



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

February 19, 2019

Christian O. Nagler  
Kirkland & Ellis LLP  
cnagler@kirkland.com

Re: Frontier Communications Corporation  
Incoming letter dated December 18, 2018

Dear Mr. Nagler:

This letter is in response to your correspondence dated December 18, 2018 concerning the shareholder proposal (the "Proposal") submitted to Frontier Communications Corporation (the "Company") by Matthew A. Page (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also have received correspondence from the Proponent dated January 8, 2019. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

M. Hughes Bates  
Special Counsel

Enclosure

cc: Matthew A. Page  
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February 19, 2019

**Response of the Office of Chief Counsel**  
**Division of Corporation Finance**

Re: Frontier Communications Corporation  
Incoming letter dated December 18, 2018

The Proposal requires the board to conduct a face-to-face annual meeting with common shareowners starting in 2020, changing all relevant Company governance documents to require such a face-to-face meeting to replace the current “remote” or “virtual” meeting.

There appears to be some basis for your view that the Company may exclude the Proposal under rule 14a-8(i)(7), as relating to the Company’s ordinary business operations. In this regard, we note that the Proposal relates to the determination of whether to hold annual meetings in person. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on rule 14a-8(i)(7).

Sincerely,

Kasey L. Robinson  
Special Counsel

**DIVISION OF CORPORATION FINANCE**  
**INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the company in support of its intention to exclude the proposal from the company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes and rules administered by the Commission, including arguments as to whether or not activities proposed to be taken would violate the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversarial procedure.

It is important to note that the staff's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly, a discretionary determination not to recommend or take Commission enforcement action does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the company's management omit the proposal from the company's proxy materials.

Dr. Matthew A. Page  
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January 8<sup>th</sup>, 2019

**Via Email (shareholderproposals@sec.gov)**

Office of Chief Counsel  
Division of Corporate Finance  
Securities and Exchange Commission  
100 F Street NE  
Washington, DC 20549

*Re: Frontier Communications Corporate  
Stockholder Proposal of Dr. Matthew A. Page*

Ladies and Gentlemen:

This letter is a response to the letter submitted to you on December 18<sup>th</sup>, 2018 by Frontier Communications Corporation, indicating their intention to omit a stockholder proposal written by myself, Dr. Matthew A. "Matt" Page (the **Proponent**), providing their justification for doing so under Rule 14a-8.

In this response to their submission, I will use the same terminology as established in the Frontier letter, with Frontier Communications Corporation referred to as "**The Company**", myself as "**The Proponent**", the stockholder proposal as "**The Proposal**" and the Securities and Exchange Commission as "**The Commission**". In addition, I will refer to the original submission by the Company, included in its entirety in an attachment to the email, as "**The Request to Omit**", also using an abbreviation of "**RtO**" to refer to the Company's submission.

Pursuant to Rule 14a-8(j), I am sending simultaneously a copy of my entire submission to The Company (the undersigned representative who submitted the RtO), based upon the requirement under Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7<sup>th</sup>, 2008), requiring that if the Proponent elects to submit additional correspondence to the Commission or to the Staff with respect to this Proposal, that a copy of that correspondence should be furnished concurrently to the their undersigned representative on behalf of the Company. As a number of Company representatives have been involved, copies of the submission are being sent to all of the representatives electronically.

**The Proposal:**

“Require Frontier communications Board to conduct a face-to-face Annual Meeting with common shareowners starting in 2020, changing all relevant Frontier Communications governance documents to require such a face-to-face meeting to replace the current “remote” or “virtual” meeting.”

I draw to the Commission’s attention that this is a complete description of the proposed change with no other changes requested or proposed. This scope of the Proposal is critical to the discussion below.

**Basis for Rejecting the Company’s “Request to Omit”:**

The Company has offered a substantial number of precedents, all claiming to reinforce their view that this proposal may be excluded under Rule 14a-8.

However, as the Commission will see, three of four categories in the Company’s response do not even relate to the Proposal as submitted. The Proposal is silent in these areas, not offering a recommendation or proposal to which an objection can be made. To simplify the discussion and to focus it on the sole critical question, the three categories less relevant to this discussion are addressed first.

The Company’s Analysis – Section B: The Proposal May Be Excluded Because It Relates to the Location of the Company’s Annual Meeting:

I draw the Commission’s attention to the fact that this proposal does not, in fact, do any such thing. There is no prescriptive proposal made to the location of the meeting and the location of the meeting is left, consistent with Rule 14a-8, entirely and completely up to the discretion and judgement of the Company.

A cursory review of the Company’s submission (RtO) would reveal that the basis for each of the Commission’s ten no-action decisions is based upon tactical, highly prescriptive proposals, including specific location requirements on which this Proposal is silent and does not contain. While citing these precedents, the Company makes no connection in the RtO as to how these decisions relate to the current Proposal. This Proposal does not make any such detailed, prescriptive proposal as a matter of fact; therefore, these precedents are irrelevant to the current considerations.

Of note is that the Proponent had indicated, in the cover letter to the Proposal, a readiness to discuss the proposal at the next annual meeting “whenever and wherever” the meeting would be held. Obviously, this demonstrates the Proponent’s own view that the Company should have priority about tactical planning for the annual meeting, including the elements covered in this Section B.

If needed, additional, more detailed discussion related to any or all of these specific cases can be provided, but this less relevant discussion has been limited in the interest of document length.

The Company's Analysis – Section C: Proposals Regulating the Conduct of an Annual Meeting Through the Manner or Mode of Communication May Be Excluded Under Rule 14a-8(i)(7):

The RtO makes two claims about the Proposal, either of which could result in omission under Rule 14a-8.

- a. That this Proposal attempts to regulate the conduct of the annual meeting by dictating the manner in which the Company can communicate with its shareholders, and
- b. That the Staff has consistently agreed that proposals relating to the webcast and use of electronic media and communications technology to recording and conduct annual meeting may be excluded under Rule 14a-8(i)(7).

a. Claims that this Proposal attempts to regulate the conduct of the annual meeting:

A review of the Proposal shows that it does not attempt to regulate the conduct of the Annual Meeting in any way. The Proposal establishes the environment in which the meeting is held, but there are no prescriptive, tactical requirements as cited in the precedents. There are no conduct rules proposed (USA Technologies, Inc.), there are no requirements for those in attendance to have an opportunity to speak (Bank of America twice), there are no requirements for "Q&A" sessions (Servotronics, Citigroup, and Exxon Mobil), or, no insulting requirements for the CEO to "answer with accuracy" (Mattel).

This proposal differs in kind from the eight precedents cited because there are no elements contained in the Proposal micro-managing the conduct of the meeting. In contrast with involving the shareholder in complex decisions such as these, this Proposal asks only for a vote on ensuring an "in person" or "face-to-face" meeting be held one time per year, a simple and straightforward decision as to whether they would prefer an option of a more open, transparent environment in which to hold the meeting or to continue to accept the more closed, less flexible meeting structure put in place arbitrarily by this board.

- b. Claims that this Proposal may be excluded as it relates to the webcast and use of electronic media and communications technology to recording and conduct annual meeting may be excluded under Rule 14a-8(i)(7): In the RtO, the Company claims: "...the Proposal, which seeks to limit the use of electronic media and communications technologies by mandating in-person meetings, may be excluded from the Company's Proxy Materials because it relates to the ordinary business of conducting the Company's annual meeting."

As a matter of fact, this claim is false. A more careful reading of the Proposal would reveal that no such limitation is sought, suggested or implied. The Proposal would require a face-to-face meeting, but this does not prevent, inhibit, or, in any

other way whatsoever, impact the Company's ability to use a webcast, recording, or use any electronic technology that they might chose to employ.

This proposal differs in kind from the four precedents cited because there are no elements contained in the Proposal micro-managing the use of webcasts, the use of electronic media, whether or not to record, the nature of the recording technology or any other use of technology in relation to the annual meeting. In contrast with involving the shareholder in complex decisions, this Proposal asks for a vote on ensuring an "in person" or "face-to-face" meeting be held one time per year, a simple and straightforward decision as to whether they would prefer an option of a more open, transparent environment in which to hold the meeting or to continue to accept the more closed, less flexible meeting structure put in place arbitrarily by this board.

The Company's Analysis – Section D: Proposals Regulating the Companies Communications with Stockholders May Be Excluded Under Rule 14a-8(i)(7):

The Company has cited six precedents suggesting that this Proposal is similar to those for which no-action letters were issued to omit those proposals. These are cited below with the causes for their disqualification (i.e., grounds for the SEC to provide a "no-action" decision):

- a. ARIAD Pharmaceuticals – Required board to respond to questions in proposal.
- b. Peregrine Pharmaceuticals – Required management to respond to stockholder question on conference calls.
- c. Ford Motor Co. –Prescriptive about how the company distributes restated financial statements
- d. Ford Motor Co. – requiring distribution of directors direct mailing addresses to stockholders
- e. Servotronics Inc – Requiring a Q&A session be included at the annual meeting, and
- f. Citigroup – Requiring a reasonable amount of time before and after the annual meeting for shareholder dialogue.

Indeed, even the Proponent agrees that some of these proposals would intrude on the Company's ability to best communicate with shareholders. However, the Company makes no case to show how these proposals are relevant to the current Proposal, which is different in kind from the precedent proposals in that the Proposal lacks any of the elements discussed in this section that the Company and the Proponent agree would disqualify them under Rule 14a-8.

This Proposal does not include any sort of "magic bullets" that were intended to "solve" specific communications problems as viewed by their proponents, raising understandable "micromanagement" concerns on the part of the companies. Given that there are none of these elements contained in the Proposal, however, there should

remain no basis for objections to elements which are not present in the proposal, making these arguments irrelevant and moot.

To summarize to this point, twenty-eight precedents (by my count) have cited to this point as evidence that this Proposal should be omitted, claiming to contain elements about which the Company expressed concern, felt were covered by Rule 14a-8 and therefore allowed those proposals to be omitted. However, not one of these precedents apply to this Proposal as this Proposal remains silent and proposes none of the elements to which any of these precedents apply.

