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File Stamp and Return

PCW:WELLOX SEP 29 2006

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September 29, 2006

Via Courier

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Bingham McCutchen LLP
Suite 300
3000 K Street NW
Washington, DC
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Boston
Hartford
London
Los Angeles
New York
Orange County
San Francisco
Silicon Valley
Tokyo
Walnut Creek
Washington

Re: Application of Citizens Communications Company (“Citizens”) and Commonwealth Telephone Enterprises, Inc. (“Commonwealth”) for Section 214 Authority to Transfer Control of Domestic and International Authorization

Dear Ms. Dortch:

On behalf of Citizens Communications Company (“Citizens”) and Commonwealth Telephone Enterprises, Inc. (“Commonwealth”) (Citizens and Commonwealth, “Applicants”), enclosed please find an original and six (6) copies of an application for Section 214 authority to transfer control of domestic and international authorizations from Commonwealth to Citizens. The enclosed filing comprises the domestic portion of a combined domestic and international section 214 transfer of control application. See 47 C.F.R. 63.04(b). Applicants filed the Combined Application with the International Bureau through the MyIBFS Filing System on September 29, 2006 (see *IB Submission No. IB2006002712*). Applicants also filed three Form 603 Applications with the Wireless Telecommunications Bureau requesting authority for the transfer of control of 32 radio licenses (See *File Nos. 0002768177, 0002767544 and 0002767569*).

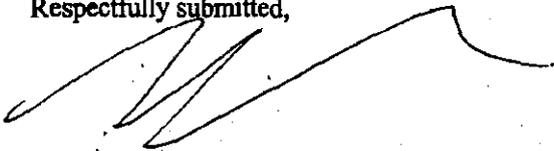
Also enclosed is a completed Fee Remittance Form 159 containing a valid VISA credit card number and expiration date for payment, in the amount of \$895.00 to the Federal Communications Commission, which satisfies the filing fee required for this Application under line 2.b of Section 1.1105 of the Commission’s rules.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Marlene H. Dortch, Secretary
September 29, 2006
Page 2

Respectfully submitted,

Bingham McCutchen LLP
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Counsel for Commonwealth Telephone Enterprises, Inc.

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 2

(1) LOCKBOX # 358145		SPECIAL USE ONLY	
FCC USE ONLY		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Bingham McCutchen LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) 895.00	
(4) STREET ADDRESS LINE NO. 1 3000 K Street NW			
(5) STREET ADDRESS LINE NO. 2 Suite 300			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20007
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-424-7500		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004-3539-00		FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Citizens Communications Company			
(14) STREET ADDRESS LINE NO. 1 3 High Ridge Park			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Stamford		(17) STATE CT	(18) ZIP CODE 06905
(19) DAYTIME TELEPHONE NUMBER (include area code) 203-614-5600		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0003-5763-52		FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) 895.00	(27A) TOTAL FEE 895.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>M. Renee Britt</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>M. Renee Britt</u>		DATE <u>09/29/2006</u>	

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No <u>2</u> of <u>2</u>		SPECIAL USE FCC ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Commonwealth Telephone Enterprises, Inc.		
(14) STREET ADDRESS LINE NO. 1 100 CTE Drive		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Dallas		(17) STATE PA
		(18) ZIP CODE 18612
(19) DAYTIME TELEPHONE NUMBER (include area code) 570-631-2700		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0003-2617-16		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Application of)

CITIZENS COMMUNICATIONS COMPANY)

and)

**COMMONWEALTH TELEPHONE
ENTERPRISES, INC.**)

And Their Operating Subsidiaries,)
For Grant of Authority Pursuant to)
Section 214 of the Communications Act of)
of 1934 and Section 63.04 and 63.18 of the)
Commission's Rules to Complete a)
Transfer of Control of Commonwealth Telephone)
Enterprises, Inc., a Domestic and International)
Carrier, to Citizens Communications Company)

ITC-T/C-2006 _____

WC Docket No. 06-_____

JOINT APPLICATION FOR TRANSFER OF CONTROL

I. INTRODUCTION

Citizens Communications Company ("Citizens") and Commonwealth Telephone Enterprises, Inc. ("Commonwealth") (collectively, the "Applicants"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request authority to transfer control of Commonwealth to Citizens, as more fully described below.¹

¹ In connection with the proposed transaction, Applicants have filed with the Commission FCC Forms 603 to transfer control of wireless radio licenses that are still being processed by the Wireless Telecommunications Bureau.

