



May 17, 2012

Frontier Communications Announces Cash Tender Offer for its 8.25% Senior Notes due 2014 and 7.875% Senior Notes due 2015

STAMFORD, Conn.--(BUSINESS WIRE)-- **Frontier Communications Corporation** (NASDAQ: FTR) today announced the commencement of a tender offer to purchase the maximum aggregate principal amount of its 8.25% Senior Notes due 2014 (the "2014 Notes") and its 7.875% Senior Notes due 2015 (the "April 2015 Notes" and, together with the 2014 Notes, the "Notes") that it can purchase for up to \$500 million in cash (the "Maximum Payment Amount") at the prices set forth below. The tender offer is being made pursuant to an Offer to Purchase dated May 17, 2012 and the related Letter of Transmittal, which together set forth a more detailed description of the tender offer.

Upon the terms and subject to the conditions described in the Offer to Purchase and the related Letter of Transmittal, Frontier is offering to purchase for cash (the "Tender Offer"), based on the order of priority (the "Acceptance Priority Level") as set forth in the table below, as many of its 2014 Notes and its April 2015 Notes as it can purchase with aggregate cash consideration of up to \$500 million, subject to the aggregate purchase price for all 2014 Notes accepted for purchase not exceeding \$446,000,000 (the "2014 Notes Sublimit").

Frontier reserves the right at its sole discretion to increase the Maximum Payment Amount or the 2014 Notes Sublimit, subject to compliance with applicable law. Tenders of the Notes may be withdrawn at any time prior to 5:00 p.m., New York City time, on May 31, 2012, but may not be withdrawn thereafter. The Tender Offer will expire at 9:00 a.m., New York City time, on June 15, 2012, unless extended or earlier terminated (the "Expiration Date"). Proceeds will be applied (i) first, to purchase 2014 Notes validly tendered by 5:00 p.m., New York City time, on May 31, 2012 (as may be extended, the "Early Tender Date"), (ii) second, to purchase 2014 Notes tendered after the Early Tender Date and at or prior to the Expiration Date, and (iii) third, to purchase April 2015 Notes, whether tendered by the Early Tender Date or the Expiration Date.

Title of Security	CUSIP Number	Principal Amount Outstanding as of May 15, 2012	Acceptance Priority Level	Maximum Payment Sublimit	Tender Offer Consideration (1)	Early Tender Premium (1)	Total Consideration (1)(2)
8.25% Senior Notes due 2014	35906AAA6	\$600,000,000	1	\$446,000,000	\$1,095.00	\$20	\$1,115.00
7.875% Senior Notes due 2015	35906AAC2 35906AAD0	\$500,000,000	2	None	\$1,071.25	\$20	\$1,091.25

(1) Per \$1,000 principal amount of Notes.

(2) Includes the applicable Early Tender Premium per \$1,000 principal amount of Notes for each series of Notes (the "Early Tender Premium").

The consideration for each \$1,000 principal amount of Notes of each series validly tendered and accepted for purchase pursuant to the Tender Offer will be the applicable consideration set forth in the table above under "Tender Offer Consideration." Holders of Notes that are validly tendered at or prior to the Early Tender Date and accepted for purchase will receive the applicable Tender Offer Consideration plus the applicable amount set forth in the table above under "Early Tender Premium" (together, the "Total Consideration"). Holders of Notes tendered after the Early Tender Date but at or prior to the Expiration Date and accepted for purchase will receive the applicable Tender Offer Consideration, but not the Early Tender Premium.

