

Edgar Filing: FRONTIER COMMUNICATIONS CORP - Form 11-K

FRONTIER COMMUNICATIONS CORP  
Form 11-K  
June 25, 2009

United States Securities and Exchange Commission

Washington, D.C. 20549

Form 11-K

(Mark One)

Annual Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2008  
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or  
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Transition Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-11001  
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Frontier Communications 401(k) Savings Plan  
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(Full title of the Plan)

Frontier Communications Corporation  
3 High Ridge Park  
P.O. Box 3801  
Stamford, CT 06905  
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(Name of issuer of the securities held pursuant to the Plan and the address of its principal executive offices)

FRONTIER COMMUNICATIONS 401(k) SAVINGS PLAN

Financial Statements and Supplemental Schedule

December 31, 2008 and 2007

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(With Report of Independent Registered Public Accounting Firm)

## FRONTIER COMMUNICATIONS 401(k) SAVINGS PLAN

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Report of Independent Registered Public Accounting Firm

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Supplemental Schedules:\*

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2008

Signature

Consent of Independent Registered Public Accounting Firm

\* Schedules required by Form 5500 that are not applicable have not been included.

Report of Independent Registered Public Accounting Firm

To the Participants and Plan Administrator  
of the Frontier Communications 401(k) Savings Plan

We have audited the accompanying statements of net assets available for benefits of the Frontier Communications 401(k) Savings Plan (the "Plan") as of December 31, 2008 and 2007, and the related statement of changes in net assets available for benefits for the year ended December 31, 2008. These financial statements are the responsibility of the Plan's management. Our responsibility is to

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express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2008 and 2007 and the changes in net assets available for benefits for the year ended December 31, 2008, in conformity with U.S. generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule H, Schedule of Assets (Held at End of Year) as of December 31, 2008 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the United States Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. This supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Insero & Company CPAs, P.C.  
Certified Public Accountants

Insero & Company CPAs, P.C.  
Certified Public Accountants  
Rochester, New York  
June 25, 2009

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FRONTIER COMMUNICATIONS 401(k) SAVINGS PLAN  
Statements of Net Assets Available for Benefits  
December 31, 2008 and 2007

	2008
	-----
Assets:	
Cash and Cash Equivalents:	
Uninvested Cash	\$          6,552
	-----
Investments (Note 3):	
Frontier Communications Corporation common stock	31,888,764

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Mutual funds	163,021,519
Collective trusts	129,455,844
Participant loans	15,810,995
Brokerage accounts	498,177
	-----
Total investments, at fair value	340,675,299
	-----
Receivables:	
Receivable from Commonwealth Builder 401(k) Plan	-
Global Crossing Settlement (Note 10)	641,822
Employer contributions	476,771
Participant contributions	371,099
	-----
Total receivables	1,489,692
	-----
Net assets available for benefits, at fair value	342,171,543
	-----
Adjustment from fair value to contract value for interest in a collective trust relating to fully benefit- responsive investment contracts	851,792
	-----
Net assets available for benefits	\$ 343,023,335
	=====

See accompanying notes to financial statements.

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FRONTIER COMMUNICATIONS 401(k) SAVINGS PLAN  
Statement of Changes in Net Assets Available for Benefits  
Year Ended December 31, 2008

Additions to net assets attributed to:	2008
	-----
Investment income:	
Dividends	\$ 16,448,166
Interest	1,092,756
	-----
Total investment income	17,540,922
	-----
Contributions:	
Participant	22,487,653
Employer	5,454,368
Rollover	1,184,899
	-----
Total contributions	29,126,920
	-----
Global Crossing settlement (Note 10)	641,822
	-----
Total additions	47,309,664
	-----
Deductions from net assets attributed to:	
Net depreciation of investments (Note 3)	(122,768,898)
Distributions to participants	(38,435,596)

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Pass-through dividends	(143,839)
	-----
Total deductions	(161,348,333)
	-----
Net decrease in net assets available for benefits	(114,038,669)
Net assets available for benefits:	
Beginning of year	457,062,004
	-----
End of year	\$ 343,023,335
	=====

See accompanying notes to financial statements.

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FRONTIER COMMUNICATIONS 401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2008 and 2007

(1) Description of the Plan

General

The following brief description of the Frontier Communications 401(k) Savings Plan (the "Plan"), formerly known as Citizens 401(k) Savings Plan through December 31, 2008, provides general information. Participants should refer to the Plan document for a more comprehensive description of the Plan's provisions. Copies of the Plan document are available from the Plan sponsor.