This is not an accident. This Proposal has been designed to avoid many of the elements present in the previous generations of proposals which created concerns for companies and for which the Commission had Rule 14a-8 concerns. In contrast, this proposal has been designed with Rule 14a-8 in mind to avoid the “micro-management” about which the Commission is rightly concerned by avoiding the specific, tactical or “micromanaging” recommendations. Consequently, these concerns do not apply and are irrelevant to consideration of this Proposal.

With this, we can now proceed to a consideration of the real, core issue.

Does an “in-person” annual meeting requirement (which does not preclude a simultaneous webcast, “virtual” or “on-line” meeting), in and of itself, actually intrude on the ability for the board to conduct their normal business? That is, does the current Proposal meet a reasonable standard for which its omission is justified?

The Company’s Analysis – Section A: Proposals May Be Excluded Because It Relates to the Company’s Determination of Whether to Hold In-Person Annual Meetings:

There remains one section in the Company’s RtO submission with four precedents, to which a response is needed. These four precedents (for the avoidance of doubt, these are the EMC, HP Inc., Alaska Air Group, Inc and Comcast Corporation cited in Section A of the RtO) appear each to represent a settled decision that the Commission finds a proposal which proposes an in-person annual meeting as inherently falling under Rule 14a-8, thereby allowing companies to omit such Proposals.

In the latest of these decisions (Comcast), the Proponent found very powerful the rebuttal, written by Mr. Tom McCaney (hereafter referred to as “**McCaney**”), to the company’s (Comcast’s) position. I will reference some of these key points later in this document. Unfortunately, the arguments and appeal by Mr. McCaney were unpersuasive, resulting in the Commission responding with a “no action” decision for the Comcast proposal. If the Proponent were to respond to the Company proposal with these same arguments, the Proponent is likely to receive the same “no action” decision, even if McCaney has expressed the Proponent’s sentiments perfectly.

Given that the McCaney arguments were unpersuasive and did not appear to address the core concern for the Commission, we return to the Company’s RtO to evaluate the

basis on which the Company and other companies have based their judgement and arguments against this Proposal (or similar ones). The central argument in the Company's filing (also present in many earlier filings) which defines the basis on which the decision is made, is found here with some simplifications and omissions made in the interest of document length:

Rule 14a-8(i)(7) permits the Company to omit from its proxy materials a stockholder proposal that relates to its "ordinary business" operations....the term "ordinary business: refers to matters that are not necessarily "ordinary" in the common meaning of the word. Instead, the term "is rooted in the corporate law concept providing management with flexibility in directing certain core matters involving the company's business and operations".... The Proponent notes in passing that it relates to "certain" matters, not "all" matters.

In the 1998 Release, the Commission stated that the underlying policy of the "ordinary business" exception is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting" and identified two "central considerations that underlie this policy. They are:

1. "Certain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight"; and
2. "Relates to the degree to which the proposal seeks to "micro-manage" the company by probing too deeply into matters of a complex nature upon which the shareholders, as a group, would not be in a position to make an informed judgement".

The RtO continues:

"As discussed below, the Proposal relates to the Company's determination of whether to hold annual meetings in person, the location of the Company's annual Meetings and the conduct of annual meetings through the manner and mode by which the Company communicates with its stockholders. These are issues that are fundamental to management's ability to run the Company and which involve a consideration of complex factors that would be impracticable for stockholders to decide".

However, as we have discussed above, as a matter of fact, the current Proposal does not relate to the location of the Company's annual Meetings nor does it have any relation to the conduct of the annual meeting other than it is an "in-person" meeting.

The Company and the Proponent do agree that this proposal relates to whether to hold an annual meeting in person. We can now restate the problem accurately, excluding those extraneous issues which are, as a matter of fact, not included:

“..., the Proposal relates to the Company’s determination of whether to hold annual meetings in person. This is an issue that is fundamental to management’s ability to run the Company and which involve a consideration of complex factors that would be impractical for stockholders to decide”

and then concludes (with key points underlined for emphasis):

“Consistent with the no-action letters, the Company’s decision whether to hold an in-person annual meeting or a virtual-only annual meeting (sic) requires an assessment of complex factors involving fundamental, day-to-day matters that the Company’s management and its directors are uniquely suited to evaluate on an informed basis. Because stockholders, as a group, do not have the same knowledge of the Company with respect to these factors, it would be impracticable for the Company’s stockholders to make an informed judgment with respect to the Proposal.”

At this point, we can now boil down the central questions to be addressed, based upon the Company’s conclusion (highlighted in the conclusion) and the general guidance about “micromanagement” from the Commission, to five guiding questions:

1. Is a decision pertaining to an in-person annual meeting require an assessment of complex factors?
2. Does a decision around an in-person annual meeting intrude into day-to-day management of the company?
3. Is management and its directors uniquely suited to evaluate a decision on an in-person annual meeting?
4. Do the stockholders lack the knowledge of the Company sufficiently so that they are disabled from making an intelligent decision on an in-person annual meeting, making it impracticable for the Company’s stockholders to make an informed judgement?
5. Is requiring an in-person annual meeting represent micromanagement?

Please keep in mind that the many complex factors that might apply to the “virtual” meeting would not be included, gently reminding the Commission that the Company has misstated or misunderstood whether the Proposal impacts their ability to run a “hybrid” meeting, a decision left entirely up to the Company in the Proposal. These factors would need to be applied only to the simple matter of whether to require an in-person meeting or not.

One anticipates that the Company (even with the changes) will say “yes”, the Proponent will say “no” and the Commission will be left to deal with selecting between two opinions. Is there another way that departs from this approach in dealing with this Proposal, doing it differently than previous proposals?

The Proponent has anticipated the challenges faced by the Commission in this case. The problem is that there is no calibration either for the claims made either by the Company or, to this point, for the positions argued by the Proponent.

Consider a blank sheet of paper that the Proponent claims is a map. The Proponent then places a single point on that map (representing the Proponent's conclusion) and declares that this point lies in the North. Other parties believe that it is in another direction. Is the Proponent's claim reasonable? How would another party verify or dispute the accuracy of Proponent's claim that the point is North? Since there is no orientation on a map to provide calibration as to direction, the claim cannot be verified to be true or false, reasonable or unreasonable. Therefore, the Proponent can continue to claim that the point is North, arguing this passionately and with certainty of the truth of the position; in contrast, the other parties may argue a different direction with equal passion, also in confidence that their position represents truth. How would the Commission determine the truth or falsehood of either position without some distinguishing landmarks, therefore left only to choose between two uncalibrated opinions?

Likewise, the Company (and EMC and HP Inc and Alaska Air and Comcast) have made claims that a judgement on an annual meeting would require "complex factors" and that the Board is "uniquely situated" to make such a judgement. Using the analogy, their claim represents that single point on a map (their declarative statement that the Proposal should be omitted) with no other landmarks to help the Commission judge whether the factors related to "in-person" meetings are indeed complex or simple, the degree to which they truly impact day-to-day operations, whether they truly micromanage the company and whether the key factors involved in an intelligent decision are indeed beyond the ability of the shareholders as a group.

Is a decision on an in-person annual meeting really so complex, really impact day-to-day operations and really micromanage the company?

To resolve this issue, one must answer this question: "Relative to what standard?"

The basis of the 1998 Release is to suggest that those proposals which meet the "five rejection factor tests" (too complex, involve in day-to-day, unique board position to judge, require substantial knowledge of the company, micro-manage as mentioned in the RtO) ought to be rejected as shareholder proposals. How would one know if they are too complex? What constitutes substantial knowledge? When does direction become micromanagement? Too complex, or substantial knowledge, or micromanagement must be valued in relation to a standard as one could claim that anything is more or less complex or represents micromanagement. Against what basis are these judgements to be compared?

One reasonable standard would be those proposals that have not "met" these rejection criteria. The logic of the Company's argument in their letter is that the Proposal should be omitted because it "meets" the rejection tests. It must follow that if a proposal is on the Proxy, then it must not "meet" these same rejection factors, in aggregate, and therefore are "allowed" on the proxy. Therefore, one is able to compare proposals that are already on the proxy, presumed to be acceptable, with the Proposal

to determine if the Proposal meets the “five rejection factor tests” to an extent sufficiently greater to justify its exclusion (or not).

In addition, one can judge the degree to which there is a sufficient separation between the Proposal and current proxy proposals to justify its exclusion (i.e., the agreement with the company to issue a “no action” letter on the Proposal). The Proponent requests respectfully that the Commission take an affirmative position to “reject” a proposal (in effect, by “offering” a no-action letter) only when there is sufficient separation between proposals allowed on a proxy and the Proposal to justify such an affirmative position to omit. Otherwise, the Proponent requests respectfully that the Commission remain neutral (not offer a “no-action” letter) if there were insufficient grounds (i.e., insufficient separation) between typical proposals and The Proposal to justify an intrusion into the Shareholder Proposal process.

Beyond voting for directors, there are two proxy questions that appear in the most recent, 2018 Frontier Communications Proxy statement (and in 2017 and 2016 and in tens of other proxy statements). Ipso facto, they must not meet the “rejection” criteria or they would have been rejected. These two questions are:

- a. Approval of Executive Pay, and
- b. Ratification of the Auditor;

So how do these two typical Frontier proposals compare to the Proposal? This is illustrated in the following table:

Five Rejection Tests:	In-Person Annual Mtg:	Executive Pay:	Auditor Ratification:	Note:
Overly Complex?	Least	Average	Most	1
Intrude in "day-to-day"?	Average	Most	Least	2
Board uniquely situated?	Least	Average	Most	3
Shareholder's decision informed?	Least	Average	Most	4
Represent Micro-management?	Average	Most	Least	5

The Proponent has taken the liberty to offer subjective judgements as to the degree to which each proposal meets the five “rejection” criteria individually, with ratings of “most” indicating that it best meets the rejection test for that criterion (strongest grounds for rejection) and “least” indicating that proposal which exhibits the least grounds for being rejected, based upon that individual criterion.

