

June 23, 2020

*Via Electronic Filing and Electronic Mail*

Rosemary Chiavetta, Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street  
Harrisburg, PA 17120  
[rchiavetta@pa.gov](mailto:rchiavetta@pa.gov)

In Re: PaPUC Docket Nos. A-2020-3020004; A-2020-3020005; A-2020-3020006; A-2020-3020007; A-2020-3020009; A-2020-3020010; A-2020-3020011; A-2020-3020012; A-2020-3020013; and A-2020-3020014

Joint Application of Frontier Communications Corporation, *et al.*, for Expedited Waiver of Approval of Administrative Change in Control Or, In the Alternative, Approval of a Pro Forma Transaction

Dear Secretary Chiavetta:

We are counsel to Frontier Communications Corporation, *et al.*, in the above matter and are submitting with this letter responses to the Bureau of Technical Utility Services Data Requests 1 through 17.

Please be aware that the responses to Data Requests 2, 9 and 11 are CONFIDENTIAL AND PROPRIETARY. We are submitting these CONFIDENTIAL AND PROPRIETARY responses to you via electronic mail.

Please contact with me with any questions or if anything further is required in regard to this matter.

Very truly yours,

THOMAS, NIESEN & THOMAS, LLC

By 

Thomas T. Niesen

Enclosure

cc: Marc Hoffer, TUS (via email, w/encl.)  
Frederick Thomas, Esq. (via email, w/encl.)

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

**Joint Application of:**

**Frontier Communications Corporation;  
Frontier Subsidiary Telco LLC;  
Commonwealth Telephone Enterprises LLC;  
Commonwealth Telephone Company LLC d/b/a  
Frontier Communications Commonwealth  
Telephone Company;  
Frontier Communications of Breezewood, LLC;  
Frontier Communications of Canton, LLC;  
Frontier Communications of Lakewood, LLC;  
Frontier Communications of Oswayo River LLC;  
Frontier Communications of Pennsylvania, LLC;  
Citizens Telecommunications Company of New  
York, Inc.;  
CTSI, LLC d/b/a Frontier Communications CTSI,  
LLC;  
CTE Telecom, LLC d/b/a Frontier  
Communications CTE Telecom Company; and  
Frontier Communications of America, Inc.**

**For Waiver of Approval of Administrative Change  
in Control Associated with the Chapter 11 Plan of  
Reorganization of Frontier Communications  
Corporation and Its Subsidiaries Or, In the  
Alternative, Approval of a *Pro Forma* Transaction  
Associated with the Plan of Reorganization**

**Docket Nos. A-2020-3020004, A-  
2020-3020005, A-2020-3020006, A-  
2020-3020007, A-2020-3020009,  
A-2020-3020010, A-2020-3020011,  
A-2020-3020012, A-2020-3020013,  
A-2020-3020014**

**FRONTIER'S RESPONSES  
TO THE STAFF INQUIRIES FOR REVIEW OF TRANSACTIONS**

The above-captioned Joint Applicants (collectively, "Frontier") hereby respond to the Staff Inquiries for Review of Transactions ("Requests") served by the Pennsylvania Public Utility Commission ("Commission") on June 9, 2020.

**GENERAL OBJECTIONS**

Frontier makes the following General Objections. Nothing contained in Frontier's responses is intended to be, or in any way constitutes, a waiver of Frontier's objections or right to

object to any additional, supplemental, or further Request. These General Objections are incorporated by reference and made part of Frontier's responses to each Request as if fully repeated there.

1. Frontier objects to each Request to the extent it is overbroad, unduly burdensome, and/or not reasonably calculated to lead to the discovery of admissible evidence. In particular, and without limitation, Frontier objects to each Request to the extent it seeks documents or information beyond the relevant subject matter of this proceeding or its geographic or temporal scope.

2. Frontier objects to each Request to the extent it seeks documents or information beyond Frontier's knowledge, possession, custody, or control. Frontier responds on behalf of Frontier only, and Frontier's responses are limited to information and documents within Frontier's knowledge, possession, custody, or control.

