



June 15, 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:

On April 16, 2010 the Washington Utilities and Transportation Commission (“WUTC”) issued a Final Order Approving and Adopting, Subject to Conditions, Multiparty Settlement Agreements and Authorizing Transaction (“Approval Order”). 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. On June 2, 2010, Frontier submitted the legal opinion that Cravath, Swaine & Moore LLP (“Cravath”) was prepared to deliver on June 15, 2010, along with the proposed escrow agreement between Frontier Northwest Inc. (f/k/a Verizon Northwest Inc.), the WUTC and The Bank of New York Mellon.

Enclosed please find the final executed legal opinion of Cravath dated June 15, 2010. Frontier has communicated with WUTC Staff and will work with WUTC Staff and Mr. Don Trotter, counsel for WUTC, regarding finalization and execution of the escrow agreement by the WUTC, Frontier and Bank of New York Mellon.

If you have any questions, please contact me.

Sincerely,

A handwritten signature in black ink that reads "Kevin Saville".

Kevin Saville
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