A quick summary for the basis for each “rejection test” is provided here:

1. For this test, the auditor ratification appears to be, by far, the most complex decision, requiring a substantial amount of technical accounting knowledge to make an informed decision. The decision on executive pay would require knowledge of market rates which would best be accomplished by access to databases and analyses on competitive executive pay, which the average shareholder would not have. The “in-person” annual meeting requires little complex knowledge, given the exclusion of the use of electronic media as the company retains full control over this area.
2. The executive pay appears to be the most intrusive into day-to-day decisions, attempting to determine or influence pay for employees. As employees do not have access to compensation benchmarking data that the company does, the board is in a vastly better position to make such judgements than shareholders.
3. This appears to the Proponent to be the most lop-sided test. It is clear that the board would have the only access to the knowledge required to make an informed choice for the auditor, with multiple, highly detailed and technical issues facing such a decision. On the other hand, the board is not only better positioned, but is least well positioned relative to shareholders to determine if an “in-person” meeting is required in lieu of a “virtual only” meeting and, as suggested above, would have a substantial conflict of interest in this decision as well.
4. The Shareholder would be, in the view of the Proponent, significantly better positioned than the board to make a decision about whether an “in-person” meeting is needed. In addition, one should factor in again the conflict of interest the board has to avoid such a meeting. Whereas, the board would be better positioned to have the information needed to make executive pay decisions and vastly better positioned to make the highly detailed, highly technical decision about the choice of auditor.
5. In the view of the Proponent, the proposal on executive pay appears to be outright micromanagement, while the ratification of the auditor appears to be the least intrusive of the three proposals into the activity of the board as one must have an auditor.

The Commission and the Company could evaluate this list and likely identify some reasonable, incremental changes to the order proposed by the Proponent for an individual criterion (or multiple criteria); indeed, some subjective judgement is indeed required. However, the Proponent argues that the “in person” annual meeting decision “meets” the five rejection tests to the least extent of the three alternatives, in aggregate. The “in-person” annual meeting decision is actually a relatively straightforward decision as compared to the other two routine proxy questions, when you eliminate the consideration of the much more technical “virtual” meeting decisions not impacted by the Proposal, which remains fully in the hands of the company as they requested in their letter and to which the Proposal agrees by its silence.

Beyond this, even if incremental changes were made in judging the degree to which the five rejection criteria relate to the three proxy questions, the Proponent argues that the Company will not be able to make a case that there is a distinct separation, in aggregate, for the “in person” meeting to meet the “rejection criteria” substantially differently (and to a much greater degree) than the other two proposals.

The decision to be made here is a binary decision of substantial consequence; therefore, the Proponent argues that there ought to be a meaningful, non-trivial, separation of results between those proposals allowed (the two other proxy questions) and the Proposal in order to support a rejection of the Proposal. Continuing on, the Proponent argues that the failure to find that distinctive separation should result in similar treatment (i.e., being included on the Proxy), with a fundamentally different outcome only indicated if a fundamentally different set of results can be exhibited.

The Proponent argues that this has not, nor cannot, be demonstrated for the current Proposal.

Therefore, the Proponent respectfully requests that the Company’s request for a “no action” letter be declined. As a consequence, the Proposal should be included in the upcoming proxy statement as originally requested.

**Other Factors to Consider:**

While the Proponent understands fully that the Commission may be reasonably reluctant to involve themselves beyond their Rule 14(a)-8 scope to more detailed decisions involving practical implications of their decisions, focusing rightly on maintaining the integrity of the guiding principles and rules, there are implications of the pending decision by the Commission on three practical matters that the Proponent believes are relevant and important for consideration:

1. Frontier Performance Since Implementation of the Virtual Meeting:

As a practical matter, business performance at Frontier Communications has been disastrous on an epic basis since Frontier has migrated from in person meetings in 2016 to “virtual only” meetings in 2017:

<b>Changes in Price, Dividends and Short Interest Since Date of Last "In Person" or "Face to Face" Annual Meeting</b>			
<b>Meeting Dates by Year plus Current</b>	<b>Price per Share, Reverse Split Adjusted:</b>	<b>Dividends for Full Year:</b>	<b>Short Interest:</b>
<b>May 11th, 2016</b>	\$ 70.21	\$ 6.00	9,217,011
<b>May 10th, 2017</b>	\$ 17.78	\$ 6.30	18,581,792
<b>May 9th, 2018</b>	\$ 9.06	\$ -	30,403,073
<b>Time of Writing, Jan 4th, 2019</b>	\$ 2.51	\$ -	40,868,546
<b>Change To-Date Since Last "In Person" Meeting</b>	-96.4%	-100.0%	343.4%

Since May 11<sup>th</sup>, 2016, the date of the last in-person annual meeting:

- share price has declined 96.4% and is now 3.6% of the 2016 price,
- The dividend has declined by 100%, being completely eliminated, and
- Short Interest, a sentiment indicator, with higher short interest indicating increasing negative outlook on the company, has exploded higher by 343%.

One key point: investors have bought Frontier Communications specifically, and telecom service providers generally, largely for their ability to deliver income. These types of companies are viewed as income securities rather than “growth” investments, by and large. It should be noted that the income provided to investors, since the time of the last in-person meeting, has declined from \$6/share to \$0/share, with the annual dividend in 2016 roughly three times the current market share price.

There is nothing in this data to suggest that “whether to hold an in-person annual meeting.....requires an assessment of complex factors...and.....that the Company’s management and its directors are uniquely suited to evaluate on an informed basis”. While it may be true that the board genuinely believes that it is in the best position to judge how best to communicate with shareholders, it is equally possible that the management and board are simply “bobbing and weaving” to avoid interactions with their owners. Indeed, based upon this data, the latter appears more likely as we discuss in the next section.

The Proponent wishes to hear directly from the board, whose members purport to represent him along with other owners, how these representatives plan to correct the situation and return the company to fiscal stability. This has clearly not happened in the era of the virtual meetings, which are, in the view of the Proponent, “remote meetings held in underground bunkers at undisclosed locations with “canned presentations” and an “off” switch for owners asking difficult questions”. Parenthetically, if the Proponent complains about the “off” switch and request it be omitted, then the Proponent would be intruding into “day to day” operations, disqualifying the request under Rule 14(a)-8; therefore, this Proposal does not make

any recommendations about the current conduct of the meeting or make any specific proposals for changes to the conduct or format of the “virtual” meeting, as tempting as that may be.

The cliché says it best: Doing the same thing and expecting different results is the definition of insanity. This Proponent is not asking the Commission to make a judgement on whether or not Frontier should have an in-person, virtual or hybrid meeting; rather, the Proponent is only requesting respectfully for the Commission to not interfere with the Proponent putting forth a question to the other owners to secure their “voice of the owners” on the format that they wish to use for their Annual Meetings going forward from 2020.

2. Frontier’s RtO Part of Larger Pattern to Avoid Stockholder Influence and Communication:

The retreat from an in-person meeting to a “virtual only” meeting is part of a broader trend for Frontier management to isolate themselves from their owners. Until three years ago, the Company had conducted in-person meetings routinely. Yet, now they claim that the meeting held routinely over decades is now a burden and an unreasonable intrusion into how they conduct business. The Company claims in their letter to the Commission that, in 2018, an in-person annual meeting represents an issue “fundamental to management’s ability to run the Company” when it was the norm for the decades before 2016, just two year ago. Why?

The Company has shown a broader pattern of avoiding any interaction’s with owners beyond simply avoiding them at annual meetings.

The Proponent had sent to Frontier a proposal on how to address the current challenges of the company. I can understand that they may not like the approach that I have suggested. My concern is not that they took the proposal and objected to it or chose not to pursue it; rather, my concern is that they did not even acknowledge their receipt of the proposal, assembled at great effort by the Proponent. This company is not communicating in general with owners and has not communicated with the Proponent other than their notice to Proponent of their Rule 14(a)-8 letter (putting me on notice that I am the Proponent).

Lest the Commission believe that this is an isolated incident in which the company avoids an individual shareholder they find annoying, which could appear reasonable, I have attached a document from a second holder of Frontier Communications, the Managing Partner of an investment fund, who has encountered the identical lack of responsiveness from Company management, in Appendix A.

Once is a fluke. Twice is a pattern.

Just as the company has moved to a virtual only meeting to disengage with owners, concerned owners have attempted to engage with the company through other means,

but have been likewise rebuffed. The actions of the Company do not appear to be limiting access merely to ignore one difficult shareholder nor out of concern about holding more effective annual meetings.

Rather, it represents a trend towards retreating into a state of insularity from the owners they purport to represent, presumptively because of catastrophically bad business results. However, this results in an impairing of any owner's ability to exercise their ownership prerogatives to influence the board and help guide the general direction of the company (as opposed to complaining about tactical execution). If left to stand, this will contribute to an erosion of confidence in outside, passive minority ownership of companies, thereby reducing the likelihood of companies finding the investment needed to help them grow as well as making that investment more expensive to secure. In turn, this will hinder future economic growth in our country, on which future improvement in employment and broader prosperity depends.

### 3. Whether Virtual Only Meetings Are Adequate to Replace In Person Meetings:

While there were four precedents cited concerning "no action" letters, three of the four precedent "no-action" letters cited have been issued since the beginning of 2016. As such, there is precious little experience with "virtual" meetings", vastly less than "in person" annual meetings. With eight decades of experience demonstrating the efficacy of in-person meetings under the guidance of the Commission and with centuries of experience in less structured, but nonetheless in-person, formats for annual meetings, we know the importance of the annual meeting or their functional equivalent.

We do not have remotely the same experience with virtual meetings nor has their equivalence to in person meetings been demonstrated. Indeed, in the case of Frontier, the results show anecdotally that virtual meetings are substantially inferior to in-person meetings as shown in the first section above.

McCaney discusses that Virtual Meetings are not a settled practice. McCaney points out that twenty-one states do not allow a "virtual only" meeting as an adequate forum to conduct an Annual Meeting. This broad objection should raise at least some concern that this untested practice, with its many unintended consequences, may not be the equivalent to the in person meeting that it was anticipated to be. Interestingly, Connecticut, the state in which Frontier is headquartered, apparently agrees as they do not allow "virtual only" meetings and would not allow it if Frontier were incorporated in their home state.