3. Frontier objects to each Request to the extent it is vague or ambiguous, and to the extent it seeks documents or information not identified with reasonable particularity.

4. Frontier objects to each Request to the extent it seeks documents or information not collected or maintained by Frontier in the normal course of business.

5. Frontier objects to each Request to the extent it requires Frontier to undertake legal analyses or provide legal interpretations or conclusions.

6. Frontier objects to each Request to the extent it seeks documents or information (a) on services or business activities not subject to the jurisdiction of the Commission, (b) from an entity not subject to its jurisdiction, and/or (c) otherwise unrelated to the entities and assets that are the subject of this proceeding.

7. Frontier objects to each Request to the extent it seeks documents or information protected from discovery by the attorney-client privilege, the work-product doctrine, the

community of interest doctrine, a joint defense agreement, or any other applicable privilege or immunity. Frontier specifically reserves the right to request the return of such documents or information, without prejudice to any claim of privilege, in the event any such document or information is inadvertently produced. Nothing contained in these responses is intended to be, or in any way constitutes, a waiver of any applicable privilege or immunity.

8. In responding, Frontier does not waive and expressly preserves: (a) all objections as to competency, relevance, materiality, privilege, or admissibility; (b) all rights to object on any grounds to the use of any objections, responses, or answers; and (c) the right at any time to amend, correct, supplement, or clarify any of the responses, objections, or answers found herein.

9. Any confidential or proprietary information or documents produced by Frontier shall be subject to the terms of an appropriate confidentiality agreement or protective order of the Commission.

#### **SPECIFIC RESPONSES**

The following responses are subject to and without waiver of the foregoing General Objections, which are specifically incorporated into each response as if fully set forth therein.

**Commission Request 1:**

Identify the ultimate parent of each party to the transaction and the valuation of each.

**Response to Commission Request 1:**

Frontier Communications Corporation ("Frontier"), Frontier Subsidiary Telco LLC ("FST"), Commonwealth Telephone Enterprises LLC ("CTE") and their Pennsylvania jurisdictional subsidiaries, Commonwealth Telephone Company LLC d/b/a Frontier Communications Commonwealth Telephone Company ("Frontier Commonwealth"), Frontier Communications of Breezewood, LLC ("Frontier Breezewood"), Frontier Communications of Canton, LLC ("Frontier Canton"), Frontier Communications of Lakewood, LLC ("Frontier Lakewood"), Frontier Communications of Oswayo River LLC ("Frontier Oswayo"), Frontier Communications of Pennsylvania, LLC ("Frontier PA"), Citizens Telecommunications Company of New York, Inc. ("Citizens NY"), CTSI, LLC d/b/a Frontier Communications CTSI, LLC ("CTSI"), CTE Telecom, LLC d/b/a Frontier Communications CTE Telecom Company ("CTE Telecom"), and Frontier Communications of America, Inc. ("Frontier America") are the "Joint Applicants". Frontier has a 100% direct ownership interest in FST, Citizens NY, CTE, and Frontier America, and a 100% indirect ownership interest through intermediate holding subsidiaries in Frontier Commonwealth, CTSI, CTE Telecom, Frontier Breezewood, Frontier Canton, Frontier Lakewood, Frontier Oswayo, and Frontier PA. FST is a holding company with a 100% direct ownership interest in Frontier Breezewood, Frontier Canton, Frontier Lakewood, Frontier Oswayo, and Frontier PA. FST is a direct, wholly owned subsidiary of Frontier. CTE is a holding company with a 100% direct ownership interest in Frontier Commonwealth and a 100% indirect ownership interest in CTSI and CTE Telecom. CTE is a direct, wholly owned subsidiary of Frontier.

In addition, Page 188 of the above-referenced application (“Application”) contains an organizational structure chart that identifies the ultimate parent of each party to the Application. The net tangible book value of each party to the Application is reflected on the chart attached hereto as **Exhibit 1**.

