



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-4561

February 21, 2012

Mary Louise Weber
Verizon Communications Inc.
mary.l.weber@verizon.com

Re: Verizon Communications Inc.
Incoming letter dated December 28, 2011

Dear Ms. Weber:

This is in response to your letter dated December 28, 2011 concerning the shareholder proposal submitted to Verizon by AFSCME Employees Pension Plan and CWA General Fund. We also have received a letter from the proponents dated January 27, 2012. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfm/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Ted Yu
Senior Special Counsel

Enclosure

cc: Charles Jurgonis
American Federation of State, County and Municipal Employees, AFL-CIO
1625 L Street, N.W.
Washington, DC 20036

February 21, 2012

**Response of the Office of Chief Counsel
Division of Corporation Finance**

Re: Verizon Communications Inc.
Incoming letter dated December 28, 2011

The proposal requests that the board authorize the preparation of a report on lobbying contributions and expenditures that contains information specified in the proposal.

We are unable to concur in your view that Verizon may exclude the proposal under rule 14a-8(i)(3). We are unable to conclude that the proposal is so inherently vague or indefinite that neither the shareholders voting on the proposal, nor the company in implementing the proposal, would be able to determine with any reasonable certainty exactly what actions or measures the proposal requires. Accordingly, we do not believe that Verizon may omit the proposal from its proxy materials in reliance on rule 14a-8(i)(3).

Sincerely,

Sonia Bednarowski
Attorney-Adviser

**DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.



Committee
Gerald W. McEntee
Lee A. Saunders
Edward J. Keller
Kathy J. Sackman
Lonita Waybright

EMPLOYEES PENSION PLAN

January 27, 2012

VIA EMAIL (shareholderproposals@sec.gov)
Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, NE
Washington, DC 20549

Re: Shareholder proposal of AFSCME Employees Pension Plan and CWA General Fund; request by Verizon Communications, Inc. for no-action determination

Dear Sir/Madam:

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, the AFSCME Employees Pension Plan and the CWA General Fund (together, the "Proponents"), submitted to Verizon Communications, Inc. ("Verizon") a shareholder proposal (the "Proposal") asking Verizon to provide an annual report disclosing its policies and procedures related to lobbying as well as certain information regarding payments used for lobbying.

In a letter dated December 28, 2011 (the "No-Action Request"), Verizon stated that it intends to omit the Proposal from its proxy materials being prepared for the 2012 annual meeting of shareholders. Verizon urges that it may exclude the Proposal pursuant to 14a-8(i)(3), on the ground that the Proposal is excessively vague and thus materially false or misleading.

As discussed more fully below, Verizon has not met its burden of establishing that the Proposal is materially false or misleading. Accordingly, the Proponents respectfully ask the Staff to decline to grant the relief requested by Verizon.

The Proposal

The Proposal asks Verizon to report annually on:

American Federation of State, County and Municipal Employees, AFL-CIO

TEL (202) 775-8142 FAX (202) 785-4606 1625 L Street, N.W., Washington, D.C. 20036-5687

- “1. Company policy and procedures governing the lobbying of legislators and regulators, including that done on our company’s behalf by trade associations. The disclosure should include both direct and indirect lobbying and grassroots lobbying communications.
2. A listing of payments (both direct and indirect, including payments to trade associations) used for direct lobbying as well as grassroots lobbying communications, including the amount of the payment and the recipient.
3. Membership in and payments to any tax-exempt organization that writes and endorses model legislation.
4. Description of the decision making process and oversight by the management and Board for
 - a. direct and indirect lobbying contribution or expenditure; and
 - b. payment for grassroots lobbying expenditure.

For purposes of this proposal, a ‘grassroots lobbying communication’ is a communication directed to the general public that (a) refers to specific legislation, (b) reflects a view on the legislation and (c) encourages the recipient of the communication to take action with respect to the legislation.”

The Proposal’s supporting statement discusses gaps in lobbying disclosure rules and amounts spent by Verizon reported in federal lobbying reports and reports filed in nine states that have lobbying disclosure.