Furthermore, McCaney discusses a trend that at least one company has already repented their recent migration from in-person meetings to a virtual only meeting. ConocoPhillips had migrated previously to a virtual only meeting format, but had experienced substantial objections from owners. In 2018, they migrated back to a "hybrid" meeting, to include an in-person format but also the virtual capability to

include shareholders too distant to participate in person. A similar migration for Frontier Communications would be entirely consistent with the Proposal.

Given the checkered results obtained with the virtual only meeting format, distinct from the “in-person equivalent” that I would imagine the Commission and the State of Delaware had expected, the Proponent respectfully requests that the Commission (and the State of Delaware) reconsider their respective positions on virtual meetings, at least allowing the owners to ratify the format if so requested by the boards. This allows companies to move forward with the technical innovation to improve their governance processes when appropriate and where their owners support the change, but also provides a much-needed ratification step if the technical innovation is being used to avoid owner interaction rather than enhancing it or making it more practical. Managements and boards may be better equipped to know the “hows and wherefores” of such a meeting; however, it is the shareholders who will have a vastly better perspective on the format that is actually needed for their specific case.

#### **Summary & Conclusions:**

- The Company has made a request to the Commission to issue a “no-action” letter to support their exclusion of the subject Proposal from their upcoming proxy statement.
- The Company bases their request on four elements related to Rule 14(a)-8.
- The Proponent has shown that the Company has misunderstood or misstated the impact of the Proposal on the Company, that three of the four elements discussed are not relevant and that only one of the four elements is even relevant to the proposal.
- The Proponent has described how the current proposal was designed to avoid the previous concerns articulated by the Commission.
- The Proponent disagrees, unsurprisingly, with the Company’s opinion on the fourth element of their assessment as to whether an in-person annual meeting, with no other conditions, should be excluded under Rule 14(a)-8.
- The Proponent has shown that the Company’s position re annual meetings is inconsistent with the other proposals on their proxy that they have routinely offered; that is, that the current Proposal would be less objectionable, in aggregate, to Rule 14(a)-8 concerns than the proposals offered routinely by the Company on their proxy, from which one should conclude that the Proposal should also be included on the upcoming proxy statement.
- Other Factors to Consider have been discussed, including how business performance and governance since the implementation of virtual meetings has been disastrous (suggesting a vastly less effective “virtual meeting” than expected), that their rejection of an in-person meeting is part of a larger trend to avoid interactions with their owners and citing concerns by other governing

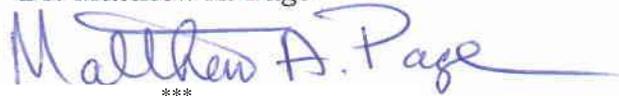
bodies that use of virtual meetings ought not to be considered a settled equivalent to in-person meetings.

**Request:**

The Proponent requests respectfully that the Company's request for a "no action" letter be declined. As a consequence, the Proposal should be included in the upcoming proxy statement as originally requested.

Sincerely,

Dr. Matthew A. Page



\*\*\*

**Attachments:**

- Letter from Mr. Justin Carroll of Alkaline Capital Partners.
- Original Shareholder Proposal with Cover Letter.
- To Email: Recent Submission to SEC by Frontier Communications in Its Entirety.



# Alkaline Capital Partners

Mr Matthew A Page

\*\*\*

8 January 2019

BY EMAIL:

\*\*\*

Dear Dr Page

## SHAREHOLDER RESPONSIVENESS FROM FRONTIER COMMUNICATION'S MANAGEMENT

- 1 I refer to recent discussions of our shared concerns regarding the policy of Frontier Communications Corporation (our/the Company) conducting annual stockholder meetings via webcast only.
- 2 As you know, we are Company stockholders through funds under our management. We also represent Company stockholders through accounts that we manage on behalf of our clients.
- 3 As representatives of Company stockholders, we have a fiduciary duty to act in the best interests of our clients and to see that those interests are protected. Such a duty extends, among other things; to monitoring our portfolio companies, of which the Company is one, and as occasion warrants to conveying to management and to the board our clients' concerns on matters specific to the running of the companies which they are invested in.
- 4 Our ability to do this in an effective manner, of course, depends not only on the Company having available channels of communication through which stockholder concerns can be relayed. It also depends on the Company demonstrating responsiveness to those concerns - if only to the extent of acknowledging their receipt. Only so can we be assured that those concerns have been faithfully conveyed on behalf of our clients.
- 5 To date, the several attempts that we have made to communicate with management and/or with investor relations at our Company have been met with complete unresponsiveness. None of our written communications to the Company has ever been acknowledged so that we are still unable to confirm whether they have in fact been received. Nor have our telephone calls to the Company's head office ever been returned. As a result, we have never been able to speak to anyone at the Company who is able to address legitimate stockholder enquiries.
- 6 Our disappointment with the Company's communications approach would be alleviated, of course, if not fully cured, if the Company's annual meetings provided an effective channel through which stockholders were able to voice their concerns. Sadly, that is not presently the case.
- 7 The Company's continued policy of conducting annual meetings only through webcasts and its apparent refusal to put any proposal of face-to-face annual meetings even to a stockholder vote keeps the board insulated from legitimate stockholder concerns and it contributes to isolating both

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board and management from the owners of the Company. Such an approach is undesirable for a host of reasons, not the least of which is that it creates a very strong impression that management and the board are not listening to stockholders and, by being unwilling to change current policy, do not want to listen to them - with dire consequences for the share price of the Company over the past 24 months.

- 8 For these reasons, we fully support your efforts to have the Company's current policy of conducting annual stockholder meetings only via webcast changed to face-to-face annual meetings. We consider that the Company's resistance to having this proposed change put to a stockholder vote has no basis in US securities laws and is inconsistent with proper corporate governance.
- 9 I enclose with this letter our most recent written communication to the Company to go unacknowledged.

Kind regards,



Justin Carroll

Managing Partner  
Alkaline Capital Partners LLC

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# Alkaline Capital Partners

Mr Daniel McCarthy  
Chief Executive Officer/Director  
Frontier Communications  
401 Merritt 7  
Norwalk, CT 06851  
USA

8 November 2018

BY EMAIL: [daniel.mccarthy@ftr.com](mailto:daniel.mccarthy@ftr.com)

Cc: Luke Szymczak  
Vice President Investor Relations

BY EMAIL: [ir@ftr.com](mailto:ir@ftr.com)

Dear Mr McCarthy

## PROPOSAL TO CHANGE CURRENT STRATEGY IN FAVOUR OF AGGRESSIVE DELEVERAGING

- 1 We are shareholders in Frontier Communications Corporation (our/the Company) through funds under our management. We also represent Company shareholders through accounts that we manage on behalf of our clients.

### Distressed Equity

- 2 As you will be aware, the equity of our Company is currently trading at extremely distressed levels. At the end of 2015, our Company had a market capitalization of around \$5.5 billion. At the market's close on 7 November 2018, our Company's market cap was less than \$430 million.
- 3 Since the start of 2016, and with each passing quarter, the market has applied an ever-deeper discount to the value of our Company's equity. So far as it is possible to discern, the consensus is that our Company will not be in a position to meet its upcoming debt maturities or to refinance them on terms that are economically acceptable.
- 4 As a value investment firm, we recognise that market prices do not always reflect the true value of a security. We share Warren Buffett's view that market prices are frequently correct but not always. It is our job as stewards of our client's capital to identify when a security is not correctly priced and why.

### Change in Management Priorities

- 5 When we made our initial investment in the Company, we understood that the equity was distressed. We also understood that management, based on its public remarks, recognised that fact and was determined to deleverage the balance sheet as a priority. The dividend was eliminated for that purpose - a development that we welcomed, fully understanding that the short-term pain was in the best long-term interests of our Company.

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- 6 Recently, however, the message coming from management is that deleveraging can wait. The strategy now appears to be to “grow” the Company from out under its debt load by increasing capital investment. Such a strategy might make sense if the returns on the capital invested exceeded the returns from deleveraging. But there is no evidence that they are. Revenue continues to decline each quarter as does EBITDA and free cash flow. The only line item that is not declining is capital expenditure.
- 7 Even more disturbing, the Company’s revolver line of credit is now being used to pay off upcoming debt maturities. Instead of exercising financial discipline and adopting measures to meet upcoming debt maturities with internally generated cash flow, management has chosen to draw on the revolver. Such a tactic not only does little to reduce interest expense: it encourages ill-discipline by relying on debt to pay off debt. Most importantly, it prevents the build-up of capital for debt repayments by privileging capital outlays that generate no apparent return.
- 8 In our view, management’s current approach of trying to increase the Company’s debt-servicing capacity by increasing its capital expenditure is destroying the equity value of the Company and is putting the near-term viability of the Company at risk. The market and most neutral observers<sup>1</sup> are not buying this as a viable strategy, as is apparent from the share price, and in light of recent results we now share that view.
- 9 Expecting further significant costs savings to make up the difference between now and 2022 (when, by our calculation<sup>2</sup>, the last announced costs savings of \$350 million delivered not more than \$137 million of actual savings) will not provide the Company with either the runway or the capital it needs to meet the maturities coming due in 2021 and 2022. If the Company is not able to meet the 2022 unsecured note, we do not think the Company will survive: the unsecured market will use the Company’s ability to redeem this note as the litmus test of whether it is prepared to refinance the Company’s debt after 2022 and beyond.
- 10 To ensure the Company does not find itself in that unenviable position, we urge management to change course now and to prioritize the build-up of capital for future debt maturities.

#### Alternative Strategy

- 11 Our recommendation is that, going forward, management spend no more than is necessary to stabilize revenue and to maximise the cash available for debt repayment. Doing so will yield both considerable tangible and intangible benefits.
- 12 Apart from the very high internal returns that will be generated on the equity by paying down debt at the current depressed market valuation, aggressive deleveraging will restore confidence in both the equity and the debt markets. That restoring of confidence will, in turn, open up for management a greater range of options than are presently available to it to raise capital or to refinance future maturities.
- 13 However, this change must start taking place now if it is to have any salutary effect in the next two to three years and if our Company is to remain in control of its own corporate fate.