A. Statement Concerning Streamlined Processing

Citizens and subsidiaries have independent local exchange carrier ("ILEC") service areas that are adjacent to ILEC service areas of one or more Commonwealth subsidiaries. Because it appears that the applicants do not fit exactly within any of the presumptive streamlined categories of Section 63.03(b) of the Commission's Rules, they are not requesting streamlined treatment of this application pursuant to that Rule.

To the extent this adjacency disqualifies the Application from presumptive streamlined treatment, Applicants nevertheless request streamlined treatment on a case-by-case approach.² Immediately following the transaction, (1) Citizens and its subsidiaries, including Commonwealth, will hold less than a ten percent (10%) share of the interstate, interexchange market; and (2) to the extent Applicants' affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") are incumbent local exchange carriers in other markets, these affiliates have in combination fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide. Since this application would qualify for presumptive streamlined treatment but for the fact that ILEC affiliates of Applicants have adjacent service territories, Applicants respectfully request that the Commission grant streamlined treatment to this Application, or in the alternative, process this Application on a non-streamlined basis but using similar timeframes for comments and approval as would be used for an Application with streamlined processing.

In support of this Application, Applicants provide the following information:

² *In re Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, CC Docket No. 01-150, Report and Order at ¶ 34 (Mar. 21, 2002).

II. THE APPLICANTS

A. **Citizens Communications Company ("Citizens") and Its Operating Subsidiaries**

Citizens Communications Company is a corporation organized under the laws of Delaware. Citizen's current principal place of business is at 3 High Ridge Park, Stamford, Connecticut 06905. Citizens was incorporated in the state of Delaware in 1935 as Citizens Utilities Company. Today, Citizens provides services to rural areas and small and medium-sized towns and cities as an incumbent local exchange carrier ("ILEC") under the "Frontier" name. Citizens Communications is the nation's 7th largest incumbent local exchange carrier serving approximately 2,145,000 telephone access lines.

Through Frontier, Citizens offers a variety of integrated telecommunications products. Frontier is typically the dominant incumbent carrier in the markets it serves and provides the "last mile" of telecommunications services to residential and business customers in these markets. Frontier's business is primarily with residential customers and, to a lesser extent, non-residential customers. Frontier principally provides switched and non-switched access services, local services, long distance services (through its subsidiary Frontier Communications of America, Inc.), data and internet services, directory services, and television services. Citizens is also in the beginning stages of offering wireless and Voice over Internet Protocol ("VoIP") services in certain markets.

Citizens operates as an incumbent local exchange carrier in 24 states, and is authorized to provide services in 49 states through its long distance and competitive local subsidiary, Frontier Communications of America, Inc. Citizens and its subsidiaries provide domestic interstate services pursuant to blanket domestic Section 214 authority. Citizens currently holds an indirect controlling interest in the international Section 214 authorization held by Citizen's

subsidiary, Frontier Communications of America, Inc., which is authorized to provide international resale services pursuant to ITC-214-19971202-00753 (listed under the name Visions Long Distance LC; ITC-97-762). Pursuant to a *pro forma* notice of restructuring of Frontier Communications of America, Inc. filed with the Commission on April 29, 2003, Frontier Communications of America Inc was merged with Citizens Telecommunications Company (listed under the name FCS, Inc; ITC-214-19941125-00362) and New North Telecommunications (ITC-214-19960912-00440). To the extent necessary, Citizens, on behalf of Frontier Communications of America, Inc., requests that the Commission update its records with regard to these authorizations to reflect the name: "Frontier Communications of America, Inc."

B. Commonwealth Telephone Enterprises, Inc. ("Commonwealth") and Its Operating Subsidiaries

Commonwealth is a publicly held Pennsylvania telecommunications holding company, with its principal place of business at 100 CTE Drive, Dallas, Pennsylvania 18612. Through its operating subsidiary Commonwealth Telephone Company ("CT"), Commonwealth provides telephony and related services in Pennsylvania markets as a rural incumbent local exchange carrier ("RLEC"). CT, founded in 1897, operates in a rural, approximately 5,000-square-mile territory with a population of approximately 450,000 people, and a line density of approximately 65 access lines per square mile. Approximately three quarters of CT's switched access lines serve residential customers. CT is the nation's eighth largest non-Bell incumbent local exchange carrier, serving over 323,500 switched access lines as of December 31, 2005.