To the extent the Commission seeks information regarding Reorganized Frontier’s capital structure, Frontier responds that upon emergence from Chapter 11, Frontier’s Senior Noteholders will hold the new common stock of Reorganized Frontier, though no single noteholder is anticipated to hold a 10% or greater interest in it. It is intended that the new common stock of Reorganized Frontier will be publicly traded and listed on a recognized U.S. stock exchange as promptly as reasonably practicable after the Company’s emergence from Chapter 11. Accordingly, as is the case today, the ownership of Reorganized Frontier will be widely dispersed. The valuation of the Reorganized Frontier will be dependent on many factors, including general market conditions at that time, which Frontier cannot quantify today.

### **Commission Request 3:**

If not included in the filing, provide the known or anticipated transaction closing date.

### **Response to Commission Request 3:**

Frontier and a group of its noteholders holding more than 75% of the senior unsecured notes have agreed to support Frontier's Plan of Reorganization ("Plan") with the Bankruptcy Court. In connection with this agreement, certain "outside date" timelines have been established. The "outside date" represents the "no later than" date by which Frontier must complete the specified action. Frontier is working diligently to fulfill these obligations as expeditiously as possible. So that Frontier and its operating company subsidiaries can begin to realize on the benefits of a de-leveraged capital structure, Frontier is also working to secure the required regulatory approvals as quickly as possible and has requested approval by September 30, 2020 in most states.

The following summarizes the key timelines and Frontier's substantial progress toward those timelines:

- On April 14, 2020 ("Petition Date"), Frontier and its subsidiaries filed the Chapter 11 cases to reorganize under the Bankruptcy Code. The Chapter 11 cases were filed with the support of the Consenting Noteholders. As explained in the Application, "Consenting Noteholders" refers to the approximately 200 Senior Noteholders who have agreed to support the restructuring and that collectively hold over 75% of the Senior Notes through more than 40 different investment funds. "Senior Noteholders" is defined in the Plan and is comprised of the holders of approximately \$10.95 billion in aggregate principal amount of unsecured senior notes issued by Frontier with maturities between September 2020 and October 2046 (the "Senior Notes") that are publicly traded.
- Frontier agreed with Consenting Noteholders to file its Plan and related Disclosure Statement within 30 days after the Petition Date. Frontier satisfied this milestone, filing the Plan on May 15, 2020 (attached as Exhibit B to the Application). Frontier agreed with the Consenting Noteholders to obtain approval and confirmation of the Plan by August 12, 2020.

- On May 15, 2020 Frontier also filed its Disclosure Statement, a copy of which is available at the following link: <https://docs.frontierpucapproval.com/frontier-disclosure-statement.pdf>. Frontier agreed with the Consenting Noteholders to obtain Bankruptcy Court approval of the Disclosure Statement by July 13, 2020. Frontier expects that the Bankruptcy Court will review and approve the Disclosure Statement on June 29, 2020, and the Company will commence the solicitation of votes on the Plan in July 2020. Approval of the Disclosure Statement is probable because the only creditor group entitled to vote on the Plan is the Senior Noteholders, and 75% of that group supports the Plan. *See* 11 U.S.C. § 1126(c).

Frontier expects the Bankruptcy Court to confirm the Plan without material modification at a hearing on August 11, 2020. Once the Plan is confirmed in early August and all conditions precedent to emergence are met, including obtaining all necessary regulatory approvals, Frontier will emerge from chapter 11.

**Commission Request 4:**

Identify all jurisdictions where this or a related transaction has been filed and where approval is being sought. Provide the status of each filing. While pending in Pennsylvania, identify any jurisdiction that acts on the transaction and describe the action taken. Provide updates as necessary.

**Response to Commission Request 4:**

Frontier, through its operating company subsidiaries, serves customers in 25 states, including Pennsylvania. Frontier has provided notice of the chapter 11 proceeding to each state. In 14 states, Frontier has made regulatory filings related to its proposed restructuring. In the remaining states, formal regulatory filings are not required at this time. Frontier will also be seeking approval from the Federal Communications Commission in connection with the proposed restructuring.