#### Conclusion

- 14 Our Company has very valuable fibre and broadband assets. It has a service offering at a price point that fills an unmet demand and it is in an industry that is arguably the most important in the country.

<sup>1</sup><https://www.streetinsider.com/Analyst+PT+Change/UBS+Downgrades+Frontier+Communications+%28FTR%29+to+Sell/14794331.html>; <https://www.globalcapital.com/article/b19dfjrdk4tj3y/frontier-hit-with-downgrade-after-earnings-disappoint>

<sup>2</sup> For instance, we calculate that in the four quarters prior to the announcement of the \$350 million costs savings program EBITDA margin was 38.1%. For the past two quarters, EBITDA margin was 39.6%. That is a 1.5% improvement. On full year 2017 revenue of \$9.12 billion, that is a cost saving of only \$137 million.

- 15 Having levered up the Company to make an acquisition that has not delivered the earnings that were forecasted, management has placed the Company in an extremely precarious position. With credit markets tightening and an economic cycle now at a very late stage, the days of easy money are drawing to a close.
- 16 We feel that, unless management recognises these things, the alternatives presently available to our Company will narrow over the next 3 years, after which time they will disappear completely.
- 17 Management's priority must be to give up the belief that it can grow the Company out from under its debt pile by increased capital investment. It must adopt a strategy that begins restoring health to the balance sheet. The only way it can do that is by drastically cutting back on capital expenditure. We urge management to adopt that course.
- 18 If you would like to discuss any of the matters raised in this letter at a time convenient to you, please let me know. I will welcome the opportunity to speak with you.

Kind regards,



Justin Carroll

Managing Partner  
Alkaline Capital Partners LLC

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Dr. Matthew A. Page

Secretary,  
Frontier Communications Corporation  
401 Merrit 7, Norwalk, CT 06851  
Fax #: (203) 614-4651

To The Secretary, Frontier Communications Corporation:

My name is Matthew A. "Matt" Page and I am the owner of 14,000 shares of Frontier Communications common shares (FTR), owned since May 2017. In addition, I am long an additional 3000 shares by virtue of a short put position in Frontier Communications Corporation.

As an owner of this level of shares, I am entitled to offer one Shareholder Proposal for each year. Please find attached a Shareholder Proposal that I ask to be submitted to the owners of shares of the company for consideration.

In order to be able to submit such a proposal, a shareholder must have held \$2,000 or more of common shares for a period of time greater than one year. A letter confirming the minimum extent of my holdings, along with the duration of the holdings qualifying me to submit this proposal, is attached.

Another requirement is that the shareholder must be prepared to hold these shares through the date of the annual meeting for the proposal to be considered at that time. Even as the date of the annual meeting has not yet been established to my knowledge, I commit to hold my shares through the time of the meeting to be able to submit this proposal and meet all requirements.

Finally, the shareholder proposing the change must be prepared to explain, discuss and defend the proposal, if asked by the board, at the annual meeting. I confirm that I am prepared to explain, discuss and defend the proposal at the next annual meeting, whenever and wherever it is.

Please confirm within 14 days your intent to submit this to a vote of shareholders in preparation for our next annual meeting to be held in 2019.

Sincerely,

A handwritten signature in black ink that reads "Matthew A. Page". The signature is written in a cursive, flowing style.

Dr. Matthew A. Page

Shareholder, Frontier Communications common shares

**Shareholder Proposal:** Require Frontier Communications Board to conduct a face-to-face Annual Meeting with common shareowners starting in 2020, changing all relevant Frontier Communications Corporation governance documents to require such a face-to-face meeting to replace the current "remote" or "virtual" meeting.

My name is Dr. Matthew A. "Matt" Page and I am the holder of 14,000 shares of Frontier Communications common shares (FTR). A letter confirming my ownership of Frontier Communications shares for the minimum time required to submit a shareholder proposal is attached to this document.

In order to qualify to submit this proposal, I commit to and certify that I will hold at least the required number of shares through the next Annual Meeting and that I am prepared to present, explain and defend this proposal at the next Annual meeting.

In April 2016, Frontier Communications consummated the so-called "CTF" acquisition, simultaneously taking on significant debt to pay for the acquisition resulting in a highly leveraged balance sheet, with an adjusted share price of FTR on March 31, 2016, just prior to the close of the acquisition being \$83.85.

The tenth earnings report was made on November 6<sup>th</sup> after the close, with the market rendering their verdict on the report by driving shares down from the prior day close of \$5.26 to yesterday's close of \$4.06, a decline of 22+% in just one day.

Therefore, since the time of the CTF acquisition, with this existing board in place, common share value has declined by 95+%, a destruction of shareholder value of epic proportions in such a very short time. During this period, the board has pursued a growth strategy that, unfortunately, has delivered not a scintilla of growth; indeed, revenue has imploded from \$2,608M for Q2'16 to \$2,126M for Q3'18, a decline of 18.5% in spite of significant capital targeting "growth".

In the face of this, there has been no apparent reconsideration of the failing corporate strategy on the part of the board. Apparently oblivious to the market input, the board continues to motor on, apparently unfazed by continued, consistent failure.

Throughout this time, the board has eschewed meeting face-to-face with the owners of the company, electing to conduct what is euphemistically referred to as a "virtual" or "on-line" meeting. This ensures a minimal interaction with owners and best avoids being held accountable for the disastrous results delivered during this period.

It is time that this board meets with owners face-to-face to openly discuss how the current challenges can be met, this time offering an approach with more credibility and with a reasonable chance to stem the decline. The results during this period of "virtual" meetings" speak for themselves, but even with this overwhelming evidence, I doubt this board will take the step voluntarily.

Therefore, I propose a change to Frontier's Corporate governance documents to require a face-to-face annual meeting.

Proposal Word Count less than 500 words.

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

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December 18, 2018

**Via Email ([shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov))**

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

Re: *Frontier Communications Corporation*  
*Stockholder Proposal of Dr. Matthew A. Page*

Ladies and Gentlemen:

This letter is to inform you that our client, Frontier Communications Corporation (the “**Company**”), intends to omit from its proxy materials for its 2019 Annual Meeting of Stockholders (the “**Proxy Materials**”) a stockholder proposal (the “**Proposal**”) and statements in support thereof received from Dr. Matthew A. Page (the “**Proponent**”).

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “**Commission**”) no later than 80 calendar days before the Company intends to file its definitive Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“**SLB 14D**”) provide that stockholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the “**Staff**”). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to this Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

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## THE PROPOSAL

The Proposal would:

“Require Frontier Communications Board to conduct a face-to-face Annual Meeting with common shareowners starting in 2020, changing all relevant Frontier Communications Corporation governance documents to require such a face-to-face meeting to replace the current “remote” or “virtual” meeting.”

A copy of the Proposal, including the supporting statements in support thereof, as well as related correspondence with the Proponent, are attached to this letter as *Annex A*.

## BASIS FOR EXCLUSION

We respectfully request that the Staff concur in our view that the Proposal may be excluded from the Proxy Materials pursuant to Rule 14a-8(i)(7) because the Proposal deals with matters relating to the Company’s ordinary business operations.

## ANALYSIS

We believe that the Company may exclude the Proposal pursuant to Rule 14a-8(i)(7) because it deals with matters relating to the Company’s ordinary business operations—in particular, those operations necessary for the Company’s annual meetings.

Rule 14a-8(i)(7) permits the Company to omit from its proxy materials a stockholder proposal that relates to its “ordinary business” operations. According to the Commission’s release accompanying the 1998 amendments to Rule 14a-8, the term “ordinary business” “refers to matters that are not necessarily ‘ordinary’ in the common meaning of the word.” Instead, the term “is rooted in the corporate law concept providing management with flexibility in directing certain core matters involving the company’s business and operations.” Exchange Act Release No. 34-40018 (May 21, 1998) (the “*1998 Release*”). In the 1998 Release, the Commission stated that the underlying policy of the “ordinary business” exception is “to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting,” and identified two “central considerations” that underlie this policy. The first of these considerations is that “[c]ertain tasks are so fundamental to management’s ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight.” The second consideration “relates to the degree to which the proposal seeks to ‘micro-manage’ the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.”

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As discussed below, the Proposal relates to the Company's determination of whether to hold annual meetings in person, the location of the Company's annual meetings and the conduct of annual meetings through the manner and mode by which the Company communicates with its stockholders. These are issues that are fundamental to management's ability to run the Company and which involve a consideration of complex factors that would be impracticable for stockholders to decide. As such, the Proposal may be omitted under Rule 14a-8(i)(7) as relating to the Company's ordinary business operations.

*A. The Proposal May Be Excluded Because It Relates to the Company's Determination of Whether to Hold In-Person Annual Meetings.*

The Proposal may be excluded pursuant to Rule 14a-8(i)(7) as relating to ordinary business operations because it circumscribes the Company's determination of whether to hold annual meetings in-person. As discussed below, a determination of whether to hold in-person annual meetings is precisely the type of issue that the ordinary business exclusion is designed to remove from stockholder decision-making.

The Proposal would require that the Company conduct "face-to-face Annual Meeting[s]" beginning in 2020 and change all of its relevant governing documents accordingly. The Proposal seeks to impose a rigid requirement on the Company in a situation where the Company would be better served by its management and Board of Directors engaging in a focused and informed analysis with respect to the matter.

Until its annual meeting of stockholders held in 2017, the Company held all of its annual meetings in-person. In 2017, the Company determined to hold its annual meeting of stockholders for the first time virtually via live webcast. The Company's virtual-only annual meeting was held in much the same way as in-person annual meetings, but with greater accessibility and availability to stockholders around the world who were not previously able to attend annual meetings.