Commonwealth's subsidiary, CTSI, LLC, ("CTSI") formally began operating in 1997 and currently provides a full array of competitive voice and data telecommunications services mainly to business customers. CTSI holds authority in Pennsylvania to provide competitive

local exchange services as a competitive local exchange carrier ("CLEC"), and provides competitive services in three regional Pennsylvania markets that border CT's markets: Wilkes-Barre/Scranton/Hazleton, Harrisburg and Lancaster/Reading/York. CTSI served over 137,600 competitive switched access lines as of December 31, 2005.

Commonwealth also owns and operates other telecommunications-related support businesses that all operate in deregulated segments of the telecommunications industry and that support the operations of CT and CTSI, including epix[®] Internet Services ("epix"), and Commonwealth Communications ("CC"), a provider of telecommunications equipment and facilities management services.

Commonwealth is an authorized non-dominant facilities-based carrier and reseller with global authority, subject to Section 214 of the Communications Act of 1934, as amended, and the Commission's Rules. The FCC has authorized Commonwealth and its subsidiaries to provide global facilities-based and global resale services, in FCC File No. ITC-214-19960726-00343 (as amended by Public Notice, DA No. 00-1314, released June 15, 2000).

III. DESCRIPTION OF THE TRANSACTION (ANSWER TO QUESTION 13)

In order to consummate the proposed transaction, Applicants have entered into an Agreement and Plan of Merger ("Agreement") dated as of September 17, 2006. Pursuant to the Agreement, in accordance with Pennsylvania and Delaware corporation laws, a newly formed wholly owned subsidiary of Citizens, CF Merger Corp. ("CFMC"), will be merged into Commonwealth, whereupon the separate existence of CFMC will cease and Commonwealth will be the surviving corporation.

Upon the merger of CFMC into Commonwealth, each issued and outstanding Commonwealth common share will be cancelled and the holder of each such share will be entitled

to \$31.31 in cash and 0.768 shares of Citizens common stock. Commonwealth shares held in treasury will be cancelled. In sum, Citizens will purchase the outstanding common stock of Commonwealth for approximately \$1.16 billion, assuming Commonwealth's existing convertible debt converts to common shares. Further, each share of common stock of CFMC outstanding immediately prior to the closing of the transaction shall be converted into and become one share of common stock of Commonwealth, as the surviving corporation, with the same rights, powers and privileges as the shares so converted and shall constitute the only outstanding shares of capital stock of the surviving corporation.

Through the purchase of the common shares of Commonwealth, control will be transferred to Citizens. For the Commission's convenience, pre- and post-transaction corporate organizational charts are provided as Exhibit A attached hereto.

Although the proposed transaction will result in a change in the ownership of Commonwealth, the proposed transaction will not affect the assets Commonwealth currently holds or adversely affect any of the customers who receive service in connection with Commonwealth's on-going operations. Immediately following the consummation of the transaction, those customers will continue to receive service under the same tariffs, rates, terms and conditions of service. Citizens does plan to rebrand and market services under the Frontier name shortly after closing and will make all required customer notifications. The proposed transfer of control of Commonwealth to Citizens, therefore, is expected to be seamless and virtually transparent, other than in name, to consumers, in terms of the services they receive.³

³ If, after a transition period, Citizens seeks to transfer Commonwealth's assets to a Citizens-controlled entity, Citizens will obtain all necessary approvals (including all required Commission approvals) and make all required customer notifications.

IV. PUBLIC INTEREST STATEMENT

Applicants respectfully submit that the transaction described herein will serve the public interest. The proposed transaction will provide the Applicants with access to each other's advanced network capabilities, technical and financial strengths and complementary services, which together are expected to strengthen the Applicants' ability to expand their offerings and provide more advanced telecommunications services to a broader customer base. Applicants expect that the proposed acquisition will enable both Citizens and Commonwealth to continue to offer innovative products and to further strengthen their marketplace positions to the benefit of consumers and the national telecommunications marketplace.

