

UT-143455

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September 18, 2014

VIA FED EX

Mr. Stephen King
Executive Director/Secretary
Washington Utilities and Transportation Commission
1300 S. Evergreen Park Drive, SW
P.O. Box 47250
Olympia, Washington 98504-7250

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RECORDS MANAGEMENT
2014 SEP 19 AM 9:37
STATE OF WASH.
UTIL. AND TRANS.
COMMISSION

Re: *Notification Regarding the Transfer of Control of SNET America, Inc. to Frontier Communications Corporation*

Dear Mr. King:

This letter notifies the Commission of a proposed transaction that will result in a transfer of control of SNET America, Inc. d/b/a SBC Long Distance East ("SNET America") from AT&T Inc. ("AT&T") to Frontier Communications Corporation ("Frontier") (collectively, the "Parties"). The proposed transaction will result only in a change of ownership of SNET America and will be seamless to SNET America's three customers in Washington. For your convenience, a copy of the notification that is being distributed to SNET America customers regarding this transaction is included as Attachment A.

Parties to the Transaction

SNET America is registered as a long distance provider in Washington pursuant to Docket UT-950613. At present, SNET America has three customers in Washington. SNET America is a corporation organized under the laws of Connecticut. Its principal offices are located at 310 Orange Street, New Haven Connecticut, 06510. SNET America is a wholly-owned direct subsidiary of AT&T Teleholdings, Inc., which is in turn a wholly-owned direct subsidiary of AT&T.

Frontier is a publicly traded corporation organized under the laws of Delaware. Its principal offices are located at 3 High Ridge Park, Stamford, Connecticut, 06905. Frontier provides an array of telecommunications and broadband services through its wholly-owned

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Washington Utilities and Transportation Commission
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operating companies, including local and long distance voice, broadband data, and video services.¹

Designated Contacts

Questions, correspondence, or other communications concerning this letter should be directed to signatory of this letter and the following contacts:

For Frontier:

Kevin Saville
Vice President & Associate General Counsel
Frontier Communications Corporation
2378 Wilshire Boulevard
Mound, Minnesota 55364
952-491-5564 (tele.)
952-491-5577 (fax)
kevin.saville@ftr.com

For SNET America:

Cindy Manheim
General Attorney
PO Box 97061
Redmond, WA 98073-9761
425-580-8112 (tele.)
425-580-8652 (fax)
cindy.manheim@att.com

Description and Benefits of Transaction

On December 16, 2013, Frontier and AT&T entered into a Stock Purchase Agreement (the "Agreement") pursuant to which Frontier will acquire control over The Southern New England Telephone Company ("SNET"), which provides services in the state of Connecticut, and SNET America, which is SNET's long distance affiliate.² Thus, the proposed transfer of control of SNET America to Frontier is part of this larger transaction in which Frontier has agreed to acquire SNET from AT&T.

Upon completion of the transaction, SNET America will become a wholly-owned direct subsidiary of Frontier, and SNET America will continue to offer competitive long distance services in Washington pursuant to its existing authorization. Corporate organizational charts depicting SNET America's ownership before and after the proposed transaction are enclosed as Attachment B. The transaction will not affect the rates, terms and conditions of SNET America's Washington customers, nor will it require customers to change carriers or result in

¹ Frontier is the parent company of the following three companies that are authorized by the Commission to provide a variety of telecommunications service in Washington: Frontier Communications of America, Inc. (registered as competitive local exchange carrier and local exchange carrier); Frontier Communications Northwest, Inc. (registered as a local exchange carrier); and Frontier Communications Online and Long Distance Inc. (registered as a long distance provider).

² SNET neither holds authority nor provides service in Washington.

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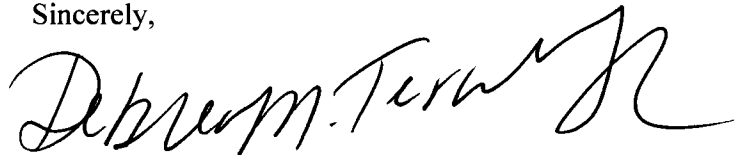
any assignment of any authorizations. It is therefore anticipated that the change in ownership of SNET America will be seamless to Washington customers.³ Indeed, Frontier has tremendous operational and managerial experience as a telecommunications provider, and customer service is a vital part of Frontier's business plan and strategy. As noted above, SNET America's three customers also are being notified of the transaction.

The proposed transaction is anticipated to close in late October 2014.

* * *

An original and twelve (12) copies of this filing are enclosed, along with an extra copy for the records of the Parties to these transactions. Please date-stamp the extra copy of this filing and return it in the envelope provided. If you have any questions regarding the transfer of control of SNET America to Frontier, please do not hesitate to contact me.

Sincerely,



Debra M. Terwilliger
*Counsel to Frontier Communications
Corporation*

Enclosures

cc: Kevin Saville
Cindy Manheim

³ SNET America's trade name will change after closing of the proposed transaction. Frontier will follow any applicable Washington filing requirements associated with such changes.