The specific names of the state commissions or state agencies at which formal regulatory filings have been made in connection with the restructuring are: Arizona Corporation Commission, California Public Utilities Commission, Connecticut Public Utilities Regulatory Authority, Illinois Commerce Commission, Mississippi Public Service Commission, Minnesota Public Utilities Commission, Nebraska Public Service Commission, Public Utilities Commission of Nevada, New York Public Service Commission, Pennsylvania Public Utility Commission, Public Service Commission of South Carolina, Public Service Commission of Utah, Virginia State Corporation Commission, and the Public Service Commission of West Virginia.

Frontier notes that each of these jurisdictions has a different set of procedural rules and regulatory standards, and the filings reflect a varying degree of formality in accordance with the particular circumstances in each state. The specific regulatory approval or requested relief differs by state, in accordance with the specific legal requirements and standard of review in each state.

On June 10, 2020, the Public Service Commission of South Carolina voted unanimously to approve Frontier's application subject to a continuation of previously established reporting and compliance requirements. In the remaining jurisdictions where regulatory filings have been made, the proceedings are progressing with different processes. .

Frontier will provide periodic status reports regarding material updates in the other jurisdictions where Frontier is seeking regulatory approval.

**Commission Request 5:**

If any conditions are under consideration, imposed, or agreed to in any jurisdiction in which this or a related transaction is pending, please update the filing to include that information as it occurs.

**Response to Commission Request 5:**

There is no responsive information to provide at this time. Frontier will provide periodic status reports regarding material updates in the other jurisdictions where Frontier is seeking regulatory approval.

**Commission Request 6:**

Identify all Pennsylvania-specific impacts known, anticipated, or considered that will or may result in any fashion from the transaction.

**Response to Commission Request 6:**

The Restructuring will not adversely affect operations, rates, or services in Pennsylvania. The Pennsylvania Operating Subsidiaries will continue to provide regulated voice and other services during and after the Restructuring—no certificated services will be abandoned. Service will be provided in accordance with the Pennsylvania Operating Subsidiaries' previously filed tariffs and other commercial contractual arrangements between them and their customers. Customer service will not be interrupted, eliminated, or impaired; rates will not be increased as a result of the Restructuring; and the Pennsylvania Operating Subsidiaries will continue to provide 911, voice telephone, and other services.

After the restructuring, the Pennsylvania Operating Subsidiaries will honor their existing tariffs and contracts. Network functionality and customer service will not be impaired or reduced. Indeed, Frontier filed for chapter 11 only after it reached an agreement for a financial restructuring plan that will allow Frontier to become a stronger company. Frontier's Plan provides a rate-neutral and comprehensive restructuring of Frontier's obligations, preserves the going-concern value of Frontier's business, maximizes Frontier's future financial flexibility, and preserves thousands of jobs. More specifically, the Plan contemplates a reduction of Frontier's funded debt obligations by over \$10 billion (and thereby reducing Frontier's annual interest expense by approximately \$1 billion). The chapter 11 process will better position Frontier and the Pennsylvania Operating Subsidiaries to provide service in Pennsylvania and to become a more efficient and effective competitor in the dynamic telecommunications marketplace.

**Commission Request 7:**

If synergies as to scope or scale or merger savings are posed as a substantial public benefit overall, identify each anticipated synergy or savings. Identify the financial or other value of those synergies/savings and explain how such value was calculated.

**Response to Commission Request 7:**

As explained in the Application and Frontier's response to Commission Request No. 6, the Plan Frontier has negotiated with the senior unsecured noteholders contemplates a reduction of Frontier's funded debt obligations by over \$10 billion (and thereby reducing Frontier's annual interest expense by approximately \$1 billion). Otherwise, Frontier does not anticipate any synergies as to scope or scale or merger savings as a result of the Restructuring.

