



Frontier Communications Corporation

Retirement Plan Committee Charter

This Retirement Plan Committee Charter was adopted by the Board of Directors (the "Board") of Frontier Communications Corporation (the "Company") and amended as of July 31, 2008.

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as the context of the Company's Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.

Purpose of the Retirement Plan Committee

The Retirement Plan Committee (the "Committee") is charged with the discretion, responsibility and authority to oversee the management of plan assets relating to the defined benefits pension and other retirement and savings plans maintained by the Company (the "Plans"). Specifically, the Committee shall determine the investment policy and strategy for the Plans, but management, to whom the Committee shall have delegated the authority, shall make the determinations necessary to execute the policy applicable to the Plans and shall report key decisions to the Committee.

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company and the Plans. The Company shall provide adequate resources to support the Committee's activities, including compensation of the Committee's counsel, consultants and other advisors. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel, benefits and actuarial consultants, and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time.

The Committee may delegate any of its responsibilities to one or more members of the Committee, one or more members of management (or a committee of management) or third parties. In the course of executing its responsibilities, the Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee will also conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter.

Committee Membership

The Retirement Plan Committee shall consist of no fewer than three directors. The members of the Retirement Plan Committee shall be appointed annually by the Board on the recommendation of the Nominating and Corporate Governance Committee. The Board will designate one of the members to serve as the Chairman. Each member of the Committee will serve until the next annual meeting of the Company or until he or she resigns or is removed from the Committee by a majority vote of the full Board.

Meetings

The Committee will meet as often as necessary to carry out its responsibilities. Meetings may be called by the Chairman of the Committee or any two members of the Committee. All meetings of the Committee will be held pursuant to the Bylaws of the Company with regard to notice and waiver, and written minutes of each meeting will be duly filed in the Company records. Reports of meetings of the Committee will be made to the Board at its next regularly scheduled meeting.