frontier

August 14, 2009

Via Email: rule-comments@sec.gov

Ms. Elizabeth M. Murphy, Secretary
U.S. Securities and Exchange Commission
100 F. Street, NE
Washington, D.C. 20549-1090

Re: Facilitating Shareholder Director Nominations
Release Nos. 33-9046; 34-60089; IC-28765
File No. S7-10-09 (June 10, 2009)

Dear Ms. Murphy:

Frontier Communications Corporation (NYSE: FTR) appreciates the chance to comment on the release referred to above issued by the Securities and Exchange Commission ("SEC") regarding facilitating shareholder director nominations.

Frontier is a communications company providing services to rural areas and small and medium-sized towns and cities. Frontier generated revenues of approximately $2.2 billion in 2008. As of June 30, 2009, Frontier operated in 24 states with approximately 5,400 employees, 2.2 million access lines, 614,000 Internet subscribers and 157,000 video subscribers. Frontier recently announced that it will acquire approximately 4.8 million access lines from Verizon Communications. Following the closing, which is expected to occur in the second quarter of 2010, Frontier is expected to be the nation's largest communications service provider focused on rural areas and small and medium-sized towns and cities and the nation's fifth largest incumbent local exchange carrier, with more than 7 million access lines, 8.6 million voice and broadband connections and 16,000 employees in 27 states on a pro forma basis as of December 31, 2008. Assuming the transaction had closed on January 1, 2008, Frontier's revenues on a pro forma basis would have been approximately $6.5 billion for the year ended December 31, 2008. Following the closing, Frontier will have over 1 billion shares outstanding and over 3 million shareholders.

Frontier prides itself on its best corporate governance practices. Our corporate governance quotient (CGQ) rating from RiskMetrics indicates that we outperform 93% of

the companies in the S&P 500 and 100% of the companies in the Telecommunications Services group. These corporate governance practices provide for strong independent leadership on our board, as well as direct accountability to shareholders. As provided in our Corporate Governance Guidelines, our board believes that at least 75% of the members of the board should be independent at any time. As determined by the board, in accordance with New York Stock Exchange ("NYSE") rules, over 91% of the members of our board are currently independent (i.e., all directors other than the Chairman). Each of the members of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee is an independent director. The board's independent leadership is further enhanced by the existence of a lead director who is selected by the independent directors and has clearly delineated duties. Frontier's bylaws also provide for majority voting for the election of directors.

We believe a federal proxy access rule is unnecessary and accordingly, urge that proposed Rule 14a-11 not be enacted. We would, however, support an amendment to Rule 14a-8(i)(8) removing the prohibition against shareholders proposing matters that relate to the director election process, subject to certain reasonable limitations.

Proposed Rule 14a-11

In recent years, the SEC, national stock exchanges, states and other stakeholders have adopted laws, rules, listing standards and other pronouncements strengthening the director nomination and election process, including:

- Establishing stock market listing standards, including by the NYSE, addressing director independence, such as requiring a majority of directors on a company's board to be independent, prescribing certain independent board committees and setting rules for what constitutes independence;

- Requiring companies to disclose their director nominating procedures and policies, including whether they consider director nominees proposed by shareholders;

- Requiring companies to provide information on how shareholders can communicate directly with its board of directors;

- Expanding the requirement for companies to disclose transactions with "related persons," including directors and director nominees, which affects the determination of director independence;

- Adopting the Notice and Access rules, which can significantly reduce printing and mailing costs for proxy materials for shareholders engaged in a proxy contest;

- Revising NYSE Rule 452 to treat director elections as non-discretionary items, thereby requiring shareholders to affirmatively vote for a director and reducing the influence of brokers on the election of directors;

- Adopting Section 112 of the Delaware General Corporation Law to permit shareholders and companies to adopt provisions for a company's bylaws providing for procedures for shareholder nominees to be included in a company's proxy statement and card; and

- Proposing amendments to the Model Business Corporation Act regarding proxy access.

These developments have served to support shareholders' state law voting rights by improving the information available to them in making voting decisions, reforming solicitation and voting processes, creating minimum board composition standards applicable to all nominees and providing mechanisms for shareholders and companies to choose to establish—or, just as importantly, choose *not* to establish—rules permitting shareholder access to management proxy statements and proxy cards that are customized for a particular company's situation.

None of these developments, however, approach the relatively extreme step of imposing a federally-mandated proxy access rule on all U.S. public companies, regardless of the particular circumstances of an individual company.

We do not believe a federal proxy access law is necessary or advisable. Such a law would improperly impede on corporate matters that have historically been the province of individual states. As noted above, Delaware has recently adopted Section 112 of its General Corporation Law and other states are sure to follow. Pre-empting state law in this fashion (other than in the undesirable and unlikely case of a state corporate law forbidding proxy access) would, in our view, eliminate desirable competition among states in legislating innovative and up-to-date corporate laws, including ones that are responsive to the concerns of shareholder constituencies.

We also believe the proposed proxy access rules under Rule 14a-11 would create a "one size fits all" régime that would lock every company into the same procedure, whether or not it worked for them or the fact that it may be opposed by a majority of a company's shareholders. This lack of flexibility will actually take power out of the shareholders' hands

and bind them and their company to a system that may not work for them or that they may not want. Rather, we believe that a company and its shareholders should be able to customize an approach that fits their needs.