**Commission Request 8:**

Identify whether any of the anticipated benefits of the transaction are anticipated to arise from the loss or potential loss of Pennsylvania jobs, tax revenues, facilities, downsizing, or consolidation that affects Pennsylvania, or any other impact in Pennsylvania.

**Response to Commission Request 8:**

Frontier does not anticipate the loss or potential loss of Pennsylvania jobs, tax revenues, facilities, downsizing, or consolidation that affects Pennsylvania in conjunction with its Chapter 11 restructuring.

**Commission Request 10:**

Identify any functions, operations, or activity of any nature currently performed in or affecting Pennsylvania that may be impacted as a result of the transaction. Specifically, identify any operations that will be eliminated and any impact on Pennsylvania employment.

**Response to Commission Request 10:**

Frontier does not anticipate the elimination of or adverse impact to functions, operations or activities affecting Pennsylvania in conjunction with its Chapter 11 restructuring. Frontier also incorporates its response to Commission Request Nos. 6–8.

**Commission Request 12:**

Identify all service markets (e.g., local exchange market, special access market) in Pennsylvania in which each party to the transaction or any affiliates participate.

**Response to Commission Request 12:**

1. **Frontier Commonwealth** (Utility Code: 310800) is a rural incumbent local exchange carrier (“RLEC”) authorized at A-310800 providing local exchange stand-alone voice and related service on a jurisdictional basis, and operates in all of Wyoming County and in portions of Berks, Bradford, Bucks, Carbon, Chester, Columbia, Dauphin, Lackawanna, Lancaster, Lehigh, Luzerne, Lycoming, Monroe, Northampton, Schuylkill, Sullivan, Susquehanna, Tioga, and York Counties, across an area covering approximately 5,066.5 square miles.

2. **Frontier Breezewood** (Utility Code: 310400) is an RLEC authorized at A-31 0400 providing local exchange stand-alone voice and related service on a jurisdictional basis and operates in portions of Bedford and Fulton Counties across an area covering approximately 313.9 square miles. Frontier Breezewood's service territory includes predominately rural areas with approximately 2,290 access lines in 4 exchanges.

3. **Frontier Canton** (Utility Code: 310550) is an RLEC authorized at A-31 0550 providing local exchange stand-alone voice and related services on a jurisdictional basis and operates in portions of Bradford, Lycoming, and Tioga Counties in an area covering approximately 256.6 square miles. Frontier Canton's service territory includes predominately rural areas with approximately 2,217 access lines in two exchanges.

4. **Frontier Lakewood** (Utility Code: 311750) is an RLEC authorized at A-311750 providing local exchange stand-alone voice and related service on a jurisdictional basis and operates in portions of Schuylkill County across an area covering approximately 30.2 square miles.

Frontier Lakewood's service territory includes predominately rural areas with approximately 552 access lines in one exchange.

5. **Frontier Oswayo** (Utility Code: 312600) is an RLEC authorized at A-312600 providing local exchange stand-alone voice and related service on a jurisdictional basis and operates in portions of McKean and Potter Counties across an area covering approximately 182.5 square miles. Frontier Oswayo's service territory includes predominately rural areas with approximately 1,147 access lines in three exchanges.

6. **Frontier PA** (Utility Code: 311250) is an RLEC authorized at A-312500 providing local exchange stand-alone voice and related service on a jurisdictional basis and operates in portions of Berks and Lancaster Counties across an area covering approximately 164.8 square miles. Frontier PA's service territory includes predominately rural areas with approximately 8,952 access lines in four exchanges.

7. **Citizens NY** (Utility Code: 310174) is an ILEC authorized at A-310174 providing local exchange stand-alone voice and related services on a jurisdictional basis and operates in portions of Susquehanna County across an area covering approximately 45.5 square miles. Citizens NY's Pennsylvania service territory includes predominately rural areas with approximately 712 access lines in two exchanges.

