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April 15, 2014

BY HAND DELIVERY AND ECFS

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

Attn: Dennis Johnson
Competition Policy Division
Wireline Competition Bureau

Re: Applications of AT&T Inc. and Frontier Communications Corporation
*WC Docket No. 14-22: **REQUEST FOR CONFIDENTIAL***
TREATMENT

Dear Ms. Dortch:

Frontier Communications Corporation ("Frontier") hereby requests that Exhibits 1-3 enclosed with Frontier's response to follow-up questions received from the Commission staff on April 1, 2014 regarding the above-referenced transaction (the "Response") be withheld from public disclosure pursuant to 47 C.F.R. §§ 0.457, 0.459. These exhibits contain proprietary and commercially sensitive information that Frontier does not in the normal course of business reveal to the public or its competitors. As such, these documents may be withheld from public inspection under Exemption 4 of the Freedom of Information Act ("FOIA"), 5 U.S.C. § 552(b)(4), and section 0.457(d)(2) of the Commission's Rules.

Consistent with the Commission's practice and procedure, Frontier has labeled the response and Exhibits 1-3 with appropriate confidentiality legends and is filing a version of the Response, redacted for public inspection, through the Commission's Electronic Comment Filing System. Further, Frontier provides the following information, in support of this request, as required by sections 0.457(d)(2) and 0.459(b) of the Commission's Rules.

1. Information for Which Confidentiality Is Requested. Frontier is requesting that Exhibits 1-3 be withheld from public disclosure under 5 U.S.C. § 552(b)(4), and 47 C.F.R. § 0.457(d)(2). These documents provide details regarding plans and schedules for the data transfer and network integration process between Frontier and AT&T as well as details regarding the specific assets that will be exchanged as part of this transaction.

2. Proceeding/Reason for Submission. Frontier is submitting the enclosed information in response to follow-up questions posed by Commission staff on April 1, 2014.

3. Nature of Confidential Information. The documents identified above are commercially sensitive and may be withheld from public disclosure under FOIA Exemption 4. The Commission has long recognized that, for purposes of Exemption 4, "records are 'commercial' as long as the submitter has a commercial interest in them." *Robert J. Butler*, 6 FCC Rcd 5414, 5415 (1991), citing *Public Citizen Health Research Group v. F.D.A.*, 704 F.2d 1280, 1290 (D.C. Cir. 1983); *American Airlines v. National Mediation Board*, 588 F.2d 863, 868 (2d Cir. 1978).

4. Competitiveness of Market. The documents in question derive from and relate to Frontier's acquisition of The Southern New England Telephone Company ("SNET") and its provision of telecommunications and broadband internet access services which are "subject to competition." Indeed, these markets in which Frontier and SNET compete are highly competitive. 47 C.F.R. § 0.459(b)(4). As such, the documents contain sensitive internal business and commercial information entitled to protection under 5 U.S.C. § 552(b)(4) and 47 C.F.R. § 0.457(d)(2).

5. Harm from Disclosure. The documents in question are confidential because their release would likely cause competitive harm to Frontier. Providing Frontier's competitors with access to Exhibits 1-3 would provide competitors with unique insight into Frontier's business and its integration plans for SNET. The D.C. Circuit has found parties do not have to "show actual competitive harm" to justify confidential treatment. Rather, "[a]ctual competition and the likelihood of substantial competitive injury" is sufficient to bring commercial information within the realm of confidentiality." *Public Citizen Health Research Group*, 704 F.2d at 1291, quoting *Gulf & Western Industries v. U.S.*, 615 F.2d 527, 530 (D.C. Cir. 1979).

6. Measures Taken To Prevent Unauthorized Disclosure. Frontier treats the designated information contained in Exhibits 1-3 as confidential and proprietary, and does not publicly disclose this information.

7. Previous Disclosure. Frontier has not publicly disclosed the information for which it is seeking protection.

8. Requested Duration of Nondisclosure. The enclosed information should never be released for public inspection, as it contains commercially sensitive, confidential information, the release of which could adversely affect Frontier's competitive position. In the event that any person or entity requests disclosure or copies of the confidential materials, Frontier requests that it be so notified immediately so that it can take any action to safeguard its interests as it deems necessary.

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If you have any questions about the information set forth above, please contact the undersigned.

Sincerely,

A handwritten signature in blue ink that reads "Michael Saperstein Jr." with a stylized flourish at the end.

Michael D. Saperstein, Jr.

Enclosures

cc: Randy Clarke (w/enc.)
Jodie Donovan-May (w/enc.)
David Krech (w/enc.)
Jeff Tobias (w/enc.)
Neil Dellar (w/enc.)