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June 25, 2020

Rosemary Chiavetta, Secretary
Pa. Public Utility Commission
P.O. Box 3265
Harrisburg PA 17105-3265

Re: Joint Application 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 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

Dear Secretary Chiavetta:

Enclosed please find the Petition to Intervene of Communications Workers of America in the above-referenced proceedings.

This letter is being served on all parties of record as shown on the attached Certificate of Service, and was filed electronically with the Commission on this date.

Sincerely,



Enclosure

cc: All parties of record

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Joint Application 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 : Docket Nos. A-2020-3020004;
Canton, LLC; Frontier Communications of : A-2020-3020005; A-2020-3020006;
Lakewood, LLC; Frontier Communications of : A-2020-3020007; A-2020-3020009;
Oswayo River LLC; Frontier Communications of : A-2020-3020010; A-2020-3020011;
Pennsylvania, LLC; Citizens Telecommunications : A-2020-3020012; A-2020-3020013;
Company of New York, Inc.; CTSI, LLC d/b/a : A-2020-3020014
Frontier Communications CTSI, LLC; CTE :
Telecom, LLC d/b/a Frontier Communications :
CTE Telecom Company; and Frontier :
Communications of America, Inc. For approval of :
a Pro Forma Transaction Associated with the Plan :
of Reorganization :

PETITION TO INTERVENE
OF COMMUNICATIONS WORKERS OF AMERICA

Pursuant to 52 Pa. Code §§ 5.71, *et seq.*, the Communications Workers of America (CWA), hereby petitions to intervene in the above-captioned proceedings. In support of this Petition, CWA states as follows:

1. The Joint Applicants are corporate affiliates of Frontier Communications Corporation (“Frontier Communications”) and will be referred to collectively as “the Frontier companies.”
2. CWA is an international labor union with its principal place of business at 501 Third St., NW, Washington, DC 20001. CWA also maintains an office in Pennsylvania

to represent the interests of its members in the Commonwealth, including its members who are employed by one or more of the Frontier companies. CWA's Pennsylvania office is located at 230 South Broad Street, 19th Floor, Philadelphia, PA 19102.

3. CWA represents approximately 8,000 employees of Frontier Communications and its affiliates nationwide, including approximately 165 employees of the Frontier companies in Pennsylvania.

4. Many of CWA's members who are employees of one of the Frontier companies are also customers of that same company.

5. This proceeding concerns a proposed bankruptcy reorganization of Frontier Communications that will result in the transfer of a controlling interest of Frontier Communications from the existing common stockholders to a group of unsecured debt holders referred to in the Application as the Senior Noteholders.

6. The Application does not identify the Senior Noteholders and does not provide any support for the statement on page 3 that "no single noteholder is anticipated to hold a 10% or greater interest" in the reorganized company. According to public press accounts, there may be only a handful of companies that own a majority stake in the new company, including Elliott Management Corp. and Franklin Resources, Inc.¹

7. Regardless of any individual noteholder's ownership percentage, it appears that the Senior Noteholders are a "group acting in concert" (52 Pa. Code § 63.322, definition of "controlling interest") that would own or control approximately 94% of the new common stock in the reorganized Frontier Communications.² This greatly exceeds

¹ Frontier tells creditors it seeks a March bankruptcy, *San Francisco Chronicle* (Jan. 17, 2020), <https://www.sfchronicle.com/business/article/Frontier-tells-creditors-it-seeks-a-March-14983639.php>

² The remaining 6% of the new stock would be set aside for corporate executives as part of a management incentive plan. See page 11 of the Restructuring Term Sheet attached to Exhibit A to the Application.

the 20% threshold required to make this a General Rule transaction under the Commission's regulations. 52 Pa. Code § 63.324.

8. Moreover, the draft agreements provided with the Application make it clear that the Senior Noteholders would not only own 94% of the common stock in the reorganized company, but also would name the new company's board of directors. Application Appendix B (Draft Plan of Reorganization), p. 40 ("The New Board will initially consist of directors who shall be determined by the Required Consenting Noteholders.").

9. CWA appreciates the fact that, if approved, the Draft Plan of Reorganization would protect its collective bargaining agreement and the rights of its members. Appendix B (Draft Plan of Reorganization), p. 44. It is unclear, however, whether any aspects of that plan might be proposed to be modified by parties before the Bankruptcy Court or this Commission.

10. At this time, and based on the information currently available to it, CWA does not oppose the Draft Plan of Reorganization or the relief requested by the Frontier companies in this proceeding. CWA, however, reserves the right to change its position if the underlying facts, including the details of the final reorganization, change.

11. CWA notes that the Connecticut Public Utilities Regulatory Authority recently dismissed a similar application in that state, concluding that the Draft Plan of Reorganization was subject to material changes in the bankruptcy court and, therefore, that the matter was not yet ripe for review. *The Southern New England Telephone*

*Company d/b/a Frontier Communications of Connecticut (SNET) Bankruptcy Proceeding and Change of Control, Docket No. 20-04-31, Interim Decision (June 17, 2020).*³

12. CWA desires to intervene in this proceeding to ensure that the interests of its members, as employees and customers of the Frontier companies, are fully protected and represented in this matter.

13. No other party to this proceeding represents the interests of CWA and its members.

14. CWA intends to actively participate in this proceeding to the extent warranted to protect its interests and the interest of its members as employees and customers of the Frontier companies.

15. CWA will be represented in this case by, and all documents should be served upon its attorney:

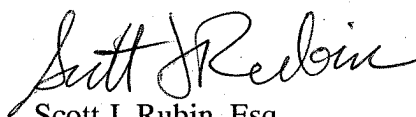
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³ The decision is available at this address from Regulatory Authority's online docket:
[http://www.dpuc.state.ct.us/dockcurr.nsf/8e6fc37a54110e3e852576190052b64d/382b70c0367defed8525858a006bb0bc/\\$FILE/200431-061720.pdf](http://www.dpuc.state.ct.us/dockcurr.nsf/8e6fc37a54110e3e852576190052b64d/382b70c0367defed8525858a006bb0bc/$FILE/200431-061720.pdf)

16. Counsel consents to the service of documents by electronic mail at the email address listed above, as provided in 52 Pa. Code § 1.54(b)(3).

WHEREFORE, CWA respectfully requests the right to intervene as an active party in this proceeding.

Respectfully submitted,



Scott J. Rubin, Esq.
Pa. Supreme Court ID: 34536
333 Oak Lane
Bloomsburg, PA 17815

Counsel for:
Communications Workers of America

Dated: June 25, 2020

VERIFICATION

I, Edward Mooney, the Vice-President for District 2-13 of the Communications Workers of America, 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).

Date: 6/24/2020



Edward Mooney

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing upon the following parties to this proceeding by electronic mail and first class mail.

Thomas Niesen, Esq.
Charles E. Thomas Jr., Esq.
Thomas, Niesen & Thomas LLC
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Counsel for Joint Applicants



Scott J. Rubin
Counsel for CWA

Dated: June 25, 2020