8. **CTSI** (Utility Code: 311095) is a facilities-based CLEC offering bundled local, long distance telephone, vertical services, DSL, and Internet access in the service territories of Verizon Pennsylvania, LLC, Verizon North, LLC, and The United Telephone Company d/b/a CenturyLink, and an interexchange carrier ("IXC") reseller in Pennsylvania pursuant to Certificates of Public Convenience at A 311095. CTSI provides competitive local exchange

service to approximately 7,245 residential and commercial customers with 42,628 access lines in 18 Pennsylvania counties.

9. **CTE Telecom** (Utility Code: 311225) is an IXC licensed to provide resold intrastate long distance service in Pennsylvania pursuant to a Certificate of Public Convenience issued by the Commission at A-311225.

10. **Frontier America** (Utility Code: 310376) is an IXC licensed to provide intrastate long distance service and interstate long distance service on a resale basis in Pennsylvania pursuant to a Certificate of Public Convenience issued by the Commission at A 310376.

**Commission Request 13:**

Identify all geographic areas in Pennsylvania in which the Applicant(s), affiliates, or any other entities affected by the transaction, offer services.

**Response to Commission Request 13:**

1. **Frontier Commonwealth** (Utility Code: 310800) operates in all of Wyoming County and in portions of Berks, Bradford, Bucks, Carbon, Chester, Columbia, Dauphin, Lackawanna, Lancaster, Lehigh, Luzerne, Lycoming, Monroe, Northampton, Schuylkill, Sullivan, Susquehanna, Tioga, and York Counties, across an area covering approximately 5,066.5 square miles.

2. **Frontier Breezewood** (Utility Code: 310400) operates in portions of Bedford and Fulton Counties across an area covering approximately 313.9 square miles. Frontier Breezewood's service territory includes predominately rural areas with approximately 2,290 access lines in 4 exchanges.

3. **Frontier Canton** (Utility Code: 310550) operates in portions of Bradford, Lycoming, and Tioga Counties in an area covering approximately 256.6 square miles. Frontier Canton's service territory includes predominately rural areas with approximately 2,217 access lines in two exchanges.

4. **Frontier Lakewood** (Utility Code: 311750) operates in portions of Schuylkill County across an area covering approximately 30.2 square miles. Frontier Lakewood's service territory includes predominately rural areas with approximately 552 access lines in one exchange.

5. **Frontier Oswayo** (Utility Code: 312600) operates in portions of McKean and Potter Counties across an area covering approximately 182.5 square miles. Frontier Oswayo's service territory includes predominately rural areas with approximately 1,147 access lines in three exchanges.

6. **Frontier PA** (Utility Code: 311250) operates in portions of Berks and Lancaster Counties across an area covering approximately 164.8 square miles. Frontier PA's service territory includes predominately rural areas with approximately 8,952 access lines in four exchanges.

7. **Citizens NY** (Utility Code: 310174) operates in portions of Susquehanna County across an area covering approximately 45.5 square miles. Citizens NY's Pennsylvania service territory includes predominately rural areas with approximately 712 access lines in two exchanges.

8. **CTSI** (Utility Code: 311095) offers bundled local, long distance telephone, vertical services, DSL, and Internet access in the service territories of Verizon Pennsylvania, LLC, Verizon North, LLC, and The United Telephone Company d/b/a CenturyLink, and an interexchange carrier ("IXC") reseller in Pennsylvania pursuant to Certificates of Public Convenience at A 311095. CTSI provides competitive local exchange service to approximately 7,245 residential and commercial customers with 42,628 access lines in 18 Pennsylvania counties.

9. **CTE Telecom** (Utility Code: 311225) is an IXC licensed to provide resold intrastate long distance service in Pennsylvania pursuant to a Certificate of Public Convenience issued by the Commission at A-311225 and operates in portions of Pennsylvania.

