Frontier Communications

Welcome to the New Frontier

May 13, 2009

TELEPHONE | INTERNET | TELEVISION | WIRELESS DATA

frontier® Communications

Safe Harbor Statement

FORWARD LOOKING STATEMENTS

This presentation 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: reductions in the number of our access lines and high-speed internet subscribers; the effects of competition from cable, wireless and other wireline carriers (through voice over internet protocol (VOIP) or otherwise); reductions in switched access revenues as a result of regulation, competition and/or technology substitutions; the effects of greater than anticipated competition requiring new pricing, marketing strategies or new product offerings and the risk that we will not respond on a timely or profitable basis; the effects of changes in both general and local economic conditions on the markets we serve, which can impact demand for our products and services, customer purchasing decisions, collectibility of revenue and required levels of capital expenditures related to new construction of residences and businesses; our ability to effectively manage service quality; 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 our customers; our ability to sell enhanced and data services in order to offset ongoing declines in revenue from local services, switched access services and subsidies; changes in accounting policies or practices adopted voluntarily or as required by generally accepted accounting principles or regulators; the effects of ongoing changes in the regulation of the communications industry as a result of federal and state legislation and regulation, including potential changes in state rate of return limitations on our earnings, access charges and subsidy payments, and regulatory network upgrade and reliability requirements; our ability to effectively manage our operations, operating expenses and capital expenditures, to pay dividends and to reduce or refinance our debt; adverse changes in the credit markets and/or in the ratings given to our debt securities by nationally accredited ratings organizations, which could limit or restrict the availability and/or increase the cost of financing; the effects of bankruptcies and home foreclosures, which could result in increased bad debts; the effects of technological changes and competition on our capital expenditures and product and service offerings, including the lack of assurance that our ongoing network improvements will be sufficient to meet or exceed the capabilities and quality of competing networks; the effects of increased medical, retiree and pension expenses and related funding requirements; changes in income tax rates, tax laws, regulations or rulings, and/or federal or state tax assessments; further declines in the value of our pension plan assets, which could require us to make contributions to the pension plan beginning in 2010, at the earliest; the effects of state regulatory cash management policies on our ability to transfer cash among our subsidiaries and to the parent company; our ability to successfully renegotiate union contracts expiring in 2009 and thereafter; our ability to pay a $1.00 per common share dividend annually, which may be affected by our cash flow from operations, amount of capital expenditures, debt service requirements, cash paid for income taxes (which will increase in 2009) and our liquidity; the effects of significantly increased cash taxes in 2009 and thereafter; the effects of any unfavorable outcome with respect to any of our current or future legal, governmental, or regulatory proceedings, audits or disputes; the possible impact of adverse changes in political or other external factors over which we have no control; and the effects of hurricanes, ice storms or other severe weather. These and other uncertainties related to our business are described in greater detail in our filings with the Securities and Exchange Commission (SEC), including our reports on Forms 10-K and 10-Q. We undertake no obligation to publicly update or revise any forward-looking statement or to make any other forward-looking statements, whether as a result of new information, future events or otherwise unless required to do so by securities laws.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

This material is not a substitute for the prospectus/proxy statement Frontier Communications Corporation will file with the SEC. We urge investors to read the prospectus/proxy statement, which will contain important information, including detailed risk factors, when it becomes available. The prospectus/proxy statement and other documents which will be filed by Frontier Communications Corporation with the SEC will be available free of charge at the SEC’s website, www.sec.gov, or by directing a request when such a filing is made to Frontier Communications Corporation, 3 High Ridge Park, Stamford, CT 06905, Attention: Investor Relations.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

Frontier Communications Corporation and certain of its directors, executive officers and other members of management and employees may, under SEC rules, be deemed to be “participants” in the solicitation of proxies in connection with the proposed transactions. Information about the directors and executive officers of Frontier Communications Corporation is set forth in the proxy statement for Frontier Communications Corporation’s 2009 annual meeting of stockholders.

Management Presenters

- **Maggie Wilderotter**, Chairman & Chief Executive Officer

Maggie Wilderotter is Chairman and CEO of Frontier Communications. She joined Frontier in November 2004 as President, CEO and a member of the Board of Directors. Before this, Ms. Wilderotter was Senior Vice President of Worldwide Public Sector at Microsoft and prior to that, President and CEO of Wink Communications Inc. During her career, Ms. Wilderotter has held various executive positions including, Executive Vice President of National Operations for AT&T Wireless Services Inc.; Chief Executive Officer of AT&T's Aviation Communications Division; and Senior Vice President of McCaw Cellular Communications Inc.