Further, the transaction will be conducted in a manner that will be virtually transparent to customers of Citizens and Commonwealth. The transfer of control of Commonwealth will not result in a change of carrier for end user customers. Following consummation of the proposed transaction, Commonwealth and Citizens will continue to provide high-quality communications services to their customers without interruption and without immediate change in tariffs, rates, terms or conditions.

Citizens is a respected, long-time participant in the local exchange marketplace, focusing largely on rural and suburban communities. In recent years, Citizens has determined to emphasize its focus on rural and suburban communities, a market which, it believes, has been underserved in the current telecommunications environment. The instant transaction will permit the Applicants to sharpen their focus on the areas where they are best able to provide their customers with innovative and value added services, and the combined size and depth of expertise of the companies will enhance their abilities to provide these services in additional areas.

The service territories of Citizens' Frontier subsidiaries and Commonwealth fit together exceptionally well. The combined size and depth of expertise of the companies will help create a "critical mass" of employees, customers and technology. The companies' combined size will give them an increased ability to focus on growing their customer base through new business opportunities.

The proposed acquisition of Commonwealth by Citizens will positively benefit the Applicants' local exchange operations and customers. The purchase by Citizens offers Commonwealth a larger parent organization focused on the local exchange business that shares Commonwealth's history of commitment to excellent customer service. Indeed, the proposed stock transfer will produce a more complete and robust set of services for the Applicants' customers.

Citizens is committed to meeting the needs and telecommunications requirements of small and medium-sized communities and ensuring that these communities become part of the information superhighway. The instant transaction will permit both Citizens and Commonwealth to sharpen their focus on the areas where they are best able to provide their customers with innovative and value added services. For example, Citizens has a higher penetration of high speed internet access (*i.e.*, DSL) than does Commonwealth and, therefore, will seek to accomplish higher customer acceptance by Commonwealth customers, as well. Competition for telecommunications service will be enhanced, as the combined size and depth of expertise of Citizens and Commonwealth will enable them to compete more effectively with other facilities-based competitors, including cable telephony and wireless carriers.

Given the increasingly competitive nature of the interstate and international telecommunications markets, Applicants are seeking to complete the proposed transaction as soon as

possible in order to ensure that Applicants can rapidly obtain the benefits of the proposed transaction. Accordingly, Applicants respectfully request that the Commission process, consider and approve this Application as expeditiously as possible.

V. INFORMATION REQUIRED BY SECTION 63.24(E)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18(a) through (d), and (h) through (p) for both Citizens and Commonwealth.

(a) Name, address and telephone number of each Applicant:

Citizens:

Citizens Communications Company **FRN: 0003576352**
3 High Ridge Park
Stamford, Connecticut 06905
Tel: 203-614-5600

Commonwealth:

Commonwealth Telephone Enterprises, Inc. **FRN: 0003261716**
100 CTE Drive
Dallas, Pennsylvania 18612
Tel: 570-631-2700

(b) Jurisdiction of Organizations:

Citizens:

Citizens Communications Company is a corporation organized under the laws of Delaware.

Commonwealth:

Commonwealth Telephone Enterprises, Inc. is a corporation organized under the laws of Pennsylvania.

- (c) **(Answer to Question 10) Correspondence concerning this Application should be sent to:**

For Citizens:

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- (d) Citizens and its subsidiaries provide domestic interstate services pursuant to blanket domestic Section 214 authority. Citizens currently holds an indirect controlling interest in the international Section 214 authorization held by Citizen's subsidiary, Frontier Communications of America, Inc., which is authorized to provide international resale services pursuant to ITC-214-19971202-00753 (ITC-97-762).⁴

Commonwealth Telephone Enterprises, Inc. is an authorized non-dominant facilities-based carrier and reseller with global authority, subject to Section 214 of the Communications Act of 1934, as amended, and the Commission's Rules. The FCC has authorized Commonwealth and its subsidiaries, in FCC File No. ITC-214-19960726-00343 (as amended by Public Notice, DA No. 00-1314, released June 15, 2000), to operate as a facilities-based carrier pursuant to the terms and conditions of Section 63.18(3)(1) and to operate as a resale carrier pursuant to the terms and conditions of Section 63.18(e)(2). Specifically, Commonwealth has authority to (1) obtain global authority to acquire capacity in half-circuits in U.S.-owned submarine cables, and establish channels of communication with U.S.-owned satellite systems, to provide international communications services between the United States and international points; (2) obtain global authority to resell the international services of all authorized common carriers, except affiliated carriers regulated as dominant on the route to be served, to provide international communications services between the United States and all international points; (3) obtain global authority to resell international private lines to provide international private line services between the United States and all international points; and (4) resell international private lines interconnected at one or both ends of the PSTN for the provision of international switched services between the United States and countries that the Commission finds provide U.S. carriers with effective competitive opportunities.