<Date>

<Customer Name>
<Address>
<City> <State> <ZIP>

Regarding Account: <xxxxxxxx>

Dear Valued Customer,

We are sending this notice to help you understand changes to your service provider as a result of an agreement between AT&T Inc. and Frontier Communications Corporation ("Frontier") under which the Southern New England Telephone ("SNET") Company d/b/a "AT&T Connecticut" and SNET America, Inc. d/b/a AT&T Long Distance East (collectively known as "the SNET-AT&T Companies¹") will become subsidiaries of Frontier. The SNET-AT&T Companies have agreed to a transaction that will result in Frontier becoming the service provider for the customers of the SNET-AT&T Companies. This transaction has been approved by the Federal Communications Commission and all but one of the required state regulatory authorities. This notice is being sent prior to the receipt of the last regulatory approval in order to comply with federal and state customer notification requirements regarding the transfer of telecommunications customers.

We currently anticipate that the transaction will close as soon as late October 2014. Unless you switch to a service provider other than the SNET-AT&T Companies prior to the closing date, Frontier will automatically become your service provider for any telecommunications services you currently receive from the SNET-AT&T Companies, including local and long distance services, as well as broadband and video services, but not wireless services. If Frontier becomes your service provider, Frontier will convert your service at no cost to you and you will not incur any carrier change charge associated with the transfer to Frontier, and your local telephone number will not change.

If an SNET-AT&T Company is not your provider of choice for any of these services, then the proposed transaction with Frontier will not affect those services.

You always have the right to select another provider for local and long distance services, if you wish to do so and if another provider is available. This decision is entirely up to you, and you may choose to switch to another carrier for one or more of these services either before or after this proposed change from the SNET-AT&T Companies to Frontier. However, selecting a different carrier prior to Frontier becoming your service provider may result in a carrier change charge to you. If you currently have a term contract with an SNET-AT&T Company, you may face termination penalties if you select another carrier prior to the expiration of the term contract.

If you have arranged an intrastate and/or interstate preferred carrier freeze on your long distance service, the freeze will be removed in order to transition your service to Frontier (except as to any services for which you have selected a carrier other than Frontier), and in such case, you must contact your local carrier (whether Frontier or another telephone company you have selected) after the closing, in order to reestablish a preferred carrier freeze.

Upon completion of the proposed transaction, Frontier will offer local, toll and long distance telecommunications services to you under the same rates, terms and conditions you received from the SNET-AT&T Companies prior to

¹The SNET-AT&T Companies provide services in Connecticut and California, Delaware, the District of Columbia, Florida, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Oregon, Pennsylvania, Rhode Island, South Carolina, Texas, Virginia, Washington and West Virginia.

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COMMISSION

closing. Information regarding your rates, terms and conditions is reflected in your most recent billing statement, as well as in relevant SNET-AT&T Company tariffs and on AT&T's website (www.att.com). If, in the future, there are any changes to the rates, terms or conditions of your service, Frontier will notify you by mail or in your bill. Frontier values your continued business and will gladly respond to any questions you may have about your service after the closing.

You can use the same number 1.800.335.7638 to reach company representatives before and after the transaction close. Until the actual closing date, the SNET-AT&T Companies will continue to be responsible for all customer service inquiries, complaints, billing issues and questions regarding this notice. After the closing date, you will reach Frontier with your questions when dialing that number. We appreciate your understanding and support during this transition period.

Frontier looks forward to welcoming you as a valued customer and will communicate directly with you as soon as the terms of this transaction allow so that you can learn more about the company and its products and services.

Sincerely,

The SNET-AT&T Companies
Frontier Communications Corporation



<Date>

<Customer Name>
<Address>
<City> <State> <ZIP>

Regarding Account: <XXXXXXXXXX>

Dear Valued Customer,

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¹The SNET-AT&T Companies provide services in Connecticut and California, Delaware, the District of Columbia, Florida, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Oregon, Pennsylvania, Rhode Island, South Carolina, Texas, Virginia, Washington and West Virginia.

closing. Information regarding your rates, terms and conditions is reflected in your most recent billing statement, as well as in relevant SNET-AT&T Company tariffs and on AT&T's website (www.att.com). If, in the future, there are any changes to the rates, terms or conditions of your service, Frontier will notify you by mail or in your bill. Frontier values your continued business and will gladly respond to any questions you may have about your service after the closing.

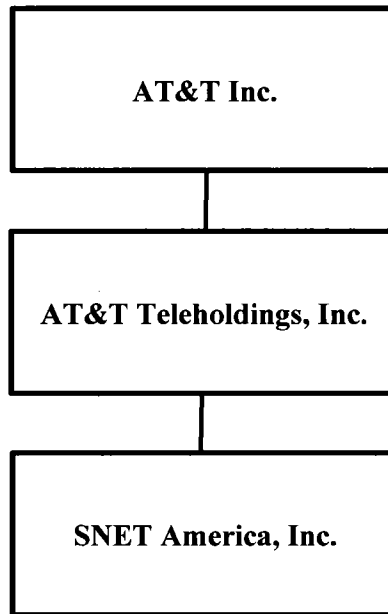
You can use the same number 1.800.448.1008 to reach company representatives before and after the transaction close. Until the actual closing date, the SNET-AT&T Companies will continue to be responsible for all customer service inquiries, complaints, billing issues and questions regarding this notice. After the closing date, you will reach Frontier with your questions when dialing that number. Business customers can also contact their SNET-AT&T Company account manager prior to closing. We appreciate your understanding and support during this transition period.

Frontier looks forward to welcoming you as a valued customer and will communicate directly with you as soon as the terms of this transaction allow so that you can learn more about the company and its products and services.

Sincerely,

The SNET-AT&T Companies
Frontier Communications Corporation

Pre-Transaction Ownership Structure of SNET America, Inc.



Post-Transaction Ownership Structure of SNET America, Inc.