- **Donald Shassian**, EVP and Chief Financial Officer

Donald R. Shassian is Executive Vice President and Chief Financial Officer. He joined Frontier in April 2006 as Chief Financial Officer. Before starting with Frontier, Mr. Shassian provided consulting services to various telecommunications companies including AT&T Inc. and Consolidated Communications Inc. Prior to that, Mr. Shassian was Senior Vice President and CFO for Southern New England Telecommunications Corp. (SNET) and responsible for its successful sale and integration into SBC Communications (now AT&T). Mr. Shassian was also with Arthur Andersen for more than 16 years. His last position there was as the Partner-in-Charge of the Telecommunications Industry Practice in North America.

Introduction to the New Frontier

Maggie Wilderotter, Chairman & Chief Executive Officer

TELEPHONE INTERNET TELEVISION WIRELESS DATA

frontier Communications

The “New” Frontier….

- **<u>TRANSFORMATIONAL TRANSACTION</u> for Frontier**
  - Frontier becomes the largest “pure” rural provider of voice, broadband and video services with more than 7 million access lines in 27 states
- **Delivers substantial long-term shareholder value**
- **Improves balance sheet strength; increases financial and operational flexibility**
- **Creates a strong platform for continued growth and improves the company’s overall strategic position**

The "New" Frontier….

- **The combination of Frontier and New Communications Holdings Inc. ("SpinCo"), will create one of the nation's leading communications service providers**
  - 5th largest ILEC in America, predominantly in rural communities
  - FY 2008 pro forma access lines of 7.0M and revenue of $6.5B
- **Compelling transaction for Frontier shareholders**
  - Improves balance sheet strength, FY 2008 pro forma leverage of 2.6x
  - Attractive and sustainable dividend policy
  - Free cash flow per share accretive in year 2
  - Significant opportunity for ongoing value creation
- **Highly experienced management team**
  - Frontier leadership will run the combined company
  - Proven ability to integrate acquired properties
  - Track record in producing best-in-class results

Transaction Rationale

- **Serving Rural America IS our business**
- **Frontier becomes the largest "pure" rural communications provider**

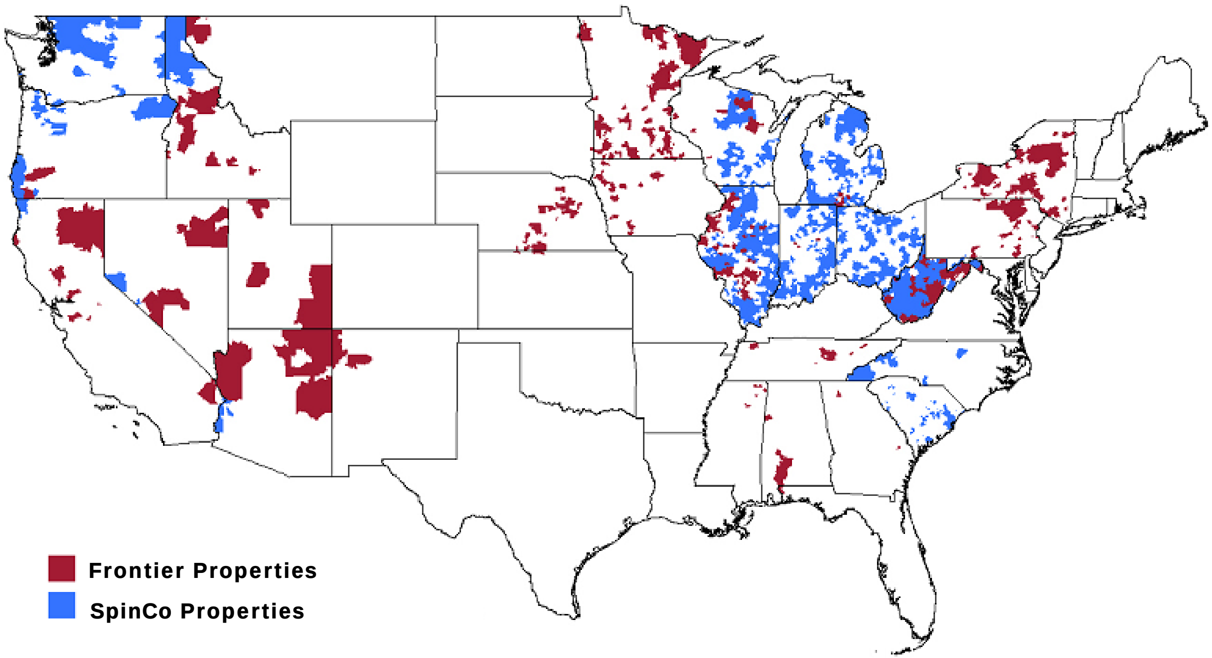
Rural Profile	• SpinCo properties have an average of 37 households per sq. mile • 70% of lines in rural areas • Less than 1% of lines in urban areas
Complementary Footprint	• Frontier currently has operations in 11 of the 14 states in which SpinCo operates
Attractive Demographics	• Properties have a similar profile to Frontier's current footprint • Median income of $50.1K, 74% home ownership, average age of 48
Upside for Organic Growth	• Ability to implement Frontier's proven "go-to-market" strategy • Local engagement model will improve customer loyalty and drive revenue performance
Ability to Leverage Scale	• Leverage scalability of common support functions (e.g. IS, Accounting) • Ability to achieve synergies from operating and capital expenditures
Reasonable Capital Investment	• Currently, broadband is only available to ~60% of households • Opportunity to expand broadband deployment
Free Cash Flow Accretive	• The transaction drives significant free cash flow per share accretion in year 2 and beyond
Improves Dividend Payout Ratio	• $0.75 per share dividend after closing • Payout ratio declines based on new dividend policy and increased cash flow