- (h) (Answer to Questions 11 & 12) The following entities own directly or indirectly 10% or more of Citizens and Commonwealth:

Citizens:

Citizens Communications Company is a widely held publicly traded company (NYSE: CZN) with no individual shareholder having a 10% or greater interest in Citizens.⁵

⁴ Pursuant to a *pro forma* notice of restructuring of Frontier Communications of America, Inc. filed with the Commission on April 29, 2003, Visions Long Distance LC was renamed as Frontier Communications of America Inc., and was merged with FCS, Inc., (ITC-214-19941125-00362) and New North Telecommunications (ITC-214-19960912-00440). To the extent necessary, Citizens, on behalf of Frontier Communications of America, Inc., requests that the Commission update its records with regard to these authorizations to reflect the name: "Frontier Communications of America, Inc."

⁵ No person or entity is expected to have a 10% or greater direct interest in Citizens Communications Company after the closing of the proposed transaction.

Commonwealth

Ownership of Commonwealth Telephone Enterprises, Inc.

The following entity owns a 10% or greater direct interest in **Commonwealth Telephone Enterprises, Inc.:**

Name: American Century Investment Management, Inc.
Address: Twentieth Century Tower
4500 Main Street
Kansas City, MO 64111
Ownership: 12% (of Commonwealth Telephone Enterprises, Inc.)
Citizenship: Delaware
Principal Business: Investments

No other entities own a 10% or greater direct interest in Commonwealth Telephone Enterprises, Inc.

Ownership of American Century Investment Management, Inc.

The following entity owns a 100% direct interest in **American Century Investment Management, Inc.:**

Name: American Century Companies, Inc.
Address: Twentieth Century Tower
4500 Main Street
Kansas City, MO 64111
Ownership: 100% (of American Century Investment Management, Inc.)
Citizenship: Delaware
Principal Business: Investments

Ownership of American Century Companies, Inc.

The following two (2) entities own a 10% or greater direct *equity* interest in **American Century Companies, Inc.:**

Name: JPMAC Holdings, Inc.
Address: 270 Park Avenue
New York, NY 10017
Ownership: 43.21% (of American Century Companies, Inc.)
Citizenship: Delaware
Principal Business: Investment Holding Company wholly owned by J.P. Morgan Chase & Co. (see below).

Name: Stowers Institute for Resource Development, Inc.

Address: 1000 E. 50th St.
Kansas City, MO 64110
Ownership: 42.52% (of American Century Companies, Inc.)
Citizenship: Missouri
Principal Business: Non-Profit Medical Research Foundation⁶

No other persons or entities own a 10% or greater direct *equity* interest in American Century Companies, Inc.

The following two persons own 10% or greater *voting* interest in **American Century Companies, Inc.:**

Name: James E. Stowers, Jr.
Address: 4500 Main Street
Kansas City, MO 64111
Ownership: 39% (*voting* control of American Century Companies, Inc.)
Citizenship: U.S.

Name: Virginia G. Stowers, Jr.
Address: 4500 Main Street
Kansas City, MO 64111
Ownership: 18% (*voting* control of American Century Companies, Inc.)
Citizenship: U.S.

No other persons or entities own a 10% or greater voting interest in American Century Companies, Inc.

Ownership of JPMAC, Inc.

The following entity owns a 100% direct interest in **JPMAC, Inc. Morgan Holding:**

Name: JP Morgan Chase & Co.
Address: 270 Park Avenue
New York, NY 10017
Ownership: 100% (of JPMAC, Inc.)
Citizenship: Delaware

⁶ The Stowers Institute for Resource Development, Inc. is a non-profit scientific research foundation that manages the endowment of the Stowers Institute for Medical Research. It has no shareholders, and no person or entity therefore holds a 10% or greater equity interest in the Stowers Institute for Resource Development, Inc. The Institute is managed by the following Board of Directors: James E. Stowers III, Richard W. Brown, Robert Peterson, and Allan J. Huber. Further information is available in the Stowers Institute 2005 Annual Report, available at: <http://www.stowers-institute.org/AnnualReport/2005AnnualReport.pdf>.

