

FRONTIER COMMUNICATIONS CORP

Form 425

October 29, 2009

To be the leader in providing communications services to residential and  
business customers in our markets

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Our Mission

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Don Banowetz

SVP & GM, New York

Frontier Communications

October 29th, 2009

Filed by Frontier Communications Corporation

Pursuant to Rule 425 under the Securities Act of 1933

Under the Securities Exchange Act of 1934

Subject Company: Frontier Communications Corporation

Registration Statement No. 333-160789

Midwest Telcom Expo

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Safe Harbor Statement

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 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; the failure to obtain, delays in obtaining or adverse conditions contained in any required regulatory approvals for the Verizon transaction; the failure to receive the IRS ruling approving the tax-free status of the Verizon transaction; the ability to successfully integrate the Verizon operations into Frontier's existing operations; the effects of increased expenses due to activities related to the Verizon transaction; the ability to migrate Verizon's West Virginia operations from Verizon owned and operated systems and processes to Frontier owned and operated systems and processes successfully; the risk that the growth opportunities and cost synergies from the Verizon transaction may not be fully realized or may take longer to realize than expected; the sufficiency of the assets to be acquired from Verizon to enable us to operate the acquired business; disruption from the Verizon transaction making it more difficult to maintain relationships with customers, employees or suppliers; the effects of greater than anticipated competition requiring new pricing, marketing strategies or new product or service offerings and the risk that we will not respond on a timely or profitable basis; reductions in the number of our access lines and High-Speed Internet subscribers; our ability to sell enhanced and data services in order to offset ongoing declines in revenue from local services, switched access services and subsidies; the effects of ongoing changes in the regulation of the communications industry as a result of federal and state legislation and regulation; the effects of competition from cable, wireless and other wireline carriers (through voice over internet protocol (VOIP) or otherwise); our ability to adjust successfully to changes in the communications industry and to implement strategies for improving growth; adverse changes in the credit markets or in the ratings given to our debt securities by nationally accredited ratings organizations, which could limit or restrict the availability, or increase the cost, of financing; reductions in switched access revenues as a result of regulation, competition and/or technology substitutions; 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; changes in accounting policies or practices adopted voluntarily or as required by generally accepted accounting principles or regulators; our ability to effectively manage our operations, operating expenses and capital expenditures, to pay dividends and to repay, reduce or refinance our debt; 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; 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; declines in the value of our pension plan assets, which could require us to make contributions to the pension plan beginning no earlier than 2010; 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 and our liquidity; 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, including our reports on Forms 10-K and 10-Q, and the foregoing information should be read in conjunction with these filings. We do not intend to update or revise these forward-looking statements to reflect the occurrence of future events or circumstances.

**Additional Information and Where to Find It**

This filing is not a substitute for the definitive prospectus/proxy statement included in the Registration Statement on Form S-4 that Frontier filed, and the SEC has declared effective, in connection with the proposed transactions described in the definitive prospectus/proxy statement. **INVESTORS ARE URGED TO READ THE DEFINITIVE PROSPECTUS/PROXY STATEMENT BECAUSE IT CONTAINS IMPORTANT INFORMATION, INCLUDING DETAILED RISK FACTORS.** The definitive prospectus/proxy statement and other documents filed or to be filed by Frontier with the SEC are or 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, 3 High Ridge Park, Stamford, CT 06905-1390, Attention: Investor Relations.

This communication 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.

Frontier's stockholders approved the proposed transactions on October 27, 2009, and no other vote of the stockholders of Frontier or Verizon is required in connection with the proposed transactions.

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Frontier's Enhanced Footprint

Existing Frontier Properties

New Frontier Properties

FY 2008 Key Metrics

Frontier

Standalone

Frontier

Pro Forma

Revenue: \$2.2B \$6.5B

EBITDA (a): \$1.2B \$3.1B

Ending Access Lines: 2.3M 7.0M

Number of States: 24 27

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Existing Frontier Properties

New Frontier Properties

Frontier's Midwestern Landscape

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- What differentiates this transaction from previous RBOC line purchases?

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.

System Conversion Experience

De-leveraging Transaction

Strong Rural Markets

Track Record of Successful Integrations

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

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

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, and have consolidated 5 billing systems in the past 5 years

The "New" Frontier....

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q The Acquisition of Verizon Markets by Frontier Creates the 5th Largest ILEC

1 Commitment to Customers

Ø Expansion of products and services in these markets

Ø Deliver a unique customer experience

Ø Local Engagement Model

Ø Small and Medium business focus

1 Commitment to Employees

Ø Honor current collective bargaining agreements

Ø No layoffs of Installers and Technicians for 18 months

Ø Customer focus provides employment growth opportunities

1 Commitment to Communities

Ø Employees live and work in their markets

Ø Active in local clubs, associations and event participation

Ø Responsible for helping our communities be viable

The "New" Frontier....

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1 Strong Balance Sheet for Viability

Ø Investment grade credit rating metrics and commitment

Ø Low debt leverage of 2.6x

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

Ø Lower dividend payout ratio

1 Track record of Investment in Broadband

Ø High Speed reach and availability

Ø Peace of Mind services

Ø Strong growth in broadband penetration

Ø Free PC promotions

Ø Product bundle options

1 Management Team that Delivers Best-in-Class Results

Ø Proven ability to integrate acquired properties

Ø Bench strength and experience

The “New” Frontier....

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Deliver a Differentiated Customer Experience

Ø US based 24/7 customer service with state queues

Ø Full installations/maintenance of voice and broadband

Ø Simple bill format

Ø On line ordering, service and payment options

Leverage Frontier's Performance Culture

Ø Sales and service focus to drive best in class results

Local Engagement Model

Ø Local presence and ownership of market performance

Ø Community involvement for competitive advantage

Ø Drive customer acquisition and retention

Investment in Network Infrastructure

Ø Expansion of broadband reach, speed and capacity

Ø Support for new product and service offerings for customer revenue growth

Ø Product quality and reliability

The "New" Frontier....

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Product Evolution

&

Innovation

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Mission Critical Offsite Hosting  
A TIER 1, "WORLD CLASS", COMPLEX WEB  
HOSTING FACILITY

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Commercial Product Evolution

Small Business to  
Enterprise Segments

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Peace of Mind Services (Resi)

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At Home

In the Office

Wireless

Landline

VoIP

On the Road

Product Innovation

What is FMC?

Fixed Mobile Convergence is  
an Emerging Trend that  
Aims to Provide Fixed and  
Mobile Telephony Services  
with a Single Customer  
Preferred Device

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Wireless Carrier

Fixed Mobile Converged Network Configuration

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Superior Data

Throughput on Wifi

Unified & Integrated

Voice mail box

Better Indoor

Coverage

Single Bucket

Of minutes

Integration with

Landline services

Single Phone

Number

Wireless

Customer

Converged Wireless Voice Attributes

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FiTV

Product Innovation

Market Destination Site for Premium, Episodic & TV Content

Ø Target Baby Boomer and Gen X Segments (82M HH)

Ø User-Interface will be Based on the TV Schedule Grid

Ø Network Prime-time Free Content

One Stop Television Viewing

Ø Local Shows

Ø Subscription Content

Frontier Branding Co-Content

Ø Frontier - Yahoo Search Tool

Ø Predictive Acquisition Marketing Based on Characteristics

Ø Revenue Share for Predictive Banner Placement

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Questions?

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