The "New" Frontier….

- **What differentiates this transaction from previous RBOC line purchases?**

System Conversion Experience	13 states run on a separate billing platform that comes with SpinCo in the acquisition; Only one state, representing 13% of SpinCo access lines, required to be converted by closing
Deleveraging Transaction	This is a deleveraging transaction. FY 2008 pro forma combined leverage of 2.6x – approaching investment grade
Strong Rural Markets	Substantially the same rural profiles as Frontier has today. Predominately rural markets (37 households / sq. mile); less than 1% of the footprint is urban
Track Record of Successful Integrations	Frontier management successfully operates a 2M + access line business, generating $2.2B of revenue in 24 states. We have successfully integrated Rochester Telephone, Commonwealth Telephone and Global Valley Networks realizing greater than anticipated synergies, and have consolidated 5 billing systems in the past 5 years

Combined Company Snapshot



FY 2008 Key Metrics	Frontier Standalone	Frontier Pro Forma
Revenue:	$2.2B	$6.5B
EBITDA (a):	$1.2B	$3.1B
Ending Access Lines:	2.3M	7.0M
Number of States:	24	27

(a) Excludes synergies

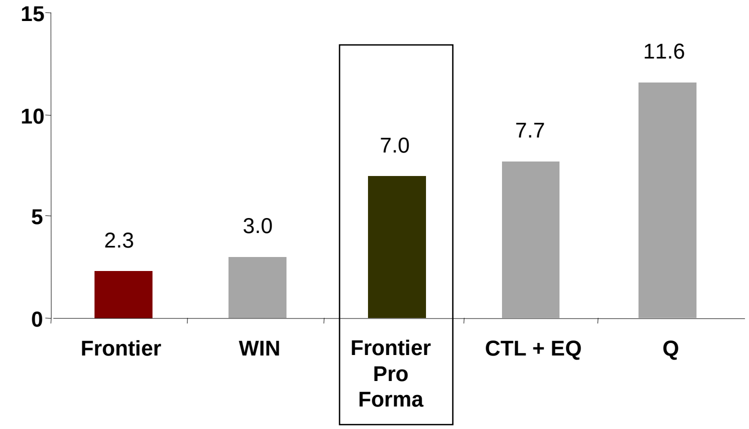
Pro Forma Access Lines By State

	Pro Forma Footprint	% of Total
West Virginia	761	10.8%
Indiana	723	10.3%
New York	684	9.7%
Illinois	671	9.5%
Ohio	635	9.0%
Washington*	579	8.2%
Michigan	526	7.5%
Pennsylvania	427	6.1%
Wisconsin	343	4.9%
Oregon	323	4.6%
North Carolina*	263	3.7%
Minnesota	211	3.0%
California	168	2.4%
Arizona	152	2.2%
Idaho	133	1.9%
South Carolina*	128	1.8%
Tennessee	79	1.1%
Nevada	60	0.8%
Iowa	45	0.6%
Nebraska	43	0.6%
Alabama	26	0.4%
Utah	22	0.3%
Georgia	19	0.3%
New Mexico	8	0.1%
Montana	8	0.1%
Mississippi	5	0.1%
Florida	4	0.1%
Total	**7,045**	