10. **Frontier America** (Utility Code: 310376) is an IXC licensed to provide intrastate long distance service and interstate long distance service on a resale basis in Pennsylvania pursuant to a Certificate of Public Convenience issued by the Commission at A 310376 and operates in and around the areas served by Frontier's PA RLECs.

**Commission Request 14:**

Identify any and all unaffiliated providers offering the same or competitive services as those of the Applicant(s) in the same geographic locales within Pennsylvania. Reference to all certificated carriers on file at the Commission will not be considered an acceptable or complete response.

**Response to Commission Request 14:**

The jurisdictional unaffiliated providers offering the same or competitive services to those of Frontier in the same geographic locales is reflected on the chart attached hereto as **Exhibit 5**.

**Commission Request 15:**

If the transaction is pending before the Federal Communications Commission (FCC), the U.S. Department of Justice (DOJ), or any other federal agency, please provide unexpurgated copies of responses provided to the FCC, DOJ, or other staff inquiries and data requests.

**Response to Commission Request 15:**

Frontier will file an application with the FCC. Frontier will provide periodic status reports regarding material updates in the other jurisdictions where Frontier is seeking regulatory approval, including the FCC.

**Commission Request 16:**

As long as the transaction remains pending before the Commission, provide updates to the status of the transaction or of any changes to the application at the federal level as soon as they occur.

**Response to Commission Request 16:**

Frontier will provide periodic status reports regarding material updates in the other jurisdictions where Frontier is seeking regulatory approval, including the FCC.

**Commission Request 17:**

If the proposed transaction involves a foreign interest, describe in detail why state regulatory action on the proposed transaction would not be adverse to national security if DOJ approval remains pending.

**Response to Commission Request 17:**

The Restructuring raises no significant foreign ownership or control issues that would implicate U.S. national security, law enforcement, foreign policy, or trade policy concerns. Upon emergence from Chapter 11, the Senior Noteholders will collectively hold the new common stock of Reorganized Frontier, though no single Senior Noteholder is anticipated to hold a 10 percent or greater direct or indirect interest in Reorganized Frontier. None of the Senior Noteholders, and thus none of the foreign investors, will exercise day-to-day management of the Company. Further, it is intended that the new common stock of Reorganized Frontier will be publicly traded and listed on a recognized U.S. stock exchange as promptly as reasonably practicable after the Company's emergence from Chapter 11. Thus, as is the case today, the ownership of Reorganized Frontier will be widely dispersed.

*[Signature page follows.]*

Dated: June 23, 2020  
Harrisburg, Pennsylvania



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*Counsel for Joint Applicants*

**EXHIBIT 1**

**PA PUC Diligence Requests - #1**

#1: Identify the ultimate parent of each party to the transaction and the valuation of each.

#	FTR Entity	Parent	NTBV (\$ mm)
(1)	Frontier Communications Corporation	n/a	756.3
(2)	Frontier Subsidiary Telco, LLC	Frontier Communications Corporation	-
(3)	Commonwealth Telephone Enterprises, LLC	Frontier Communications Corporation	-
(4)	Commonwealth Telephone Company	Commonwealth Telephone Enterprises, LLC	181.6
(5)	Frontier Communications of Breezewood, LLC	Frontier Subsidiary Telco, LLC	18.2
(6)	Frontier Communications of Canton, LLC	Frontier Subsidiary Telco, LLC	4.0
(7)	Frontier Communications of Lakewood, LLC	Frontier Subsidiary Telco, LLC	0.7
(8)	Frontier Communications of Oswayo River LLC	Frontier Subsidiary Telco, LLC	2.1
(9)	Frontier Communications of Pennsylvania, LLC	Frontier Subsidiary Telco, LLC	12.7
(10)	Citizens Telecommunications Company of New York, Inc.	Frontier Communications Corporation	271.3
(11)	CTSI, LLC	Commonwealth Telephone Company	38.1
(12)	CTE Telecom, LLC	Commonwealth Telephone Company	0.3
(13)	Frontier Communications of America, Inc.	Frontier Communications Corporation	235.7
(14)	<b>Total Net Tangible Book Value</b>		<b>1,520.9</b>