Frontier's obligation to accept for purchase and to pay for the Notes in the Tender Offer is subject to the satisfaction or waiver of a number of conditions, including the completion of Frontier's concurrent registered note offering of not less than \$500 million in aggregate principal amount of unsecured senior debt securities that is expected to close by no later than the Expiration Date (the "Financing Condition"). The Tender Offer is not conditioned on the tender of a minimum principal amount

of the Notes. Frontier is not soliciting consents from holders of Notes in connection with the Tender Offer. If 2014 Notes are tendered in an amount in excess of the maximum amount that we could purchase for the 2014 Notes Sublimit, then the amount of 2014 Notes purchased will be prorated. If 2014 Notes are tendered in an amount in excess of the maximum amount that we could purchase for the 2014 Note Sublimit at or before the Early Tender Date, then those 2014 Notes will be subject to proration and 2014 Notes tendered after the Early Tender Date but on or prior to the Expiration Date will not be accepted for purchase. If April 2015 Notes in an aggregate principal amount exceeding the amount of April 2015 Notes that we could purchase, when taken together with the 2014 Notes purchased (whether on the Initial Payment Date or the Final Payment Date), for consideration equal to the Maximum Payment Amount, are tendered and not validly withdrawn at or prior to the Expiration Date, the amount of April 2015 Notes eligible for purchase on the Final Payment Date (whether tendered by or after the Early Tender Date) will be subject to proration.

The "Initial Payment Date" will occur promptly after Frontier accepts for purchase all 2014 Notes validly tendered at or prior to the Early Tender Date (the "Initial Acceptance Date"), subject to the limits described above. Provided that the Financing Condition is satisfied or waived on or prior to the business day immediately following the Early Tender Date, Frontier anticipates that the Initial Acceptance Date will occur promptly following the Early Tender Date. Otherwise, Frontier expects that the Initial Acceptance Date will be the same as the Final Acceptance Date (defined below). The "Final Payment Date" will occur promptly after Frontier accepts for purchase both (a) all 2014 Notes validly tendered after the Early Tender Date (but at or prior to the Expiration Date), subject to the 2014 Notes Sublimit after giving effect to the purchase of 2014 Notes on the Initial Payment Date and (b) all April 2015 Notes validly tendered at or prior to the Expiration Date, subject to the limits described above, and after giving effect to the purchase of 2014 Notes (whether on the Initial Payment Date or the Final Payment Date) (the "Final Acceptance Date"). Frontier anticipates that the Final Acceptance Date will be the same as the Expiration Date.

In addition to the applicable Tender Offer Consideration or Total Consideration, as the case may be, all Holders of Notes accepted for purchase will also receive accrued and unpaid interest on those Notes from the last interest payment date to, but not including, the Initial Payment Date or the Final Payment Date, as the case may be, which is not included as part of the Maximum Payment Amount.

Frontier has retained Deutsche Bank Securities Inc. to serve as Coordinating Dealer Manager for the Tender Offer and Credit Suisse Securities (USA) LLC and J.P. Morgan Securities LLC, to serve as Co-Dealer Managers. Frontier has retained MacKenzie Partners, Inc. to serve as the depository and information agent.

For additional information regarding the terms of the Tender Offer, please contact Deutsche Bank Securities at (855) 287-1922 (toll free) or (212) 250-7527 (collect). Requests for documents and questions regarding the tender of the Notes may be directed to MacKenzie Partners, Inc. at (800) 322-2885 (toll free) or (212) 929-5500 (collect).

The Offer to Purchase and the related Letter of Transmittal are expected to be distributed to holders beginning today. Copies of the Offer to Purchase and the Letter of Transmittal may also be obtained at no charge from MacKenzie Partners, Inc.

None of Frontier, Frontier's board of directors, the dealer managers, the depository and the information agent makes any recommendation in connection with the Tender Offer. Holders must make their own decisions as to whether to tender their Notes, and, if so, the principal amount of Notes to tender.

This announcement does not constitute an offer to buy or the solicitation of an offer to sell any securities in any jurisdiction or in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Tender Offer to be made by a licensed broker or dealer, the Tender Offer will be deemed to be made by the Dealer Managers or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

About Frontier Communications

Frontier Communications Corporation (NASDAQ: FTR) offers voice, broadband, satellite video, wireless Internet data access, data security solutions, bundled offerings, specialized bundles for residential customers, small businesses and home offices and advanced business communications for medium and large businesses in 27 states. Frontier's approximately 15,500 employees are based entirely in the United States.