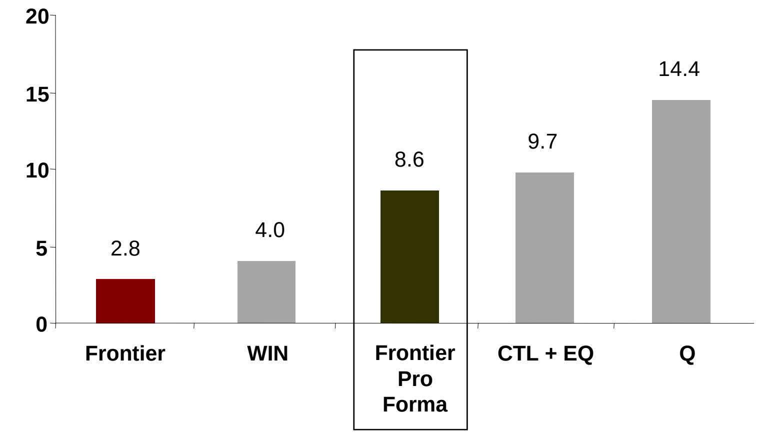
*** New State for Frontier**

Industry Leading Profile

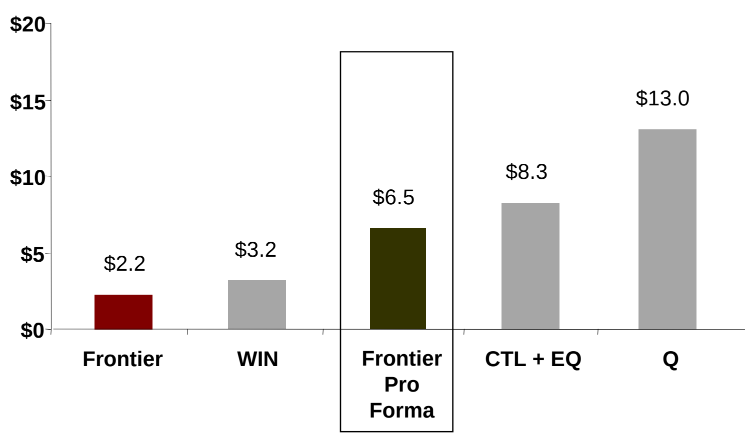
Total Access Lines (M)



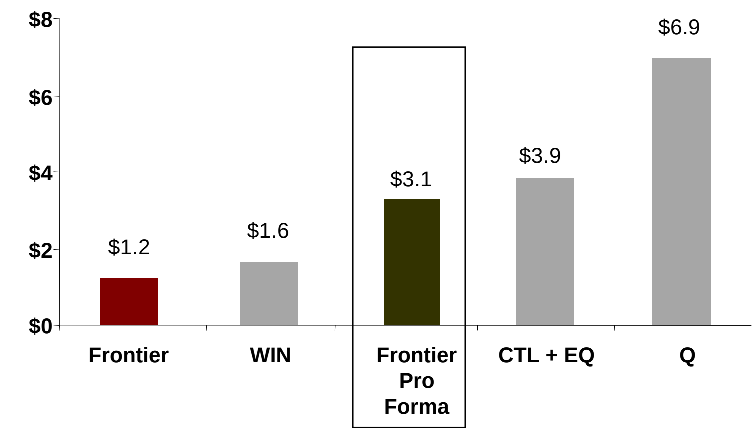
Voice + Broadband Connections (M)



2008 Revenue ($B) [a]



2008 EBITDA ($B) [a]



Source: Company filings and Wall Street research – 2008 data.
(a) Reflects Embarq excluding Logistics and Qwest Wireline only.

Operating Strategy

- **Leverage Frontier's performance culture**
  - Sales and service focus to drive best in class results
- **Local engagement model**
  - Local ownership of market performance
  - Community involvement for competitive advantage
  - Drive customer acquisition and retention
  - Deliver a differentiated customer experience
- **Investment in network infrastructure**
  - Expansion of broadband reach and speed
  - Support for new product and service offerings for customer revenue growth
  - Product quality and reliability
- **Margin expansion as economies of scale are realized**
  - Scalability of people, systems, processes and functions

Operating Strategy

- **Frontier's 3 P framework provides the building blocks for successful integration planning and execution**

People

- Pay for performance culture
- Goals and incentives aligned to business objectives
- Hire and retain "athletes"

Product

- Migration to Frontier brand
- Simplify / Improve the Customer Experience
- Unique marketing campaigns and incentives to drive market share and wallet share
- Expanded distribution channels
- Innovative products and service differentiators

Profit

- Exceed Financial Targets by:
- Network investments to expand HSI availability and drive revenue opportunity
- Focus on "owning" small and medium size businesses
- Achieve economies of scale through consolidation and standardization of systems and functions
- Grow customer revenue and keep existing customers