The proposed rule provides that for large accelerated filers (such as Frontier), individual shareholders or groups of shareholders owning 1% of the company's securities for at least one year may nominate candidates for inclusion in a company's proxy materials, subject to the company only being required to include in its proxy materials one candidate or a number that represents 25% of the company's board, whichever is greater. If more directors are nominated by shareholders than the rule permits, the rule has a first-in-line provision. Such a first in line rule is likely to result in a "race to the mailbox." A company and its shareholders may believe that it is more appropriate for the largest shareholders, or even the shareholders holding for the longest period of time, to have priority. They may also wish the thresholds in terms of length and amount of ownership to be set higher than those set by proposed Rule 14a-11. Shareholders with fewer shares held for shorter periods of time may represent short term financial interests or special agendas or constituencies. Directors nominated by such holders would likely share those special interests and agendas. This can lead to elections routinely becoming hostile contests and boards becoming fractured by short term special interests. The resultant cost to companies in terms of expense and management and board time and attention could be disastrous. Directors elected by such individuals or groups may replace directors with expertise that is otherwise lacking on the board. Carefully crafted balance on a board can easily be disrupted by directors elected by special interests, resulting in decreased board cohesion and effectiveness.

Proposed Rule 14a-11 also contains unanswered questions that would make implementing the rule unnecessarily complicated.

- If more directors are nominated by shareholders than the rule permits, companies are likely to have to deal with shareholders challenging the order of nominations, requiring more management time and attention during the already busy proxy season.

- All companies are required to certify, among other things, that director nominees are independent and that there are no conflicts of interest between the company and the nominees. In many other cases, companies have additional certification requirements, including under federal communication laws, bank holding company laws and financial institution laws, among others. These certifications require nominees to complete complex questionnaires and management to undergo detailed analyses of the results. The proposed rule may not provide enough time for this to take place.

- It is unclear how conflicts between proposed Rule 14a-11 and a company's director eligibility rules, such as retirement age, qualifications and other requirements, would be resolved.

Allowing companies and their shareholders to create a process that works for them will avoid the inherent problems of Rule 14a-11.

We believe directors should be nominated in an independent manner – by a nominating and corporate governance committee made up entirely of independent directors. Such a committee of independent directors is in the best position to access the needs of a board, including areas of expertise and diversity. These committees should of course consider nominees proposed by shareholders and apply the same criteria to those nominees as to the committee's nominees. However, shareholders representing their own limited interests cannot by definition have the same scope of knowledge about the needs of a board as an independent nominating and corporate governance committee.

If the SEC nonetheless determines to adopt federal proxy access rules under Rule 14a-11, in addition to solving the issues referred to above, we believe a company should only be required to include one candidate nominated by shareholders to avoid the disruption to the functioning of the board should multiple new directors join the board at the same time. Further, we believe the rule should only be applicable when a board has clearly not followed the wishes of its shareholders. Specific triggering events could include a board of directors failing to act on a shareholder proposal that was supported by a majority vote of shareholders or failing to accept the resignation of a director who received less than a majority of shareholder votes. We believe only when a board's judgment has been called into question in this manner should an independent nominating and corporate committee's judgment be overridden and not because of other issues not directly connected to a board's judgment, such as financial under-performance of a company's securities.

Proposed Rule 14a-8(i)(8)

We believe that the best approach for granting shareholders increased access to the director nomination process is to amend Rule 14a-8(i)(8) to allow shareholders to propose amendments to a company's corporate charter, within the limits of applicable state law. This approach provides the necessary flexibility for companies and their shareholders to customize an approach that works for their company, based on their unique shareholder base, board structure and capital structure. By giving shareholders the right to voice their opinions on the best way to for them to access the ballot box, rather than through a mandated one size fits all federal law, the SEC will be empowering all shareholders. We do feel, however, that the current thresholds contained in Rule 14a-8 in the context of proxy access proposals are

too low. Accordingly, as part of any amendments to Rule 14a-8 to permit proxy access proposals, the rule should provide for higher thresholds:

- A minimum ownership level of 5% for an individual shareholder and 10% for a group acting in concert;
- A minimum holding period of at least two years; and
- A commitment by the shareholder or group to retain ownership for at least one year after any candidate proposed by the shareholder or group becomes a director.

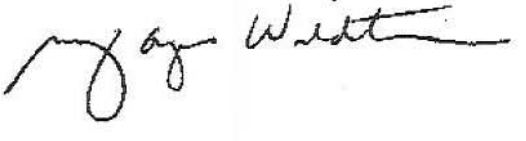
History has shown that allowing shareholders to propose changes through Rule 14a-8 has worked. Among other things, companies have adopted majority voting for directors and say on pay policies, declassified boards, separated the roles of Chairman and CEO and eliminated poison pills and golden parachutes as a result of shareholder proposals. Shareholders do have a voice and can effect change. We do not believe the SEC should mandate it in this instance.

To summarize, we do not believe the proposed federal proxy access rules are necessary or in the best interests of companies and their shareholders. Rules and interpretations recently adopted by the SEC, NYSE and Delaware, among others, provide a strong foundation for shareholders to take an active role in the nomination and election of directors, without mandating a one size fits all rule that is fraught with complications and actually takes the right to choose a system that works best for them away from shareholders.

We ask the SEC not to adopt Rule 14a-11. Rather, we support an amendment to Rule 14a-8(i)(8) to allow companies and their shareholders to create a proxy access process that works for them.

Thank you for the opportunity to comment on the proposed proxy access rules. If you wish any further clarification on our position, please do not hesitate to contact David Schwartz at (203) 614-5675 (david.schwartz@frontiercorp.com) or David Whitehouse at (203) 614-5708 (david.whitehouse@frontiercorp.com).

Sincerely,



Maggie Wilderotter
Chairman and Chief Executive Officer