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ExParte

May 17, 2010

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

Re: Ex Parte Notice. WC Docket no. 90-95.
In the Matter of Applications filed by Frontier Communications
Corporation and Verizon Communications, Inc. for Assignment or
Transfer of Control

FOR PUBLIC INSPECTION

Dear Ms. Dortch:

On May 14, 2010 Debbie Goldman of the Communications Workers of America (CWA), Scot Rubin, Esq., counsel to CWA, and I talked by telephone with Zachary Katz, Deputy Chief, Office of Strategic Planning & Policy Analysis, to discuss the above-captioned proceeding. This conversation was in response to a request from Mr. Katz that we provide him with examples of certain actions by regulatory bodies.

During the telephone conversation we discussed various regulatory orders from state public service regulators including the following:

- an Illinois order approving Embarq-Centurytel merger. (Docket 08-0645) The Order prohibits the payment of dividends if certain service quality standards are not met.
- a Washington order approving Embarq-Centurytel merger. (Docket UT-092119) The Order states that if the market value of the parent's common equity falls below 50% of the parent's net debt, then in-state utilities cannot pay dividends that exceeds 50% of net income; and,
- a New York order approving FairPoint acquisition of Berkshire Telephone. (Docket 03-C-0972) The Order prohibits payment of dividends if certain service quality standards are not met. In addition, the Order provides that dividend payments cannot exceed EBITDA less depreciation expense, unless the utility maintains cash reserves at least equal to annual capital expenditure requirements.

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May 17, 2010

In addition, we discussed the fact that the Illinois and West Virginia orders approving the instant Verizon-Frontier transaction contain restrictions: Illinois prohibits the payment of dividends to the parent if certain service quality standards are not met; West Virginia prohibits the payment of dividends to the parent in excess of net income for the next four years.

Lastly, we briefly discussed the fact that the West Virginia Order in the instant matter requires Verizon to comply with the irrevocable trust provisions in a related service-quality case pending before the West Virginia Public Service Commission.

If you have any questions or concerns please feel free to contact me.

Sincerely,



Vincent Trivelli

Cc: Edward Lazarus
Jennifer Schneider
Angela Giancarlo
Angela Kronenberg
Christy Shewman
Sharon Gillett
Paul De Sa
Zachary Katz
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