Transaction Overview & Financial Highlights

Donald R. Shassian, EVP & Chief Financial Officer

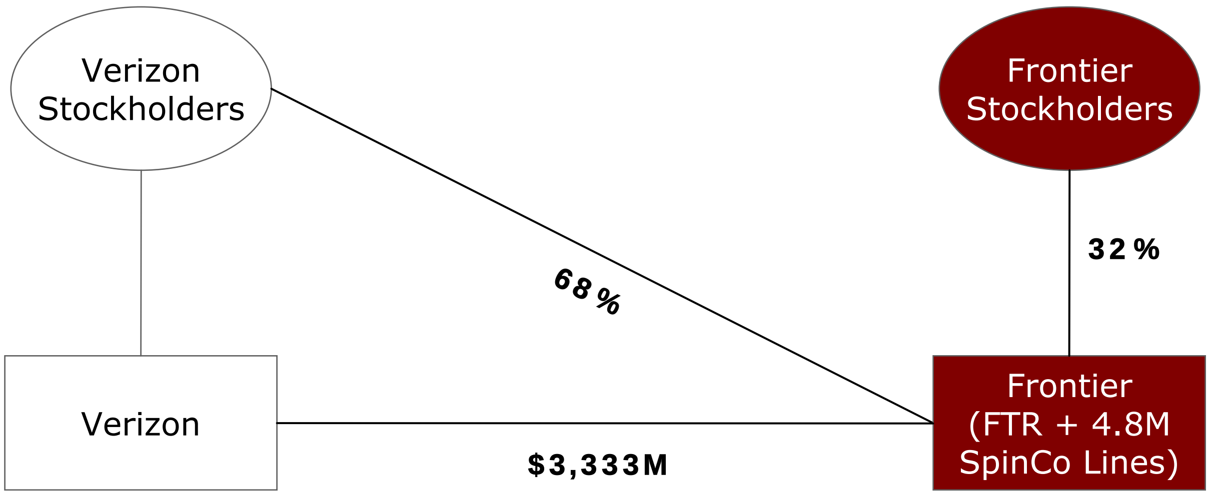
TELEPHONE | INTERNET | TELEVISION | WIRELESS DATA

frontier® Communications

Transaction Overview

Transaction Structure	● Reverse Morris Trust ● Simultaneous tax-free spin-off of SpinCo and merger with Frontier
Valuation	● SpinCo Enterprise Value: $8.6B ● Implied purchase multiple of 4.5x SpinCo's FY 2008 EBITDA
Financing	● Equity consideration based on Frontier's 30 day average share price at time of close ●Subject to a collar of $7.00 – $8.50, 66% - 71% VZ stockholder ownership ●Fixed number of shares outside the collar ● $3,208M of debt to be raised prior to closing ● Proceeds to be paid to Verizon
Governance	● Maggie Wilderotter, Chairman & Chief Executive Officer ● Frontier management leadership ● 12 member board (Verizon elects 3 new members to Frontier existing board)
Post Closing Dividend Policy	● Annual dividend of $0.75 per share
Estimated Synergies	● Revenue upside from broadband, long distance, video and bundles ● $500M of cash OpEx savings (21% of 2008 SpinCo cash OpEx)
Required Approvals	● Hart Scott Rodino ● Frontier shareholder approval ● Verizon IRS ruling ● FCC and certain state and local regulatory approvals
Expected Closing	● Approximately 12 months

Transaction Summary



- SpinCo pays Verizon $3,333M in cash or debt relief
- Verizon distributes 100% of SpinCo to Verizon shareholders
- SpinCo merges with Frontier; Frontier is the surviving entity

Parameter	Frontier (a)	SpinCo	Total
Price/Share	$ 7.75	$ 7.75	$ 7.75
Shares Outstanding	312	677	989
Equity Value	$ 2,421	$ 5,247	$ 7,668
Net Debt	4,547	3,333	8,005 (b)
Firm Value	$ 6,968	$ 8,580	$ 15,673
2008 EBITDA (c)	$ 1,214	$ 1,918	$ 3,132
FV/'08 EBITDA	5.7x	4.5x	5.0x
Net Debt/'08 EBITDA	3.8x	1.7x	2.6x

- Share price collar of $7.00 – $8.50 per share; 617 – 750M shares (66-71%) Verizon stockholder ownership

(a) As of 3/31/09
(b) Includes $125 million of financing for integration costs
(c) FY 2008 Pro forma EBITDA, excludes synergies