Forward-Looking Language

This press release contains forward-looking statements that are made pursuant to the safe harbor provisions of The Private Securities Litigation Reform Act of 1995. These statements are made on the basis of management's views and assumptions regarding future events and business performance. Words such as "believe," "anticipate," "expect" and similar expressions are intended to identify forward-looking statements. Forward-looking statements (including oral representations) involve risks and uncertainties that may cause actual results to differ materially from any future results, performance or achievements expressed or implied by such statements. These risks and uncertainties are based on a number of factors, including but not limited to: our ability to satisfy the Financing Condition; the risk that the growth opportunities from the Transaction may not be fully realized or may take longer to realize than expected; the effects of greater than anticipated competition requiring new pricing, marketing

strategies or new product or service offerings and the risk that we will not respond on a timely or profitable basis; reductions in the number of our access lines that cannot be offset by increases in broadband subscribers and sales of other products and services; the effects of competition from cable, wireless and other wireline carriers; our ability to maintain relationships with customers, employees or suppliers; the effects of ongoing changes in the regulation of the communications industry as a result of federal and state legislation and regulation, or changes in the enforcement or interpretation of such legislation and regulation; the effects of any unfavorable outcome with respect to any current or future legal, governmental or regulatory proceedings, audits or disputes; the effects of changes in the availability of federal and state universal funding to us and our competitors; our ability to adjust successfully to changes in the communications industry and to implement strategies for growth; continued reductions in switched access revenues as a result of regulation, competition or technology substitutions; our ability to effectively manage service quality in our territories and meet mandated service quality metrics; our ability to successfully introduce new product offerings, including our ability to offer bundled service packages on terms that are both profitable to us and attractive to customers; changes in accounting policies or practices adopted voluntarily or as required by generally accepted accounting principles or regulations; our ability to effectively manage our operations, operating expenses and capital expenditures, and to repay, reduce or refinance our debt; the effects of changes in both general and local economic conditions on the markets that we serve, which can affect demand for our products and services, customer purchasing decisions, collectability of revenues and required levels of capital expenditures related to new construction of residences and businesses; the effects of technological changes and competition on our capital expenditures and product and service offerings, including the lack of assurance that our network improvements will be sufficient to meet or exceed the capabilities and quality of competing networks; the effects of increased medical and pension expenses and related funding requirements; changes in income tax rates, tax laws, regulations or rulings, or federal or state tax assessments; the effects of state regulatory cash management practices that could limit our ability to transfer cash among our subsidiaries or dividend funds up to the parent company; our ability to successfully renegotiate union contracts in 2012 and thereafter; changes in pension plan assumptions and/or the value of our pension plan assets, which would require us to make increased contributions to the pension plan in 2013 and beyond; the effects of customer bankruptcies and home foreclosures, which could result in difficulty in collection of revenues and loss of customers; adverse changes in the credit markets or in the ratings given to our debt securities by nationally accredited ratings organizations, which could limit or restrict the availability, or increase the cost, of financing; limitations on the amount of capital stock that we can issue to make acquisitions or to raise additional capital until July 2012; our indemnity obligation to Verizon for taxes which may be imposed upon them as a result of changes in ownership of our stock may discourage, delay or prevent a third party from acquiring control of us during the two-year period ending July 2012 in a transaction that stockholders might consider favorable; our ability to pay dividends on our common shares, which may be affected by our cash flow from operations, amount of capital expenditures, debt service requirements, cash paid for income taxes and liquidity; and the effects of severe weather events such as hurricanes, tornadoes, ice storms or other natural or man-made disasters. These and other uncertainties related to our business are described in greater detail in our filings with the Securities and Exchange Commission, including our reports on Forms 10-K and 10-Q, and the foregoing information should be read in conjunction with these filings. We do not intend to update or revise these forward-looking statements to reflect the occurrence of future events or circumstances.

Frontier Communications Corporation

INVESTOR:

Gregory Lundberg
Assistant Treasurer & Investor Relations
(203) 614-5044
greg.lundberg@ftr.com

or

MEDIA:

Brigid Smith
AVP Corp. Communications
(203) 614-5042
brigid.smith@ftr.com

Source: Frontier Communications Corporation

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