

April 26, 2010

FOR PUBLIC INSPECTION

BY HAND

FILED/ACCEPTED

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street S.W.
Washington, D.C. 20554

APR 26 2010
Federal Communications Commission
Office of the Secretary

RE: *Application of Verizon Communications Inc. and Frontier Communications Corporation for Consent to Transfer Control of Domestic Section 214 Authority, WC Docket No. 09-95*

Dear Ms. Dortch:

On April 23, 2010, Ken Mason and Todd Wells of Frontier Communications Corp. ("Frontier") and the undersigned spoke with Paul de Sa, Chief, Office of Strategic Planning and Policy Analysis, regarding the above-referenced proceeding. The undersigned also spoke with Mr. de Sa on April 25. In their conversations of April 23, 2010, the Frontier participants reviewed the additional information they had filed at the staff's request, which is already summarized in those filings, and in those conversations and the conversations on April 25, responded to staff questions as summarized below.

Frontier is filing with this ex parte, pursuant to the Bureau's Second Protective Order,¹ a further revised version of its financial model clarifying the presentation of certain aspects. This revision makes it easier for staff to adjust synergy assumptions and to see how changes in those assumptions are reflected in the model. As a modeling convention, the model assumes that synergies are realized pro-rata to 2013. The revision also clarifies the presentation of integration operating expenses, which previously had been shown on a post-tax basis, but are now reflected at gross amounts with tax effects reflected in the tax lines of the model. The integration operating expenses on the model tab labeled "contribution" do not include deal fees. The model also has a separate line for integration capital expenditures, as distinct from expenses, which includes items such as the capitalized perpetual software licenses. The update filed on April 21, 2010 also contained a couple of typographical errors, which did not have a material impact on the combined pro forma results generated by the model, but which are corrected in this revision. In addition, in both the April 21 version and this version, the individual Frontier Legacy and Verizon Legacy pro formas reflect the accumulation of residual cash generated each year, whereas the combined pro forma worksheet assumes such cash is used to repurchase shares.

¹ *Applications Filed by Frontier Communications Corporation and Verizon Communication, Inc. for Assignment or Transfer of Control, WC Docket No. 09-95, Protective Order, DA 10-221 (rel. Feb. 2, 2010).*

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In addition, in response to staff questions, as of the end of 2007, Frontier made broadband available to approximately 89% of households in its service area. As of the end of 2008, Frontier made broadband available to approximately 91% of households in its service areas, and Verizon (transaction areas) made broadband available to approximately 62% of households.

Please contact me if you have any questions.

Sincerely,



John T. Nakahata
Counsel to Frontier Communications Corp.

Attachment

cc: Gary Remondino