Key Financial Characteristics

2008 Statistics	Frontier	SpinCo (b)	Sub-Total	Synergies	Total
Revenue	**$2,237**	**$4,287**	**$6,524**	**---**	**$6,524**
EBITDA	**1,214**[a]	**1,918**	**3,132**	**$500**	**3,632**
% EBITDA Margin	54.3%	44.7%	48.0%		55.7%
Bridge to Free Cash Flow:					
Interest Expense	(363)	(290)	(653)	0	(653)
Cash Taxes	(79)	(285)	(364)	(190)	(554)
Capital Expenditures	(288)	(413)	(701)	0	(701)
Other	9	0	9	0	9
Free Cash Flow	**$493**	**$930**	**$1,423**	**$310**	**$1,733**
FCF/Share	$1.58	$1.37	$1.44	N/A	$1.75 (c)
Net Debt / EBITDA	3.8x	1.7x	2.6x		2.2x
Dividends ($0.75 / share)	---	---		---	$742 (c)
Dividend Payout Ratio	**---**	**---**		**---**	**43%** (c)

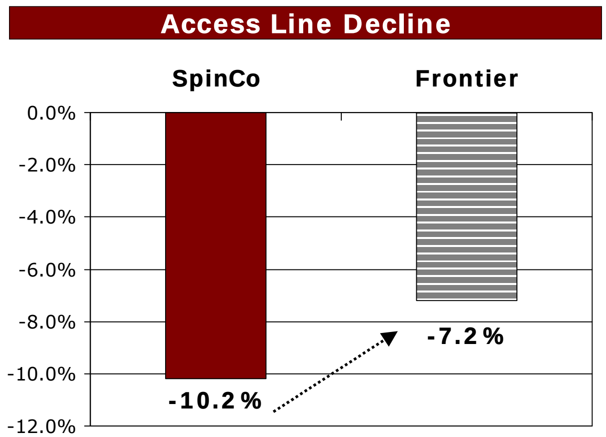
(a) Adjusted to exclude Severance and Early Retirement Costs and Legal Settlement Costs.
(b) 2008 audited financial statements adjusted for certain matters
(c) Assuming Frontier issues share at the mid-point of the collar

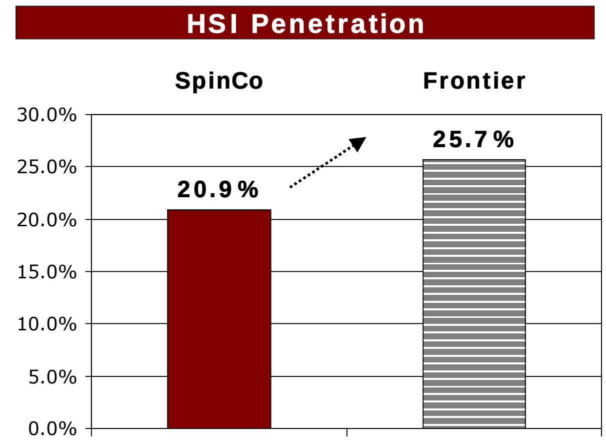
TELEPHONE | INTERNET | TELEVISION | WIRELESS DATA

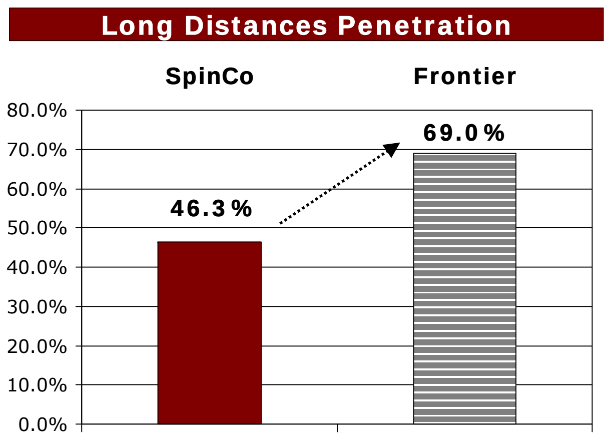
frontier Communications

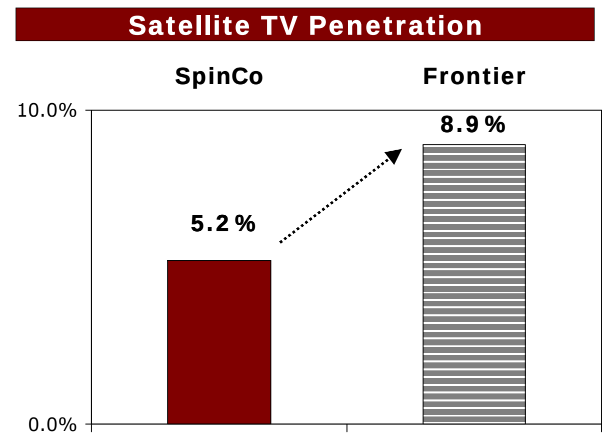
Ongoing Value Creation

- Our ability to migrate the acquired properties to Frontier's performance metrics offers the potential for significant value creation









Note: Data is as of 12/31/08.