In determining whether to hold annual meetings at a physical location on an in-person basis or virtually via webcast, the Company considered, among other things, Company resources, the costs of virtual and in-person meetings, security concerns, the ability of stockholders to attend virtual and in-person meetings, the likelihood that a stockholder would choose to attend a virtual or in-person meeting and the technological capabilities necessary to hold an effective virtual meeting. The "[stockholders], as a group [are not] in a position to make an informed judgment" on this matter. *See* Exchange Act Release No. 40018 (May 21, 1998). Rather, the Company's management is better equipped to consider and weigh all applicable factors and make an informed judgment about where and how its annual meeting should be conducted. Given the complexities involved, the Staff has repeatedly concurred in the omission under Rule 14a-8(i)(7) of proposals relating to whether to hold annual meetings in-person, the location and conduct of the Company's annual meetings and the Company's communications with stockholders, agreeing that these

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decisions are best left to a company's management and directors because they are areas that are fundamental to the day-to-day operations of the Company.

The Staff has taken no-action positions previously in connection with companies excluding similar proposals.

- In *EMC Corp.* (avail. Mar. 7, 2002), the Staff concurred in the exclusion of a proposal “request[ing] that EMC Corporation adopt a corporate governance policy affirming the continuation of in-person annual meetings, adjust its corporate practices policies [sic] accordingly, and make this policy available publicly to investors” on the basis that the proposal “relat[ed] to EMC’s ordinary business operations (*i.e.*, the determination whether to continue to hold annual meetings in-person).”
- In *HP Inc.* (avail. Dec. 28, 2016), the Staff concurred in the exclusion of a similar proposal requesting that the “[company’s board of directors] adopt a corporate governance policy to initiate or restore in-person annual meetings and publicize this policy to investors” on the basis that the proposal relates to HP’s “ordinary business operations.”
- In *Alaska Air Group, Inc.* (avail. Jan. 25, 2017), the Staff stated that it would not recommend enforcement action where the company sought to exclude under the “ordinary business” exception a stockholder proposal that requested that the Company adopt a corporate governance policy to initiate or restore in-person annual meetings and publicize the policy to investors.
- In *Comcast Corporation* (avail. Feb. 28, 2018), the Staff stated that it would not recommend enforcement action where the company sought to exclude a proposal requesting that the Company affirm the continuation of in-person annual meetings, adjust its corporate practices accordingly, and publicize [the] policy to investors,” specifically noting that the proposal “relate[d] to the determination of whether to hold annual meetings in person.”

Consistent with the Staff’s position in *EMC Corp.*, *HP Inc.*, *Alaska Air Group, Inc.* and *Comcast Corporation*, the Proposal may be excluded pursuant to Rule 14a-8(i)(7) as relating to the Company’s ordinary business operations because it relates to the determination of whether to hold annual meetings in-person.

*B. The Proposal May Be Excluded Because It Relates to the Location of the Company’s Annual Meeting.*

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The Proposal may also be excluded pursuant to Rule 14a-8(i)(7) as relating to the Company's ordinary business operations because it attempts to oversee the Company's decisions about the location of its annual meeting, which may be "held solely by means of remote communication" in accordance with applicable provisions of the Delaware General Corporation Law. As such, the Proposal is similar to and involves the same issues as proposals seeking to determine the physical location of annual meetings. These issues include, among other things, the *costs* associated with various locations, the *ability* of stockholders to access and participate in the annual meeting and the *likelihood* that stockholders will access and participate in the annual meeting.

On numerous occasions, and on a consistent basis, the Staff has concurred in the omission under Rule 14a-8(i)(7) of proposals relating to the determination of the location of a company's annual meeting. *See, e.g., Zions Bancorporation* (avail. Feb. 11, 2008) (concurring with the exclusion of a proposal requesting that the locations of annual meetings be rotated outside of Salt Lake City, Utah each year as "relating to Zions' ordinary business operations (i.e., the location of shareholder meetings)"); *Ford Motor Co.* (avail. Jan. 2, 2008) (concurring in omission of a proposal requiring that the company hold its annual meeting in the Dearborn, Michigan area since the proposal related to the company's "ordinary business operations (i.e., the location of Ford's annual meetings)"); *Raytheon Co.* (avail. Jan. 19, 2006) (concurring in the omission of a proposal requiring the company's annual meeting be held within 25 miles of its corporate headquarters because the proposal sought to determine the location of the company's annual meetings); *The Gillette Co.* (avail. Feb. 4, 2004) (concurring that the proposal may be excluded under Rule 14a-8(i)(7) "as relating to the company's ordinary business operations" where the proposal suggested that all company annual meetings be held in Andover, Massachusetts); *J.P. Morgan Chase & Co.* (avail. Feb. 5, 2003) (concurring in the omission of a proposal requesting that the company's annual meeting be held at least every second year in New York City and that all annual meetings be readily accessible to public transportation, since the proposal sought to determine the location of the meetings); *Bank of America Corp.* (avail. Jan. 10, 2003) (concurring in the omission of a proposal mandating that the company's next annual meeting be held in Los Angeles, California); *Verizon Communications Inc. (Reinisch)* (avail. Jan. 9, 2003) (concurring in the omission of a proposal requiring that the company's annual meeting be held at least every other year in New York City in a location easily accessible by public transportation); *Verizon Communications Inc.* (avail. Feb. 25, 2002) (concurring in the omission of a proposal recommending that the company's annual meeting be held in certain geographic areas); *Edison International Southern California Edison Co.* (avail. Jan. 30, 2001) (concurring in the omission of a proposal requesting that all annual meetings be held within the company's service territory); *PG&E Corp.* (avail. Jan. 12, 2001) (concurring in the omission of a proposal requesting that the company's annual meetings be held at the company's headquarters in the city of San Francisco at least two years out of every three-year period).

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Consistent with the precedents described above, the Proposal may be excluded pursuant to Rule 14a-8(i)(7) as a matter of ordinary business operations because it relates to the location of the Company's annual meeting of stockholders.

C. *Proposals Regulating the Conduct of an Annual Meeting Through the Manner or Mode of Communication May Be Excluded Under Rule 14a-8(i)(7)*

The Proposal relates to, and attempts to regulate, the conduct of the annual meeting by dictating the manner (*i.e.*, in-person versus virtually) in which the Company can communicate with its stockholders at the annual meeting. The Staff has routinely permitted the omission under Rule 14a-8(i)(7) of proposals seeking to oversee the conduct of a company's annual meeting, and specifically the manner of communicating with stockholders at the meeting, as relating to a company's ordinary business. *See, e.g., USA Technologies, Inc.* (avail. Mar. 11, 2016) (concurring in the omission of a proposal under Rule 14a-8(i)(7) that sought a bylaw amendment to include rules of conduct at all meetings of shareholders); *Servotronics, Inc.* (avail. Feb. 19, 2015) (concurring in the omission of a proposal "concerning the conduct of shareholder meetings" where the proposal requested that "a question-and-answer period be included in conjunction with the Servotronics Annual Shareholder Meetings"); *Mattel, Inc.* (avail. Jan. 14, 2014) (concurring in the omission of a proposal requesting that the chairman "answer with accuracy the questions asked by shareholders at the Annual Meeting"); *Citigroup Inc.* (avail. Feb. 7, 2013) (concurring in the omission of a proposal requesting "a reasonable amount of time before and after the annual meeting for shareholder dialogue with directors"); *Bank of America Corp.* (avail. Dec. 22, 2009) (concurring in the omission of a proposal recommending that all stockholders be entitled to attend and speak at all annual meetings because "[p]roposals concerning the conduct of shareholder meetings generally are excludable under rule 14a- 8(i)(7)"); *Bank of America Corp. (Slaton)* (avail. Feb. 16, 2006) (concurring in the omission of a proposal requesting that all stockholders be entitled to attend and speak at all annual meetings); *Exxon Mobil Corp.* (avail. Mar. 2, 2005) (concurring in the omission of a proposal seeking to set aside time at each annual meeting for stockholders to ask questions and receive replies directly from non-employee directors); and *Citigroup Inc.* (avail. Jan. 14, 2004) (concurring in the omission of a proposal seeking to prescribe, among other things, the amount of time each stockholder may speak and when such speaker may ask a follow-up question).

In addition, the Staff has consistently agreed that proposals relating to the webcast and use of electronic media and communications technology to record and conduct annual meetings may be excluded under Rule 14a-8(i)(7) as relating to the ordinary business of conducting annual meetings. *See, e.g., Con-way, Inc.* (avail. Jan. 22, 2009) (concurring in the omission of a proposal requesting that the company broadcast future annual meetings over the Internet using webcast technology, since the proposal involved "shareholder relations and the conduct of annual meetings"); *Northeast Utilities* (avail. Mar. 3, 2008) (concurring in the omission of a proposal requesting, among other things, that the company allow stockholder voting to be conducted by

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electronic means); *Commonwealth Energy Corp.* (avail. Nov. 15, 2002) (concurring in the omission of a proposal requesting that, among other things, the company make audio or video recordings of its annual meetings); and *Irvine Sensors Corp.* (avail. Jan. 2, 2001) (concurring in the omission of a proposal requesting that the company webcast its annual meetings since the proposal related to “procedures for establishing regular communications and updates with shareholders”). Similarly, the Proposal, which seeks to limit the use of electronic media and communications technologies by mandating in-person annual meetings, may be excluded from the Company’s Proxy Materials because it relates to the ordinary business of conducting the Company’s annual meeting.