The Proposal Defines Key Terms With Enough Specificity That Both Shareholders and Verizon Can Determine What the Proposal Seeks

Verizon claims that the Proposal is excessively vague and thus excludable pursuant to Rule 14a-8(i)(3) as materially false or misleading. First, Verizon points to the term “indirect,” arguing that the meaning of “indirect” payments is not clear. Verizon urges that the Proposal’s language could encompass contributions made by directors and officers or other employees of Verizon that are used for lobbying, or by the Verizon Foundation, a separate charitable private foundation that (according to Verizon) matches certain such employee contributions. (No-Action Request at 5) Similarly, Verizon queries whether element 3 of the Proposal, which asks for disclosure of “[m]embership in and payments to any tax-exempt organization that writes and endorses model legislation,” might apply to lawyers employed by Verizon who are members in the American Bar Association, which writes and endorses model legislation.

These objections are specious. It is clear from the language and structure of the “resolved” clause of the Proposal, which speaks solely of policies, procedures and

processes of Verizon, as well as from the supporting statement, which focuses solely on conduct engaged in by Verizon, that the requested disclosures relate to Verizon's own payments and memberships and not to payments or memberships of any other person. Payments made by Verizon's directors or employees from their personal funds (including payments of dues for memberships in tax-exempt organizations) do not deplete the corporate treasury, imply corporate endorsement, create reputational risk for Verizon, or otherwise advance or impair shareholder welfare. Such payments by other persons are not included by the specific language of the Proposal.

Moreover, there is nothing confusing about the term "indirect" as applied to payments by Verizon used for lobbying. The purpose of the Proposal's inclusion of "indirect" payments by Verizon is to encompass payments Verizon makes to third parties, such as trade associations, that are subsequently used for lobbying. It is well-recognized that the use of intermediaries for lobbying purposes has increased exponentially in recent years, and the Proponents believe that any report on lobbying by a company would be incomplete without including payments to intermediaries who then use such payments for lobbying.

Likewise, the Proposal is clearly limited to payments made by Verizon itself, and not by any separate organization like the Verizon Foundation, which apparently is, according to information returns it has filed, a private foundation tax-exempt under section 501(c)(3) of the Internal Revenue Code. (See Verizon Foundation Form 990-PF for calendar year 2009) (available at http://www.verizonfoundation.org/about/financials/vz990_09.pdf) Verizon is a for-profit corporation domiciled in Delaware (see cover page of Verizon's most recent filing on Form 10-K (available at <http://sec.gov/Archives/edgar/data/732712/000119312511049476/d10k.htm>)). The 2009 Form 990-PF filed by Verizon Foundation lists Verizon as its most highly-paid independent contractor for professional services in 2009, indicating that the two entities are not related. The Proposal clearly specifies that it seeks disclosure from Verizon regarding payments by Verizon that are used directly or indirectly for lobbying purposes, and there is no basis for interpreting that to include payments made by the Verizon Foundation or any other unrelated organization.

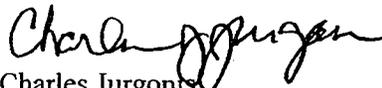
* * * *

To conclude, the Proposal is sufficiently specific about the matters on which disclosure is sought that both Verizon and its shareholders can understand what implementation of the Proposal would entail. Verizon has failed to establish that it is entitled to omit the Proposal in reliance on Rule 14a-8(i)(3). Thus, the Proponents respectfully ask that the Division decline to grant Verizon's request for no-action relief.

Securities and Exchange Commission
January 27, 2012
Page 4

The Proponents appreciate the opportunity to be of assistance in this matter.

Very truly yours,


Charles Jurgonis
Plan Secretary

cc: Mary Louise Weber
Assistant General Counsel
Verizon Communications, Inc.