Net Tangible Book Value = Cash &amp; Equivalents; Accounts Receivable; PP&amp;E, Other Tangible Assets

**EXHIBIT 2**

**EXHIBIT 3**

**EXHIBIT 4**

**EXHIBIT 5**

**PA PUC Diligence Request #14 - Unaffiliated, competitive providers in same geographic area**

#14: Identify any and all unaffiliated providers offering the same or competitive services as those of the Applicant(s) in the same geographic locales within Pennsylvania. Reference to all certificated carriers on file at the Commission will not be considered an acceptable or complete response.

#	Provider	Census Homes Overlap (Residential- only)	% FTR Residential Overlap	Type
(1)	Comcast Corporation	96,631	36.2%	Residential + Commercial
(2)	Pencor Services, Inc.	69,113	25.9%	Residential + Commercial
(3)	Verizon Communications Inc.	27,394	10.3%	Residential + Commercial
(4)	Service Electric Cable TV Inc.	26,163	9.8%	Residential + Commercial
(5)	Service Electric Television Inc.	15,240	5.7%	Residential + Commercial
(6)	Acquisitions Cogeco Cable Holdings II Inc.	14,698	5.5%	Residential + Commercial
(7)	Radiate Holdings, LP	11,902	4.5%	Residential + Commercial
(8)	River Valley Internet LLC	8,321	3.1%	Residential + Commercial
(9)	Charter Communications	7,170	2.7%	Residential + Commercial
(10)	Xtreme Enterprises LLC	7,108	2.7%	Residential + Commercial
(11)	ICON Technologies Inc.	4,830	1.8%	Residential + Commercial
(12)	Windstream Holdings, Inc.	3,220	1.2%	Residential + Commercial
(13)	Zito Media, LP	2,780	1.0%	Residential + Commercial
(14)	Empire Telephone Corporation/North Penn Telephone Company	2,434	0.9%	Residential + Commercial
(15)	CenturyLink, Inc.	2,364	0.9%	Residential + Commercial
(16)	Telephone and Data Systems, Inc.	1,894	0.7%	Residential + Commercial
(17)	Armstrong Holdings, Inc.	1,685	0.6%	Residential + Commercial
(18)	Beaver Valley Cable Company	1,636	0.6%	Residential + Commercial
(19)	The North-Eastern Pennsylvania Telephone Company	1,305	0.5%	Residential + Commercial
(20)	Wire Tele View Corp.	955	0.4%	Residential + Commercial
(21)	Clarity Connect, Inc.	686	0.3%	Residential + Commercial
(22)	CTI Networks, Inc.	345	0.1%	Residential + Commercial
(23)	Altice	303	0.1%	Residential + Commercial
(24)	Tower Bridge Mobile Holdings, LLC	88	0.0%	Residential + Commercial
(25)	Adams CATV Inc.	79	0.0%	Residential + Commercial
(26)	VoiceLite	61	0.0%	Residential + Commercial
(27)	Consolidated Communications, Inc.	24	0.0%	Residential + Commercial
(28)	Redburn Infrastructure, LLC	10	0.0%	Residential + Commercial
(29)	Keystone Initiative for Network Based Education and Research (KINBER)	N/A	N/A	Commercial Only
(30)	Unifi Corporation	N/A	N/A	Commercial Only
(31)	Zayo Group Holdings, Inc.	N/A	N/A	Commercial Only
(32)	Firstlight	N/A	N/A	Commercial Only
(33)	Crown Castle International Corp.	N/A	N/A	Commercial Only

## VERIFICATION

I, Allison M. Ellis, Senior Vice President, Regulatory Affairs of Frontier Communications Corporation, hereby state that the facts above set forth are true and correct to the best of my knowledge, information and belief and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).



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Allison M. Ellis  
Senior Vice President  
Regulatory Affairs  
Frontier Communications Corporation

Dated: June 23, 2020