*D. Proposals Regulating the Company’s Communications with Stockholders May Be Excluded Under Rule 14a-8(i)(7)*

More broadly, the Proposal also involves the same issues as those raised by other proposals that attempt to interfere with company communications with stockholders. In general, how a company communicates with its stockholders involves a complex consideration of effectiveness, investor relations considerations and associated costs—all of which the Board and management are able to consider more thoroughly than the stockholders. These factors have as much relevance in the context of how to communicate with stockholders at an annual meeting (*i.e.*, in-person versus virtually) as in other circumstances involving stockholder communications. The Staff has consistently concurred with the omission under Rule 14a-8(i)(7) of proposals relating to the communication of companies with their stockholders. *See, e.g., ARIAD Pharmaceuticals, Inc.* (avail. June 1, 2016) (concurring in the exclusion of a proposal that required the company’s board to respond to questions specified in the proposal); *Peregrine Pharmaceuticals, Inc.* (avail. Jul. 16, 2013) (concurring in the omission of a proposal requesting that management respond to stockholder questions on public company conference calls because the proposal related to “the ability of shareholders to communicate with management”); *Ford Motor Co.* (avail. Mar. 1, 2010) (concurring in the omission of a proposal relating to how the company distributes restated financial statements to stockholders since “[p]roposals concerning the methods used by a company to distribute or present information to its shareholders are generally excludable under rule 14a-8(i)(7)”); *Ford Motor Co.* (avail. Feb. 12, 2008) (concurring in the omission of a proposal seeking the distribution of the directors’ direct mailing addresses to stockholders). The same rationale applies to communications by a company with its stockholders at annual meetings. The Staff has concurred with the omission under Rule 14a-8(i)(7) of proposals seeking to regulate communications with stockholders at annual meetings. *See, e.g., Servotronics, Inc.* (avail. Feb. 19, 2015) (concurring in the omission of a proposal requesting “a question-and-answer period be included in conjunction with the Servotronics Annual Shareholder Meetings”); and *Citigroup Inc.* (avail. Feb. 7, 2013) (concurring in the omission of a proposal requesting “a reasonable amount of time before and after the annual meeting for shareholder dialogue” with directors).

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Consistent with the no-action letters described above, the Company's decision whether to hold an in-person annual meeting or a virtual-only annual meeting requires an assessment of complex factors involving fundamental, day-to-day matters that the Company's management and its directors are uniquely suited to evaluate on an informed basis. Because stockholders, as a group, do not have the same knowledge of the Company with respect these factors, it would be impracticable for the Company's stockholders to make an informed judgment with respect to the Proposal.

## CONCLUSION

For the reasons stated above, we believe that the Proposal may be omitted from the Proxy Materials. Accordingly, we respectfully request that the Staff confirm that it will take no action if the Company excludes the Proposal, including statements in support thereof, from its Proxy Materials.

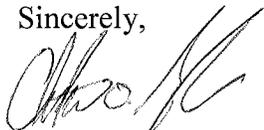
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Should you have any questions or wish to discuss the matter further, please do not hesitate to contact me at (212) 446-4660.

Sincerely,

A handwritten signature in black ink, appearing to read "Christian O. Nagler", written in a cursive style.

Christian O. Nagler

cc: Anne Meyer, Esq.  
*Frontier Communications Corporation*

## **Annex A**

Dr. Matthew A. Page

Secretary,

Frontier Communications Corporation

401 Merrit 7, Norwalk, CT 06851

Fax #: (203) 614-4651

To The Secretary, Frontier Communications Corporation:

My name is Matthew A. "Matt" Page and I am the owner of 14,000 shares of Frontier Communications common shares (FTR), owned since May 2017. In addition, I am long an additional 3000 shares by virtue of a short put position in Frontier Communications Corporation.

As an owner of this level of shares, I am entitled to offer one Shareholder Proposal for each year. Please find attached a Shareholder Proposal that I ask to be submitted to the owners of shares of the company for consideration.

In order to be able to submit such a proposal, a shareholder must have held \$2,000 or more of common shares for a period of time greater than one year. A letter confirming the minimum extent of my holdings, along with the duration of the holdings qualifying me to submit this proposal, is attached.

Another requirement is that the shareholder must be prepared to hold these shares through the date of the annual meeting for the proposal to be considered at that time. Even as the date of the annual meeting has not yet been established to my knowledge, I commit to hold my shares through the time of the meeting to be able to submit this proposal and meet all requirements.

Finally, the shareholder proposing the change must be prepared to explain, discuss and defend the proposal, if asked by the board, at the annual meeting. I confirm that I am prepared to explain, discuss and defend the proposal at the next annual meeting, whenever and wherever it is.

Please confirm within 14 days your intent to submit this to a vote of shareholders in preparation for our next annual meeting to be held in 2019.

Sincerely,



Dr. Matthew A. Page

Shareholder, Frontier Communications common shares

**Shareholder Proposal:** Require Frontier Communications Board to conduct a face-to-face Annual Meeting with common shareowners starting in 2020, changing all relevant Frontier Communications Corporation governance documents to require such a face-to-face meeting to replace the current “remote” or “virtual” meeting.

My name is Dr. Matthew A. “Matt” Page and I am the holder of 14,000 shares of Frontier Communications common shares (FTR). A letter confirming my ownership of Frontier Communications shares for the minimum time required to submit a shareholder proposal is attached to this document.

In order to qualify to submit this proposal, I commit to and certify that I will hold at least the required number of shares through the next Annual Meeting and that I am prepared to present, explain and defend this proposal at the next Annual meeting.

In April 2016, Frontier Communications consummated the so-called “CTF” acquisition, simultaneously taking on significant debt to pay for the acquisition resulting in a highly leveraged balance sheet, with an adjusted share price of FTR on March 31, 2016, just prior to the close of the acquisition being \$83.85.

The tenth earnings report was made on November 6<sup>th</sup> after the close, with the market rendering their verdict on the report by driving shares down from the prior day close of \$5.26 to yesterday’s close of \$4.06, a decline of 22+% in just one day.

Therefore, since the time of the CTF acquisition, with this existing board in place, common share value has declined by 95+%, a destruction of shareholder value of epic proportions in such a very short time. During this period, the board has pursued a growth strategy that, unfortunately, has delivered not a scintilla of growth; indeed, revenue has imploded from \$2,608M for Q2’16 to \$2,126M for Q3’18, a decline of 18.5% in spite of significant capital targeting “growth”.

In the face of this, there has been no apparent reconsideration of the failing corporate strategy on the part of the board. Apparently oblivious to the market input, the board continues to motor on, apparently unfazed by continued, consistent failure.

Throughout this time, the board has eschewed meeting face-to-face with the owners of the company, electing to conduct what is euphemistically referred to as a “virtual” or “on-line” meeting. This ensures a minimal interaction with owners and best avoids being held accountable for the disastrous results delivered during this period.

It is time that this board meets with owners face-to-face to openly discuss how the current challenges can be met, this time offering an approach with more credibility and with a reasonable chance to stem the decline. The results during this period of “virtual” meetings” speak for themselves, but even with this overwhelming evidence, I doubt this board will take the step voluntarily.

Therefore, I propose a change to Frontier’s Corporate governance documents to require a face-to-face annual meeting.

Proposal Word Count less than 500 words.



Matthew A. Page  
Ute R. Page  
\*\*\*

November 6, 2018

RE: Verification of Deposit

## Important Notice

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This letter is to certify that you hold in excess of 2,000 shares of Frontier Communication Corp., stock symbol: FTR, in your account ending in \*\*\* , and that you have held these shares since June 6, 2017.

Vallie Carney  
Signature of Merrill Lynch Branch Office Management Team (OMT)

Vallie Carney  
Printed Name

11-6-18  
Date

918-586-8003  
Phone Number

Please be advised, our cash management account programs permit account holders to access the assets in the account by Visa card and checks, which are drawn and processed against a Merrill Lynch account maintained for the customer at Bank of America, N.A. However, the account holder does not maintain a depository balance at that bank. The information provided above may change daily due to activity in the account and/or changes in market value of assets held in the account. This information is provided as a courtesy and Merrill Lynch is not liable or responsible for any decisions made, in whole or in part, on reliance upon this information.

This information is furnished to you in strict confidence in response to your request and is solely for your use for the purposes described in the Verification of Deposit request. If you have any questions, please contact the person whose signature appears above at the phone number provided. This information is provided as a courtesy and Merrill Lynch is not liable or responsible for any decisions made, in whole or part, on reliance upon this information.

Dear Ms. Meyer,

Thank you very much for your prompt response to my Shareholder Proposal. While it was not the response for which I had hoped, as you might expect, I appreciate your very timely response. As you requested in your note, I reconsidered your request seriously with an open heart and mind.

As I did so, however, I could not avoid returning, over and over, to the overarching issue that this proposal was designed to address: this board is not listening to the voices of the owners for whom they purportedly work.

The board has conducted a growth-oriented program, spending \$3,289M in capital since April 1, 2016, while delivering not one, not one dollar in revenue growth in any of the ten quarters from that same date. At the same time, \$2,500M in debt redemptions are coming due in 2022 with no announced plan by Frontier as to how to address them. Given an unsecured debt market closed to Frontier and limitations in additional secured funding, these substantial, looming redemptions are creating increasing concern for owners and raises the specter of a bankruptcy that would destroy the last sliver of equity. Therefore, these \$2.5B maturities must be redeemed using internally generated cash; however, the board continues to divert that much-needed cash, not to debt reduction, but to support unaffordable capital expenditures chasing non-existent growth which deliver no obvious benefits. Even as both shareholders and the market have expressed concern about this highly-risky approach, this board simply carries on, seemingly unmoved by the judgement of markets, a closing of the debt market, the concerns of shareholders, consistent shortfall of deliverables against guidance or a catastrophic decline in share price.

It is disappointing, but not surprising, that this management and this board feel that "The Company believes that management and the board are in the best position to make decisions regarding the conduct of the Company's annual meeting, including whether the annual meeting should be held in person." You might think that any board taking this position might be embarrassed. However, perhaps it should not surprise anyone that a board, not sufficiently embarrassed by a 95% destruction of shareholder value in three years, would be embarrassed by evading open meetings with their owners, held routinely by hundreds of other companies. After all, why would one expect them to seek owner input if they have ignored overwhelming market condemnation of their strategy as measured market prices, from \$83.85 on March 31<sup>st</sup>, 2016 to \$3.61 at today's close?

Both you and I know that this board is not truly concerned about owners interfering in "conduct of Company business". You and I know that this disagreement is not about whether to serve crab dip or nachos to annual meeting attendees. You and I know that this is not about trivial matters or tactics of running the business. Rather, these discussions would revolve around the most important elements of governance and the core strategies needed to lead Frontier into a sustainable future. You and I know that this Proposal is focused on Governance, Policy, Mission and Strategy Development. This board likely knows this, but simply wishes to avoid these discussions with "difficult" owners by using Rule 14a-8(i)(7).

Therefore, I must respectfully decline your request that I withdraw my proposal.