Tony Daley
Communications Workers of America

Mary Louise Weber
Assistant General Counsel



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mary.l.weber@verizon.com

December 28, 2011

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: Verizon Communications Inc. 2012 Annual Meeting
Shareholder Proposal of AFSCME Employees Pension Plan and
CWA General Fund, as co-sponsors

Ladies and Gentlemen:

This letter is submitted on behalf of Verizon Communications Inc., a Delaware corporation ("Verizon"), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended. Verizon has received a shareholder proposal and supporting statement (the "Proposal") from AFSCME Employees Pension Plan and CWA General Fund, as co-sponsors (collectively referred to as the "Proponent"), for inclusion in the proxy materials to be distributed by Verizon in connection with its 2012 annual meeting of shareholders (the "2012 proxy materials"). A copy of the Proposal is attached as Exhibit A. For the reasons stated below, Verizon intends to omit the Proposal from its 2012 proxy materials.

Verizon intends to file the definitive proxy statement for its 2012 annual meeting more than 80 days after the date of this letter. In accordance with Staff Legal Bulletin No. 14D (November 7, 2008), this letter is being submitted by email to shareholderproposals@sec.gov. A copy of this letter is also being sent by overnight courier to each of the Proponents as notice of Verizon's intent to omit the Proposal from Verizon's 2012 proxy materials.

I. Introduction.

The Proposal states:

Resolved, the shareholders of Verizon Communications Inc. ("Verizon") request the Board authorize the preparation of a report, updated annually, disclosing:

1. *Company policy and procedures governing the lobbying of legislators and regulators, including that done on our company's behalf by trade associations. The disclosure should include both direct and indirect lobbying and grassroots lobbying communications.*
2. *A listing of payments (both direct and indirect, including payments to trade associations) used for direct lobbying as well as grassroots lobbying communications, including the amount of the payment and the recipient.*
3. *Membership in and payments to any tax-exempt organization that writes and endorses model legislation.*
4. *Description of the decision making process and oversight by the management and Board for*
 - a. *direct and indirect lobbying contribution or expenditure; and*
 - b. *payment for grassroots lobbying expenditure.*

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation, (b) reflects a view on the legislation and (c) encourages the recipient of the communication to take action with respect to the legislation.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee of the Board or other relevant oversight committees of the Board and posted on the company's website.

Verizon believes that the Proposal may be properly omitted from its 2012 proxy materials under Rule 14a-8(i)(3) because the Proposal is vague and indefinite and, thus, materially false and misleading in violation of Rule 14a-9.

Verizon respectfully requests the concurrence of the Staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") that it will not recommend enforcement action against Verizon if Verizon omits the Proposal in its entirety from its 2012 proxy materials.

II. Basis for Excluding the Proposal.

The Proposal May be Excluded Pursuant to Rule 14a-8(i)(3) Because It is Vague and Indefinite and, thus, Materially False and Misleading in Violation of Rule 14a-9.

Verizon believes that the Proposal may be properly excluded under Rule 14a-8(i)(3). Rule 14a-8(i)(3) permits a company to omit a shareholder proposal and the related supporting statement from its proxy materials if such "proposal or supporting statement is contrary to any of the Commission's proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials." The Staff has stated that a proposal will violate Rule 14a-8(i)(3) when "the resolution contained in the proposal is so inherently vague or indefinite that neither the stockholders voting on the proposal, nor the company in implementing the proposal (if adopted), would be able to determine with any reasonable certainty exactly what actions or measures the proposal requires." Division of Corporation Finance: Staff Legal Bulletin No. 14B (September 15, 2004).

The Staff has regularly concurred with the exclusion of shareholder proposals under Rule 14a-8(i)(3) where aspects of the proposals contained ambiguities that resulted in the proposals being vague or indefinite. In particular, the Staff has allowed exclusion of proposals that failed to define key terms or otherwise provide guidance on how the proposal would be implemented. See, for example:

- *Citigroup Inc.* (February 22, 2010) (proposal seeking to amend the bylaws to establish a board committee on "US Economic Security" which "shall review the degree to which the company's policies, beyond those required by law, are supportive of US economic security failed to adequately define key terms that were subject to differing interpretations);
- *Motorola, Inc.* (January 12, 2011) (proposal asking the compensation committee to take all reasonable steps to adopt a prescribed stock retention policy for executives "including encouragement and negotiation with senior executives to request that they relinquish, for the common good of all shareholders, preexisting executive pay rights, if any, to the fullest extent possible" did not sufficiently explain the meaning of "executive pay rights" such that neither the stockholders nor the company would be able to determine with any reasonable certainty exactly what actions the proposal requires);
- *Exxon Mobil Corporation* (March 19, 2008) (proposal containing various provisions relating to oil royalties and requesting that the "Association of Oil Producing Countries" adopt the provisions failed to define critical terms and elements);

- *Verizon Communications Inc.* (February 21, 2008) (proposal requesting that the Board adopt a new policy for the compensation of senior executives which would incorporate criteria specified in the proposal for future awards of short and long term incentive compensation failed to define critical terms and was internally inconsistent);
- *Prudential Financial, Inc.* (February 16, 2007) (proposal urging Board to seek shareholder approval for “senior management incentive compensation programs which provide benefits only for earnings increases based only on management controlled programs” failed to define critical terms and was subject to differing interpretations); and
- *Wendy’s International, Inc.* (February 24, 2006) (proposal requesting reports detailing the progress made toward “accelerating development” of controlled atmosphere killing was subject to various interpretations).

The Staff also has consistently concluded that a proposal may be excluded where the meaning and application of terms or standards under the proposals may be subject to differing interpretations. See, e.g., *Berkshire Hathaway Inc.* (March 2, 2007) (permitting exclusion of a proposal restricting Berkshire from investing in securities of any foreign corporation that engages in activities prohibited for U.S. corporations by Executive Order because proposal does not adequately disclose to shareholders the extent to which proposal would operate to bar investment in all foreign corporations); *Exxon Corporation* (January 29, 1992) (permitting exclusion of a proposal regarding board member criteria, including that no one be elected to the board “who has taken the company to bankruptcy...after losing a considerable amount of money,” because vague terms such as “considerable amount of money” were subject to differing interpretations); and *Fuqua Industries, Inc.* (March 12, 1991) (“meaning and application of terms and conditions ...in proposal would have to be made without guidance from the proposal and would be subject to differing interpretations”). In *Fuqua Industries, Inc.*, the Staff expressed its belief that “the proposal may be misleading because any action ultimately taken by the company upon implementation could be significantly different from the actions envisioned by shareholders voting on the proposal.” *Fuqua Industries, Inc.*, *supra*.

Like the proposals in the precedents cited above, the Proposal is impermissibly vague and indefinite because it fails to define key terms or otherwise provide guidance on how the Proposal would be implemented if adopted by Verizon’s Board of Directors. The Proposal requests that the Board authorize the preparation of a report containing prescribed disclosures. The Proposal, however, is vague and indefinite as to the parameters of the prescribed disclosures. For example, the Proposal stipulates that report include “a listing of payments (both direct and indirect, including payments to trade associations) used for direct lobbying as well as grassroots lobbying communications.” It is impossible to determine with any reasonable certainty how this

provision should be implemented. Not only does the provision fail to specify *whose* payments are to be listed, it also fails to explain what is meant by an “indirect” payment. One interpretation is that the Proposal requires a listing of payments made by Verizon Communications Inc. and its subsidiaries to third parties for direct lobbying activities or grassroots lobbying communications on behalf of Verizon. But the reference to “indirect” payments is not consistent with this interpretation. Rather, the reference to “indirect” payments suggests that the Proposal would also require a listing of payments made by directors and officers or other employees of the company. Furthermore, the provision does not specify that the listing be limited to payments used for lobbying activities *on behalf of Verizon*. As a result, one could interpret the Proposal as requiring a listing of all payments made by Verizon Communications Inc., its subsidiaries and its employees to any third party that engages in direct lobbying or grass roots lobbying communications for any cause.