Substantial Revenue & Cost Saving Opportunities

Revenue Opportunity	• Increased Broadband availability
	• Frontier market approach improves critical customer metrics
	  • Access line losses
	  • HSI penetration
	  • Long distance penetration
	  • Video penetration	

Synergies	• Executive Management • Legal • Information Systems • Finance & Accounting • Increased purchasing power with vendors	~ $500M Annually
Non-Recurring Integration Costs	• Branding • IT Development • Severance	CapEx ~ $126M OpEx ~ $66M

TELEPHONE | INTERNET | TELEVISION | WIRELESS DATA

frontier Communications

Integration

- **Proven track record of successfully integrating acquired properties**
  - Achieved 150% of synergy target for the 2007 Commonwealth acquisition
  - Frontier has successfully completed financial, business and operational support system conversions over the past 10 years
- **Proven track record in converting billing systems**
  - Consolidated 5 billing systems into one over the past five years, converting 1.7M access lines
  - Current billing system is scalable to absorb this acquisition

Integration

- **Framework for successful RBOC line integration**
  - Frontier has the scale, scope and experience to absorb these operations
    - Ensure that all key business processes work effectively **<u>at closing</u>**
    - Integration onto our current billing platform can be accomplished **<u>over time</u>**
- **Key Structure Benefit:**
  - 13 states (former GTE operations) will operate on existing systems as a stand-alone entity at closing
  - Only 1 state will need to convert to the Frontier platform at closing
    - Integration planning will commence immediately

Summary Financial Comparison

2008 Statistics	Frontier Standalone	Frontier Pro Forma
Access Lines	2,250K	7,050K
Revenue	$2,250M	$6,525M
EBITDA (a)	$1,200M	$3,125M
CAPEX	$290M	$700M
Net Debt	$4,547M (b)	$8,005M
Dividend / Share	$1.00	$0.75
Shares Outstanding	312M	989M (c)
Net Leverage	3.8x	2.6x
Payout Ratio	64.6%	43.0%

Note: Data pro forma for the year ended December 31, 2008, except as noted.
(a)FY 2008 EBITDA, before synergies
(b) As of 3/31/09
(c) Subject to collar adjustment.