You may well be right and you may be able to bowl my Proposal over with your arguments to the SEC. Maybe, but what is important is that I can either move forward with my Proposal, perhaps with some modest chance of success, or I can withdraw my Proposal, leaving me with absolutely no chance to influence the board and forced to stand aside while what has gone on continues.

Let me please now make a request back to you: Drop your objection to this proposal and allow the owners determine their own future rather than having the board take this choice away from them.

I can understand the board's reflexive rejection to this proposal, viewing this proposal as creating chaotic meetings going forward by unruly owners. Indeed, I am on a board having quarterly, face-to-face meetings and they are challenging. What your board may find is what I have found in my experience: most participants are purposeful, interested in helping and with a desire for the organization to be successful. With these attributes, the vast majority of the meetings become more valuable than the "cost" of the challenges.

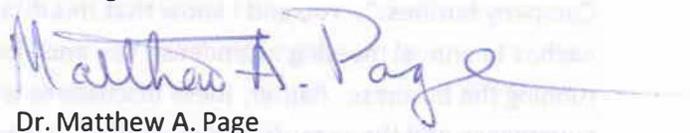
What you might also find are keenly interested shareowners having additive and distinctive capabilities to those of your board members, some (including myself) having worked in distressed business situations, where input from those owners provide valuable alternatives to options developed by the board. In turn, this may help identify new approaches that will allow Frontier leadership to manage current challenges and emerge from this difficult period. It appears to me that, in your haste to react to this proposal, that you may have overlooked the upside in this Proposal for the board and for Frontier.

It may also be worth considering that depriving concerned owners of this proposed opportunity to influence future direction of the company leaves those concerned owners with many fewer options. In turn, some of those options are far less constructive than the one offered here. What the Shareholder Proposal offered was a much more moderate step designed to solve problems rather than use conflict to resolve the current state of disagreements between owners and the board.

Please consider my request to drop your objection and enable your shareholder owners to determine their future by allowing them a vote on this Shareholder Proposal.

Either way, the decision is now firmly back in your hands as well as the hands of the board members. I look forward to hearing back from you about your decisions about how we will proceed.

Best Regards,

  
Dr. Matthew A. Page

**Subject:** Re: Shareholder Proposal - Frontier Communications  
**Date:** Tuesday, November 27, 2018 12:46:20 PM

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Dear Ms. Meyer,

thank you for your kind reply as well for your kind and timely notification that we do not need to have a call. This will enable me sufficient notice to address other issues of a pressing matter.

I just want to ensure that you know that the lines of communication remain open if and when you might choose to use them. I remain open for a discussion about either the open meetings proposal or a strategic realignment with anyone at Frontier.

I understand the board's position on the Annual Meeting as you have articulated it very clearly. As I have already shared with you, my position is that a greater degree of transparency and interaction is required for this company to move from the current trajectory into a more positive direction for shareholders.

While I am open to many options, I do not see how the board's current position can address adequately the challenges that we currently face.

Therefore, I must respectfully decline again your request to withdraw my proposal. I understand that you will take action to set the proposal aside as you have already made clear in your earlier note.

Best Regards, Matt Page.

-----Original Message-----

Sent: Tue, Nov 27, 2018 11:35 am  
Subject: RE: Shareholder Proposal - Frontier Communications

Dr. Page –

Thank you for this response, as well as the other e-mail correspondences you have sent to us. You have stated that you do not intend to withdraw your shareholder proposal and have further set forth your concerns regarding virtual meetings and why you believe it would be beneficial for the Company to conduct an in-person meeting. We appreciate and will consider your feedback on this topic. Given your detailed input, we do not believe that a call regarding the shareholder proposal is necessary. We reiterate below the Company's position and hope you will reconsider withdrawing your proposal.

- The Company believes that management and the board are in the best position to make decisions regarding the conduct of the Company's annual meeting, including whether the annual meeting should be held in person.
- The Board will continue to evaluate the merits of conducting a virtual meeting and will make decisions based on the best interests of the Company and its shareholders. As disclosed in the Company's 2018 proxy statement, the company believes that hosting a virtual meeting

will promote greater stockholder attendance, by enabling stockholders that might not otherwise be able to travel to a physical meeting to attend online, while also reducing the costs of the annual meeting. In 2018, the Company committed to enhancing the stockholder experience at the annual meeting and worked with Broadridge Financial Solutions to provide shareholders opportunities to submit questions and vote in advance of the meeting, and to answer shareholder questions regarding how to participate in the annual meeting virtually via the internet.

- The SEC’s line of reasoning in its no-action letters also supports the Company’s position to exclude the proposal from its 2019 proxy materials. The SEC has consistently stated that companies may properly exclude a shareholder proposal that “relates to the determination of whether to hold annual meetings in person” pursuant to Rule 14a-8(i)(7) on the basis that such proposals are related to the company’s ordinary business operations. In addition, the SEC has consistently permitted the omission of similar shareholder proposals pursuant to Rule 14a-8(i)(7) on the grounds that such proposals concern the location and conduct of a company’s annual shareholder meeting or a company’s communication with shareholders, both of which are considered to be part of the ordinary course of business.
- We respectfully request that you withdraw your proposal.

Best regards,  
Anne

Anne Meyer  
Associate General Counsel & Assistant Secretary  
**Frontier Communications**  
401 Merritt 7 | Norwalk, CT 06851

**Sent:** Monday, November 26, 2018 11:42 AM  
**Subject:** Re: Shareholder Proposal - Frontier Communications

Dear Ms. Meyer,

thank you very much. I would be delighted to speak with you. How about 2pm tomorrow?

Under separate cover, I am sending to you electronically a proposal for a change in direction and strategy that I have sent to the board through Dr. Szymczak of Investor Relations by email in addition to mailing a physical copy to the Secretary of the Company. I recognize that it is not centrally germane to the issue about which you are concerned, but it provides some context for you as we discuss this issue. It may or

may not be useful to you, but I wanted to provide you with all the resources to enable you to have an informed position as you move forward. I will forward it to you after I send this note.

If you or Mr. Jennings would prefer, I can also send a curriculum vitae, so that you can see my background and experience, if that would be helpful. Obviously, if I send this to you, I would ask that you keep this to those involved in this discussion. Please let me know if this would be helpful for you as I don't want to force this upon you.

Truly, I am not seeking conflict as that will not solve the problem rather, I am seeking collaboration to address issues critical to the survival of Frontier and, quite honestly, the value of my equity (common shares) of Frontier. However, time is short and, in order to prevent counterproductive conflict, there needs to be engagement to address key issues facing Frontier. Believe me or not, that is my goal, to create an engagement that will be in the best interest of all involved, including the board which you represent.....Matt

-----Original Message-----

Sent: Mon, Nov 26, 2018 9:50 am  
Subject: RE: Shareholder Proposal - Frontier Communications

Dr. Page –

Thank you for your response. I would be happy to have a phone call with you to discuss. Please let me know if you are available tomorrow, Tuesday November 27, any time between 11 a.m. and 4 p.m.

Best regards,  
Anne

Anne Meyer  
Associate General Counsel & Assistant Secretary  
**Frontier Communications**  
401 Merritt 7 | Norwalk, CT 06851

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Sent: Tuesday, November 20, 2018 10:33 PM  
Subject: Re: Shareholder Proposal - Frontier Communications

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**WARNING: External email. Please verify sender before opening attachments or clicking on links.**

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Dear Ms. Meyer, please find attached my response to your request.

I would be happy to forward to you a signed, physical copy to your office, if that is needed for you to document this response in physical form.

To keep electronic documents together, I have attached my response to your note, to provide a reference for my response.

Should you have any questions, or if it would be helpful to discuss my original Shareholder Proposal or my response attached, please do not hesitate to contact me on my phone at \*\*\* or by email to this address. I believe that you know that I live in Wilmington, DE, so we are in the same time zone (no worries about time differences resulting in a too early or too late call).

If you would like to have a call, it may be best to txt me ahead of time so that we can identify mutually convenient times.

I look forward to hearing back from you regarding your decisions and next steps.....Matt Page

-----Original Message-----

Sent: Fri, Nov 16, 2018 4:12 pm  
Subject: Shareholder Proposal - Frontier Communications

Dr. Page –

I am writing to you on behalf of Frontier Communications Corporation (the “Company”) in response to your letter regarding the shareholder proposal that you ask be submitted at the Company’s 2019 annual meeting of shareholders. I have attached a copy of your letter hereto.

The Company believes that management and the board are in the best position to make decisions regarding the conduct of the Company’s annual meeting, including whether the annual meeting should be held in person. We believe the SEC’s line of reasoning in its no-action letters also supports the Company’s position to exclude the proposal from its 2019 proxy materials in the event that you do not withdraw the proposal. The SEC has consistently stated that companies may properly exclude a shareholder proposal that “relates to the determination of whether to hold annual meetings in person” pursuant to Rule 14a-8(i)(7) on the basis that such proposals are related to the company’s ordinary business operations. See, e.g., *Comcast Corporation* (Feb. 28, 2018); *Alaska Air Group, Inc.* (Jan. 25, 2017); and *HP, Inc.* (Dec. 28, 2016). In addition, the SEC has consistently permitted the omission of similar shareholder proposals pursuant to Rule 14a-8(i)(7) on the grounds that such proposals concern the location and conduct of a company’s annual shareholder meeting or a company’s communication with shareholders, both of which are considered to be part of the ordinary course of business. See, e.g., *Servotronics, Inc.* (Feb. 19, 2015); *Mattel, Inc.* (Jan. 14, 2014); *Citigroup Inc.* (Feb 7, 2013) and *Bank of America Corp.* (Dec. 22, 2009).

The Company hereby respectfully requests that you withdraw the proposal. In the event that you do not withdraw, the Company will seek to exclude the proposal under Rule 14a-8(i)(7).

Should you have any questions, or if it would be helpful to discuss further, please do not hesitate to contact me at the phone number or email address below. We look forward to hearing your response.

Thank you.

Anne Meyer  
Associate General Counsel & Assistant Secretary

**Frontier Communications**  
401 Merritt 7 | Norwalk, CT 06851

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