Principal Business: Financial

JP Morgan Chase & Co. is a widely held publicly traded company (NYSE: JPM) with no individual shareholder having a 10% or greater interest.

- (i) **(Answer to Question 14)** Applicants certify that neither Citizens nor Commonwealth is a foreign carrier or affiliated with a foreign carrier.
- (j) **(Answer to Question 15)** Applicants certify that they do not seek to provide international telecommunications services to any destination country where:
 - (1) An Applicant is a foreign carrier in that country; or
 - (2) An Applicant controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. See 21 U.S.C. § 853a. See also 47 C.F.R. §§ 1.2001-1.2003.
- (p) As set forth in **Section I.A.** above, Applicants respectfully request that this Application be considered for streamlined processing on a case-by-case basis, or in the alternative, be considered by the Commission under timeframes similar to those provided to streamlined applications.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)

Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-

(12):

(a)(6) A description of the proposed transaction is set forth in **Section III** above.

(a)(7) Citizens is a full-service communications provider offering local and long distance voice, television and Internet products and services in rural areas and small and medium-sized towns and cities around the country. Citizens ILEC affiliates operate in 24 states (Alabama, Arizona, California, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Michigan, Minnesota, Mississippi, Montana, Nebraska, Nevada, New Mexico, New York, Ohio, Oregon, Pennsylvania, Tennessee, Utah, West Virginia and Wisconsin) and serve approximately 2,145,000 telephone access lines. Citizens' largest market is Rochester, NY. A complete list of Citizens' ILEC affiliates is provided as Exhibit B.

Commonwealth's only ILEC affiliate is Commonwealth Telephone Company. Commonwealth and its subsidiaries provide local exchange and inter-exchange telecommunications services throughout eastern and central Pennsylvania.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to the Commission's Rules and Orders, or in the alternative, should be considered by the Commission with timeframes similar to that provided for streamlined applications. With respect to domestic authority, this Application may not qualify for presumed streamlined processing pursuant to Section 63.03(b)(2) because affiliates (as defined in Section 3(1) of the Communications Act - "Affiliates") of both Citizens and Commonwealth are ILECs that have adjacent service areas. To the extent this disqualifies the Application from presumptive streamlined treatment, Applicants nevertheless request streamlined treatment on the case-by-case approach because, immediately following the transaction, (1) Citizens and its subsidiaries, including Commonwealth, will hold less than a ten percent (10%) share of the interstate, interexchange market; and (2) to the extent Applicants' Affiliates are incumbent local exchange carriers in other markets, these Affiliates have in combination fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide. Since this application would qualify for presumptive streamlined treatment but for the fact that ILEC affiliates of Applicants have adjacent service territories, Applicants respectfully request that the Commission grant streamlined treatment to this Application, or in the alternative, process this Application on a non-streamlined basis but using simi-

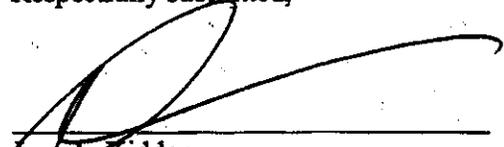
lar timeframes for comments and approval as would be used for an Application with streamlined processing.

- (a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). Form 603 applications for the transfer of control of certain wireless radio licenses are also being separately and concurrently filed with the Wireless Telecommunications Bureau.
- (a)(10) Prompt completion of the proposed transaction is critical to ensuring that Applicants can obtain the benefits described in the foregoing Application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in Section IV. above.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants respectfully request streamlined treatment to permit Applicants to consummate the proposed transaction as soon as possible, or in the alternative, that the Commission consider this Application on a non-streamlined basis but using similar timeframes for comments and approval as would be used for an Application with streamlined processing.

