

FRONTIER COMMUNICATIONS CORP

Form 425

May 21, 2009

Filed by Frontier Communications Corporation

Pursuant to Rule 425 under the Securities Act of 1933

and Deemed Filed Pursuant to Rule 14a-12

Under the Securities Exchange Act of 1934

Subject Company: Frontier Communications Corporation

Commission File No. 001-11001

---

**Welcome to the New Frontier**

**May 21, 2009**

**Frontier Communications**

---

**Safe Harbor Statement**

3

Forward-Looking Language

This presentation contains forward-looking statements that are made pursuant to the safe harbor provisions of The Private Securities Litigation Reform Act of 1995. These statements speak only as of the date of this presentation and are made on the basis of management's views and assumptions regarding future events and business performance. Words such as believe, anticipate, expect and similar expressions are intended to identify forward-looking statements. Forward-looking statements (including oral representations) involve risks and uncertainties that may cause actual results to differ materially from any future results, performance or achievements expressed or implied by such statements. These risks and uncertainties are based on a number of factors, including but not limited to: our ability to complete the acquisition of access lines from Verizon; our ability to successfully integrate the Verizon operations and to realize the synergies from the acquisition; failure to obtain, delays in obtaining or adverse conditions contained in any required regulatory approvals for the merger; the failure to obtain our stockholders' approval; the receipt of an IRS ruling approving the tax-free status of the transaction; reductions in the number of our access lines and high-speed internet subscribers; the effects of competition from cable, wireless and other wireline carriers (through voice over internet protocol (VOIP) or otherwise); reductions in switched access revenues as a result of regulation, competition and/or technology substitutions; the effects of greater than anticipated competition requiring new pricing, marketing strategies or new product offerings and the risk that we will not respond on a timely or profitable basis; the effects of changes in both general and local economic conditions on the markets we serve, which can impact demand for our products and services, customer purchasing decisions, collectability of revenue and required levels of capital expenditures related to new construction of residences and businesses; our ability to effectively manage service quality; our ability to successfully introduce new product offerings, including our ability to offer bundled service packages on terms that are both profitable to us and attractive to our customers; our ability to sell enhanced and data services in order to offset ongoing declines in revenue from local services, switched access services and subsidies; changes in accounting policies or practices adopted voluntarily or as required by generally accepted accounting principles or regulators; the effects of ongoing changes in the regulation of the communications industry as a result of federal and state legislation and regulation, including potential changes in state rate of return limitations on our earnings, access charges and subsidy payments, and regulatory network upgrade and reliability requirements; our ability to effectively manage our operations, operating expenses and capital expenditures, to pay dividends and to reduce or refinance our debt; adverse changes in the credit markets and/or in the ratings given to our debt securities by nationally accredited ratings organizations, which could limit or restrict the availability, and/or increase the cost, of financing; the effects of bankruptcies and home foreclosures, which could result in increased bad debts; the effects of technological changes and competition on our capital expenditures and product and service offerings, including the lack of assurance that our ongoing network improvements will be sufficient to meet or exceed the capabilities and quality of competing networks; the effects of

increased medical, retiree and pension expenses and related funding requirements; changes in income tax rates, tax laws, regulations or rulings, and/or federal or state tax assessments; further declines in the value of our pension plan assets, which could require us to make contributions to the pension plan beginning in 2010, at the earliest; the effects of state regulatory cash management policies on our ability to transfer cash among our subsidiaries and to the parent company; our ability to successfully renegotiate union contracts expiring in 2009 and thereafter; our ability to pay dividends in respect of our common shares, which may be affected by our cash flow from operations, amount of capital expenditures, debt service requirements, cash paid for income taxes (which will increase in 2009) and our liquidity; the effects of increased cash taxes in 2009 and thereafter; the effects of any unfavorable outcome with respect to any of our current or future legal, governmental, or regulatory proceedings, audits or disputes; the possible impact of adverse changes in political or other external factors over which we have no control; and the effects of hurricanes, ice storms or other severe weather. These and other uncertainties related to our business are described in greater detail in our filings with the Securities and Exchange Commission (SEC), including our reports on Forms 10-K and 10-Q. There also can be no assurance that the proposed transaction will in fact be consummated. We undertake no obligation to publicly update or revise any forward-looking statement or to make any other forward-looking statements, whether as a result of new information, future events or otherwise unless required to do so by securities laws.

---

**Safe Harbor Statement**

Additional Information and Where to Find it

This material is not a substitute for the prospectus/proxy statement the Company will file with the SEC. We urge investors to read the prospectus/proxy statement, which will contain important information, including detailed risk factors, when it becomes available. The prospectus/proxy statement and other documents which will be filed by the Company with the SEC will be available free of charge at the SEC's website, [www.sec.gov](http://www.sec.gov), or by directing a request when such a filing is made to Frontier Communications Corporation, 3 High Ridge Park, Stamford, CT 06905-1390, Attention: Investor Relations.

This material shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

The Company and certain of its directors, executive officers and other members of management and employees may, under SEC rules, be deemed to be participants in the solicitation of proxies in connection with the proposed transactions. Information about the directors and executive officers of the Company is set forth in the proxy statement for the Company's 2009 annual meeting of stockholders filed with the SEC on April 6, 2009.

