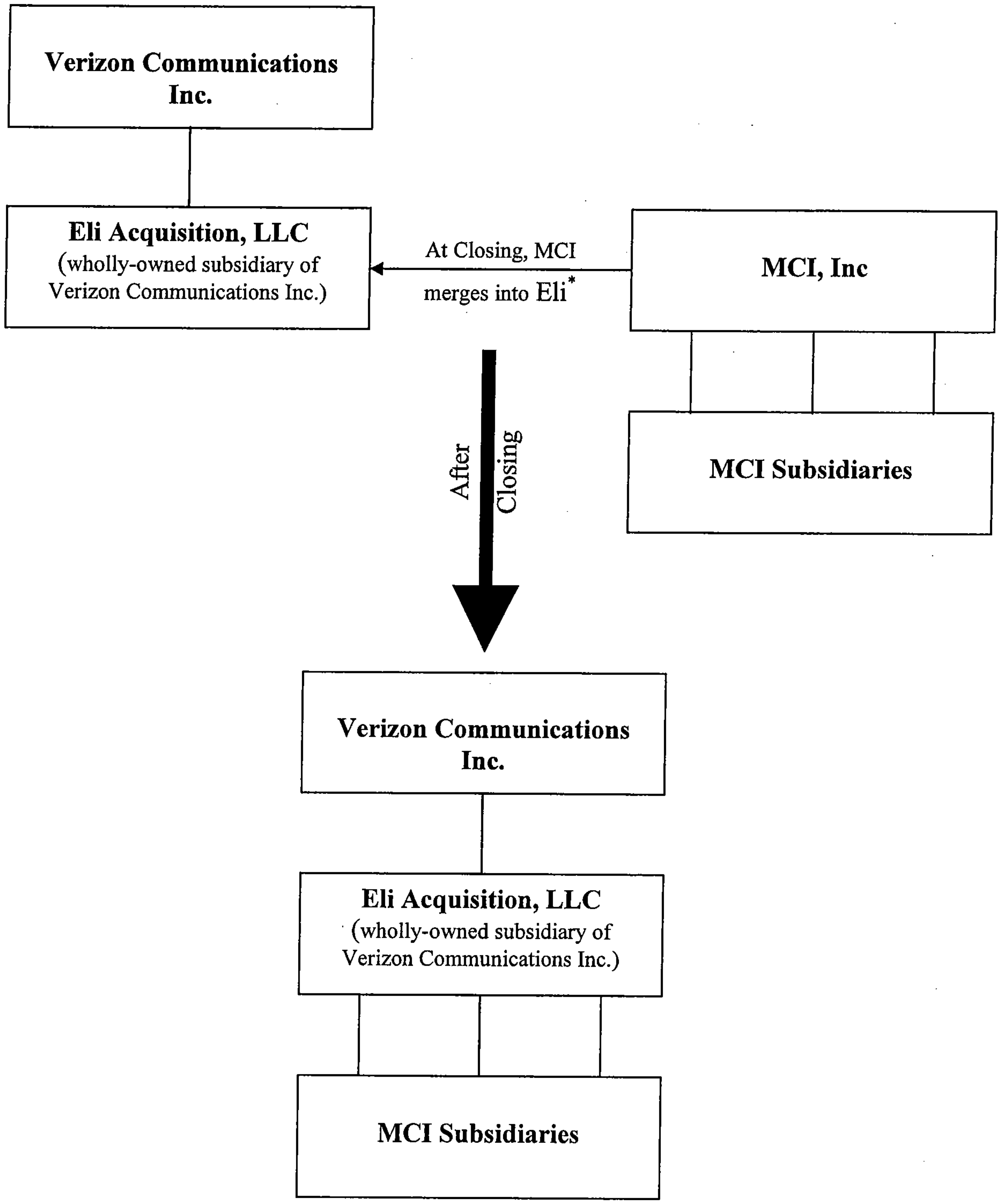
Annex 2

Verizon – MCI Merger



* If Verizon reasonably determines in good faith that merging MCI, Inc. ("MCI") into Eli would result in a material risk of materially adverse tax or other materially adverse consequences, the Transaction can also be carried out by merging MCI with a Delaware corporation wholly-owned by Verizon, with MCI as the surviving company.