Respectfully submitted,



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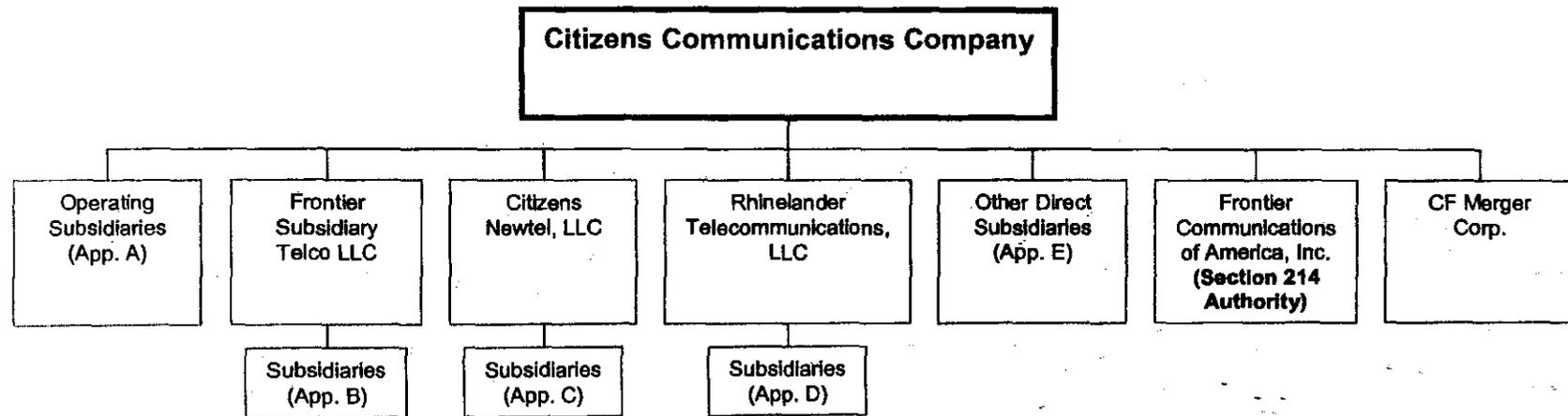
Counsel for Commonwealth Telephone Enterprises, Inc.

Dated: September 29, 2006

EXHIBIT A

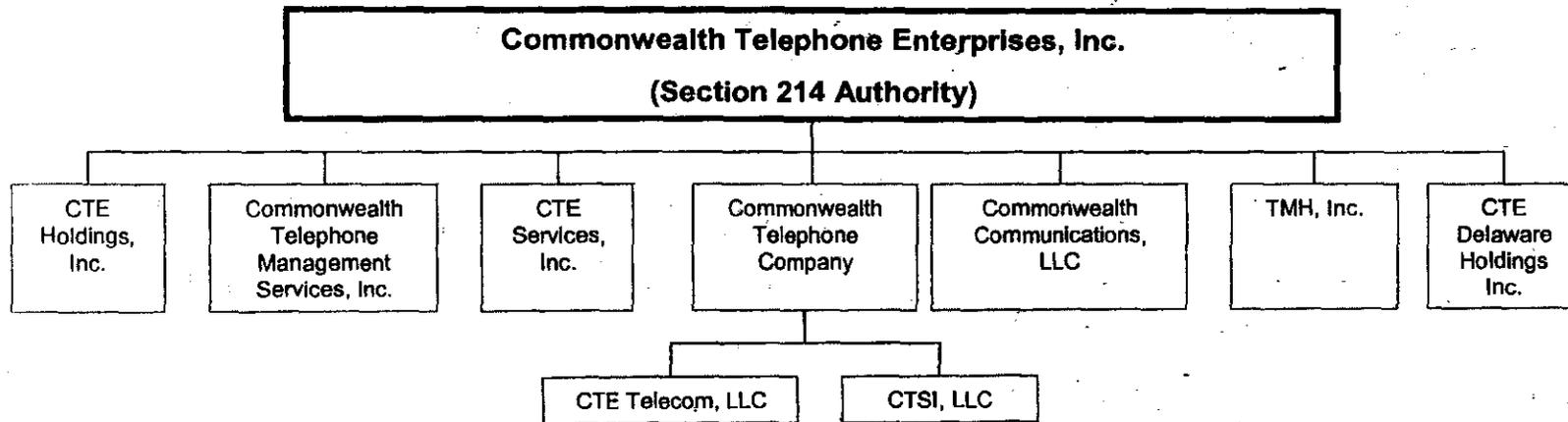
Pre- and Post-Transaction Organizational Structure

Pre-Transaction Ownership
Citizens Communications Company



Pre-Transaction Ownership

Commonwealth Telephone Enterprises, Inc.



Post-Transaction Ownership

Citizens Communications Company