The Proposal also requests disclosure of “membership in and payments to any tax-exempt organization that writes and endorses model legislation.” This particular provision of the Proposal is also open to numerous interpretations. Not only does the Proposal fail to specify exactly *whose* memberships and payments are required to be disclosed, but the universe of tax exempt organizations that write or endorse model legislation is quite broad. As a result, this provision could be interpreted to require disclosure of any payment made by any employee to any tax exempt organization that endorses model legislation, whether or not it relates to Verizon or its business operations. For example, Verizon employs hundreds of attorneys, many of whom are members of the American Bar Association (ABA) and their state bar association. These associations write and endorse legislation on the federal and state levels. Does the Proposal intend that these sorts of memberships and payments be included? What about payments made by the Verizon Foundation? Under the Foundation’s matching incentive program for employees, the Foundation matches employee contributions to tax-exempt organizations. Many of these organizations may endorse model organization. As a result of these defects and ambiguities, the Proposal is materially misleading because the report generated by Verizon is not likely to address, with any reasonable amount of certainty, the matters that the shareholders may have believed the report would address when they voted on the Proposal.

III. Conclusion.

Verizon believes that the Proposal may be omitted in its entirety from its 2012 proxy materials under Rule 14a-8(i)(3) because the Proposal is vague and indefinite and, thus, materially false and misleading in violation of Rule 14a-9. Accordingly, Verizon respectfully requests the concurrence of the Staff that it will not recommend enforcement action against Verizon if Verizon omits the Proposal in its entirety from Verizon’s 2012 proxy materials.

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
December 28, 2011
Page 6

Verizon requests that the Staff email a copy of its determination of this matter to the undersigned at mary.l.weber@verizon.com and to the CWA General Fund at tdaley@cwa-union.org and to fax a copy to AFSCME Employee Pension Plan at (202) 785-4606.

If you have any questions with respect to this matter, please telephone me at (908) 559-5636.

Very truly yours,

A handwritten signature in blue ink that reads "Mary Louise Weber". The signature is written in a cursive style.

Mary Louise Weber
Assistant General Counsel

Enclosures

cc: Charles Jurgonis
Tony Daley

Exhibit A

Whereas, corporate lobbying exposes our company to risks that could affect the company's stated goals, objectives, and ultimately shareholder value, and

Whereas, we rely on the information provided by our company to evaluate goals and objectives, and we, therefore, have a strong interest in full disclosure of our company's lobbying to assess whether our company's lobbying is consistent with its expressed goals and in the best interests of shareholders and long-term value.

Resolved, the shareholders of Verizon Communications Inc. ("Verizon") request the Board authorize the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing the lobbying of legislators and regulators, including that done on our company's behalf by trade associations. The disclosure should include both direct and indirect lobbying and grassroots lobbying communications.
2. A listing of payments (both direct and indirect, including payments to trade associations) used for direct lobbying as well as grassroots lobbying communications, including the amount of the payment and the recipient.
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4. Description of the decision making process and oversight by the management and Board for
 - a. direct and indirect lobbying contribution or expenditure; and
 - b. payment for grassroots lobbying expenditure.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation, (b) reflects a view on the legislation and (c) encourages the recipient of the communication to take action with respect to the legislation.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee of the Board or other relevant oversight committees of the Board and posted on the company's website.

Supporting Statement

As shareholders, we encourage transparency and accountability in the use of staff time and corporate funds to influence legislation and regulation both directly and indirectly. We believe such disclosure is in shareholders' best interests. Absent a system of accountability, company assets could be used for policy objectives contrary to Verizon's long-term interests.

Verizon spent approximately \$29.87 million in 2009 and 2010 on direct federal lobbying activities, according to disclosure reports (*U.S. Senate Office of Public Records*). In 2010, according to required disclosure reports in nine states, Verizon also spent at least \$4,065,249 in lobbying expenditures. These figures may not include grassroots lobbying to directly influence legislation by mobilizing public support or opposition and do not include lobbying expenditures to influence legislation or regulation in states that do not require disclosure.

We encourage our Board to require comprehensive disclosure related to direct, indirect and grassroots lobbying.