TELEPHONE | INTERNET | TELEVISION | WIRELESS DATA

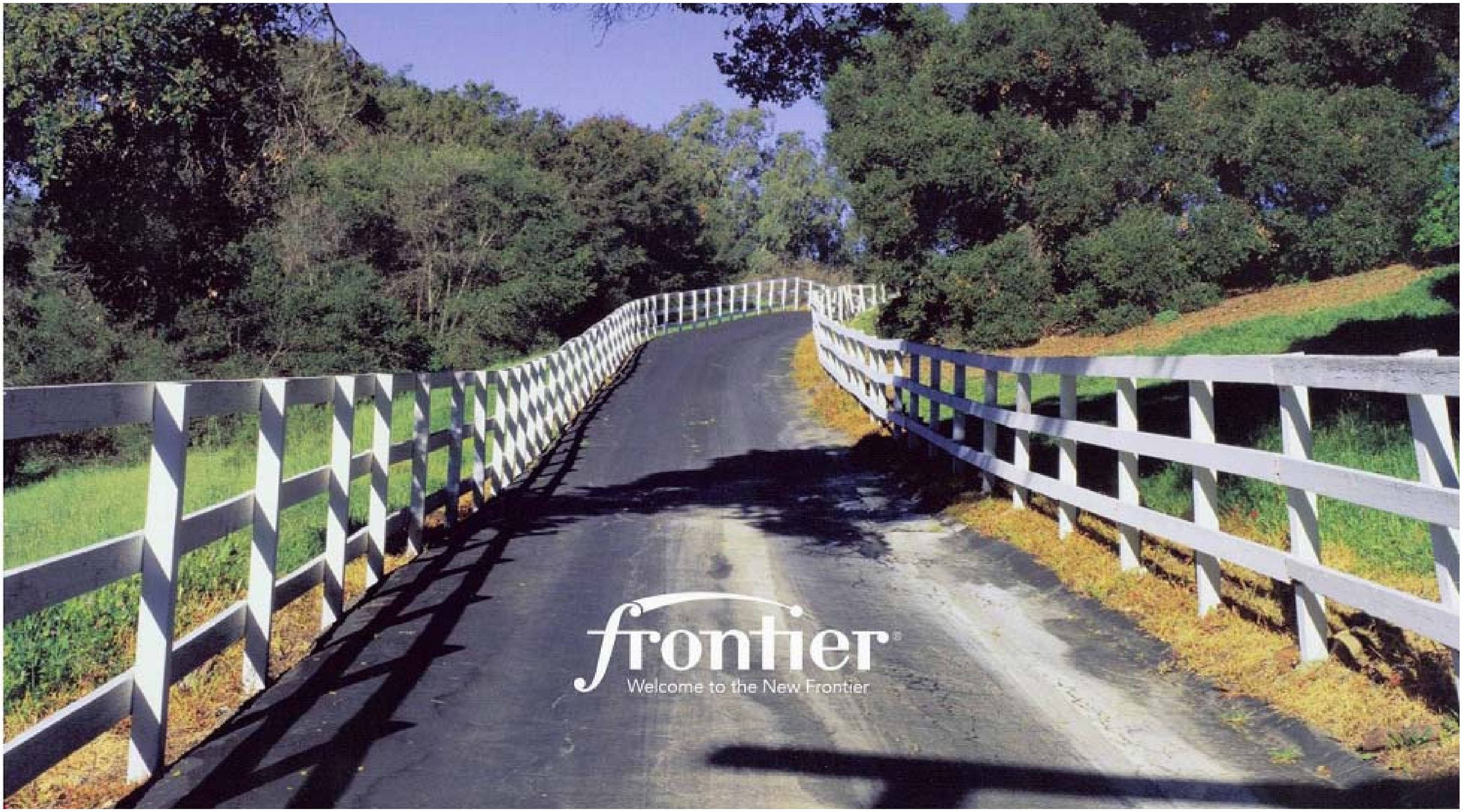
frontier Communications

Closing Conditions

- **Required Approvals**
  - Frontier shareholder approval
  - Hart Scott Rodino
  - FCC approval
  - Certain state and local regulatory approvals
  - Verizon IRS revenue ruling
- **Financing**
  - $3.2B by closing

Summary

Maggie Wilderotter, Chairman & Chief Executive Officer



The “New” Frontier….

- **<u>TRANSFORMATIONAL TRANSACTION</u> for Frontier**
  - Frontier becomes the largest “pure” rural provider of voice, broadband and video services with more than 7 million access lines in 27 states
- **Delivers substantial long-term shareholder value**
- **Improves balance sheet strength; increases financial and operational flexibility**
- **Creates a strong platform for continued growth and improves the company’s overall strategic position**

TELEPHONE | INTERNET | TELEVISION | WIRELESS DATA

frontier Communications

Appendix

TELEPHONE | INTERNET | TELEVISION | WIRELESS DATA

frontier Communications

Transformational, The New Frontier…..

- ***Delivers substantial long-term shareholder value***
  - Opportunity to grow customer revenue
  - $500 million of cash operating expense synergies
  - Accretive in year 2

- ***Improves balance sheet strength; increases financial/operational flexibility***
  - Strong Capital Structure, FY 2008 Pro Forma Leverage of 2.6x
  - Dividend sustainability
  - Significant cash flow generation

- ***Creates a strong platform for continued consolidation and improves the company's overall strategic position***
  - Scalable people, processes, systems
  - Acquisition integration competencies
  - Track record for growth
  - Solid industry experience and relationships

Access Line Detail

As of 12/31/08		Frontier	SpinCo	Combined
Common Properties	West Virginia	143,982	617,036	761,018
	Indiana	4,647	718,251	722,898
	Illinois	97,461	573,321	670,782
	Ohio	552	634,153	634,705
	Michigan	19,102	507,462	526,564
	Wisconsin	62,007	281,350	343,357
	Oregon	12,626	309,904	322,530
	California	143,871	24,205	168,076
	Arizona	145,241	6,297	151,538
	Idaho	20,035	113,002	133,037
	Nevada	23,701	35,989	59,690
		673,225	**3,820,970**	**4,494,195**
SpinCo Properties	Washington	-	578,506	578,506
	North Carolina	-	263,479	263,479
	South Carolina	-	127,718	127,718
		-	**969,703**	**969,703**
Frontier Properties	New York	683,880	-	683,880
	Pennsylvania	427,489	-	427,489
	Minnesota	210,983	-	210,983
	Tennessee	79,014	-	79,014
	Iowa	44,891	-	44,891
	Nebraska	43,106	-	43,106
	Alabama	25,980	-	25,980
	Utah	21,718	-	21,718
	Georgia	19,167	-	19,167
	New Mexico	8,001	-	8,001
	Montana	7,659	-	7,659
	Mississippi	5,474	-	5,474
	Florida	3,746	-	3,746
		1,581,108	**-**	**1,581,108**
		2,254,333	**4,790,673**	**7,045,006**