



June 2, 2010

Mr. David Danner  
Secretary and Executive Director  
Washington Utilities and Transportation Commission  
1300 South Evergreen Park Drive SW  
PO Box 47250  
Olympia, WA 98504-7250

**RE: Docket No. UT-090842 –Legal Opinion Letter and Escrow Agreement**

Dear Mr. Danner:

As the Commission knows, Frontier Communications Corporation (“Frontier”) and Verizon Communications Inc. (“Verizon”) are in the process of completing the transaction authorizing the indirect transfer of ownership and control of Verizon Northwest Inc. approved by the Commission on April 16, 2010 in Order 06 in the above-referenced docket. Paragraphs 205 (pages 85-86) and 213 (page 89) of the Commission’s order directs Frontier to obtain an opinion letter from outside counsel regarding the \$40 million escrow fund to be established by Frontier associated with its broadband commitments in Washington. Specifically, paragraph 206 provides:

*Accordingly, we require the company to obtain an opinion letter from outside legal counsel that verifies that the funds, once deposited with the third party escrow agent, will remain subject to the requirements of the settlement, this Order, and our authority, and such escrowed funds are otherwise protected from creditors or similar entities, regardless of a Frontier bankruptcy, default, or other adverse financial event. The opinion letter must be filed with us no later than 15 days prior to closing.*

At this time, Frontier anticipates that the proposed transaction will close on July 1, 2010. In accordance with the Commission’s Order, Frontier is hereby submitting the legal opinion that Cravath, Swaine & Moore LLP (“Cravath”) is prepared to deliver and which Frontier will file with the Commission fifteen (15) day before closing (on June 15, 2010). Also enclosed is the proposed escrow agreement between Frontier Northwest Inc. (f/k/a Verizon Northwest Inc.), the Washington Utilities and Transportation Commission and The Bank of New York Mellon, on which the Cravath legal opinion is based.

If you have any questions, please contact me.

Sincerely,

A handwritten signature in black ink that reads "Kevin Saville". The signature is written in a cursive style with a large, sweeping initial 'K'.

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Enclosure