This material shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

---

**The New Frontier .**

**The acquisition of Verizon markets by Frontier creates the largest  
pure rural communications service provider**

**Commitment to Customers**

Expansion of products and services in these markets

Deliver a unique customer experience

Local Engagement Model

Small and Medium business focus

**Commitment to Employees**

Honor current collective bargaining agreements

No layoffs of field work force for 18 months

Customer focus provides employment growth opportunities

**Commitment to Communities**

Employees live and work in their markets

Active in local clubs, associations and event participation

Responsible for helping our communities be viable

**The New Frontier**

**Strong Balance Sheet for viability**

Investment grade credit rating metrics and commitment

Low debt leverage of 2.6x

25% dividend reduction to shift spending to customer products and network improvements

Lower dividend payout ratio

**Track record of investment in broadband**

High Speed reach and availability

Peace of Mind services

Strong growth in broadband penetration

Free PC promotions

Product bundle options

**Management Team that delivers best-in-class results**

Proven ability to integrate acquired properties

Bench strength and experience

---

**FY 2008 Key Metrics**

**Frontier  
Standalone**

**Frontier**

**Pro Forma**

**Combined Company Snapshot**

6

**\* New State for Frontier**

**Frontier Properties**

**SpinCo Properties**

**Revenue:**

\$2.2B

\$6.5B

**EBITDA (a):**

\$1.2B

\$3.1B

**Ending Access Lines:**

2.3M

7.0M

**Number of States:**

24

27

Pro Forma

% of

Footprint

Total

West Virginia

761

10.8%

Indiana

723

10.3%

New York

684

9.7%

Illinois

671

9.5%

Ohio

635

9.0%

Washington\*

579

8.2%

Michigan

526

7.5%

Pennsylvania

427

6.1%

Wisconsin

343

4.9%

Oregon

323

4.6%

North Carolina\*

263

3.7%

Minnesota

211

3.0%

California

168

2.4%

Arizona

152

2.2%

Idaho

133

1.9%

South Carolina\*

128

1.8%

Tennessee

79

1.1%

Nevada

60

0.8%

Iowa

45

0.6%

Nebraska

43

0.6%

Alabama

26

0.4%

Utah

22

0.3%

Georgia

19

0.3%

New Mexico

8

0.1%

Montana

8

0.1%

Mississippi

5

0.1%

Florida

4

0.1%

**Total**

**7,045**

**Pro Forma Access Lines By State**

(a) Excludes synergies

---

**The New Frontier .**

**What differentiates this transaction from previous RBOC line purchases?**

**System Conversion Experience**

13 states run on a separate billing platform that comes with SpinCo in the acquisition; Only one state is required to be converted at closing; No application development - existing Frontier software applications (billing, financial, HR, workforce management, etc.) are all scalable.

**Deleveraging Transaction**

This is a deleveraging transaction. FY 2008 pro forma combined leverage of 2.6x approaching investment grade

**Strong Rural Markets**

Similar rural profile as Frontier has today; 37 households / sq. mile; less than 1% of the footprint is urban

**Track Record of Successful Integrations**

Frontier management successfully operates a 2M + access line business, generating \$2.2B of revenue in 24 states. We have successfully integrated Rochester Telephone, Commonwealth Telephone and Global Valley Networks realizing greater than anticipated expense and revenue growth synergies, and have consolidated 5 billing systems in the past 5 years

---

**Operating Strategy**

8

**Deliver a differentiated Customer experience**

**US based 24/7 customer service with state queues**

**Full installations/maintenance of voice and broadband**

**Simple bill format**

**On line ordering, service and payment options**

**Leverage Frontier's performance culture**

Sales and service focus to drive best in class results

**Local engagement model**

Local presence and ownership of market performance

Community involvement for competitive advantage

Drive customer acquisition and retention

**Investment in network infrastructure**

Expansion of broadband reach, speed and capacity

Support for new product and service offerings for customer revenue growth

Product quality and reliability

---

**The New Frontier**

We are excited about the opportunity to serve  
more customers in your state

We believe in our business model and our ability to  
deliver great products and services to customers

Our philosophy is that rural markets should have  
the same communication services as the big urban  
markets allowing consumers and businesses to  
choose quality of life in rural America and still stay  
connected

---

**Access Line Detail**

10

*As of 12/31/08*

**Frontier**

**SpinCo**

**Combined**

West Virginia

143,982

617,036

761,018

Indiana

4,647

718,251

722,898

Illinois

97,461

573,321

670,782

Ohio

552

634,153

634,705

Michigan

19,102

507,462

526,564

Wisconsin

62,007

281,350

343,357

Oregon

12,626

309,904

322,530

California

143,871

24,205

168,076

Arizona

145,241

6,297

151,538

Idaho

20,035

113,002

133,037

Nevada

23,701

35,989

59,690

**673,225**

**3,820,970**

**4,494,195**

Washington

-

578,506

578,506

North Carolina

-

263,479

263,479

South Carolina

-

127,718

127,718

-

**969,703**

**969,703**

New York

683,880

-

683,880

Pennsylvania

427,489

-

427,489

Minnesota

210,983

-

210,983

Tennessee

79,014

-

79,014

Iowa

44,891

-

44,891

Nebraska

43,106

-

43,106

Alabama

25,980

-

25,980

Utah

21,718

-

21,718

Georgia

19,167

-

19,167

New Mexico

8,001

-

8,001

Montana

7,659

-

7,659

Mississippi

5,474

-

5,474

Florida

3,746

-

3,746

**1,581,108**

-

**1,581,108**

**2,254,333**

**4,790,673**

**7,045,006**