(a) Background

The Plan is a defined contribution plan sponsored and managed by Frontier Communications Corporation, formerly known as Citizens Communications Company through July 30, 2008, (the "Company"). Under the terms of the Plan, employees are eligible to participate in the Plan as of the first day of the month (the "entry date") immediately following the employee's completion of 30 days of service, provided that the employee is employed by a participating employer in an eligible class of employees. Leased employees, individuals not on the employer's payroll, per diem and casual workers, temporary employees, and scholarship students are ineligible to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

On March 8, 2007, the Company acquired Commonwealth Telephone Enterprises, Inc. Effective December 31, 2007, the Commonwealth Builder 401(k) Plan was merged into the Plan. However, the funds had not been remitted to the Plan as of such date. Accordingly, the amounts due to the Plan were reflected as a Receivable from Commonwealth Builder 401(k) Plan in the Statement of Net Assets Available for Benefits as of December 31, 2007. The funds were transferred from the Commonwealth Builder 401(k) Plan to the Plan during early January, 2008. The Plan merger resulted in a "blackout period" beginning December 20, 2007 and ending January 18, 2008 for

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the former participants of the Commonwealth Builder 401(k) Plan. During this period, the former participants of the Commonwealth Builder 401(k) Plan were unable to exercise the rights otherwise available under the Plan or the Commonwealth Builder 401(K) Plan.

### (b) Contributions

Eligible employees may contribute, in 1% increments, up to 75% of their annual eligible compensation in elective pre-tax deferrals through payroll deductions, subject to certain maximum contribution restrictions. The maximum contribution allowed for deferral for U.S. federal income tax purposes in 2008 was \$15,500.

In addition, eligible Company union employees covered by collective bargaining agreements may also elect to make after-tax contributions, in 1% increments of their annual eligible compensation, through payroll deductions up to (i) 50% of the participant's eligible compensation reduced by (ii) the percentage of eligible compensation deferred through elective pre-tax deferrals.

All employees eligible to make contributions under the Plan and who have attained or will attain age 50 before the close of the Plan year shall be eligible to make catch-up contributions in accordance with, and subject to the limitations of, Section 414(v) of the Internal Revenue Code ("IRC"). The maximum allowable catch-up contribution for 2008 was \$5,000. No matching contributions are made with respect to a participant's catch-up contributions.

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The Company contributes 50% of each non-bargaining participant's contribution up to 6% of each participant's eligible compensation. Company contributions for participants covered by collective bargaining agreements are determined based on the terms of those agreements. The Company contributions for non-union and certain union participants are allocated to Plan investments following the same method of allocation as that for participant-directed investments.

For certain union employees covered by collective bargaining agreements, the Company may contribute Employer Fixed Contributions, Employer Matching Contributions, Discretionary Contributions and Special Transition-Year Contributions (each as defined by the Plan). Participants should refer to their respective bargaining agreements for all employer contribution requirements.

Supplemental Profit Sharing Matches may be contributed, contingent upon the Company exceeding certain financial targets. For each 1% above the Company's operating income plus depreciation and amortization ("EBITDA") goal approved by the Company's Board of Directors, the Company provides eligible employees with 0.5% of eligible pay in the form of a matching contribution into the Plan, up to a maximum of 3%. Only non-union and certain union employees who have contributed at least 1% of their eligible pay during the year as elective deferrals are eligible for a Supplemental Profit Sharing Match. For the year ended December 31, 2008, the Company did not exceed its EBITDA goal and therefore no Supplemental Profit Sharing Match was made on behalf of the employees.

### (c) Participant Accounts

Each participant's account is credited with the participant's

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contribution and an allocation of (a) the Company's contribution and (b) investment earnings or losses. Allocations are based on each participant's investment election(s). The benefit to which a participant is entitled is the amount that can be provided from the participant's vested account.

### (d) Vesting

Participants are vested immediately in their contributions plus the allocated earnings thereon. Participants become 100% vested in the Company contributions and the related earnings on the Company contributions upon disability, death, or attainment of normal retirement age while an employee. Except as otherwise noted, for any other termination of employment, the vesting schedule for Company contributions and related earnings is as follows:

Years of Service	Vesting Percentage
Less than 2 years	0%
2 years but less than 3 years	40%
3 years but less than 4 years	60%
4 years but less than 5 years	80%
5 years or more	100%

Company union employees and certain other employees covered by collective bargaining agreements are immediately 100% vested in all contributions and allocated earnings thereon.

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### (e) Participant Loans

Participants in the Plan may request to borrow up to the lesser of 50% of their vested account balance or \$50,000. The interest rate paid by the participant is equal to the prime interest rate in effect at the beginning of the month in which the loan is processed and remains fixed at that rate for the term of the loan. The maximum loan repayment period is five years, or currently up to fifteen years for the purchase of a primary residence. Loan repayments are after tax, and are credited to each participant's account as the payments are made. A participant may repay a loan in full at any time by remitting his/her payment directly to the trustee of the Plan. Any distribution following a participant's termination of employment is reduced by any loan balance outstanding at the time of such distribution.

### (f) Payment of Benefits

Inactive participants do not have the option to keep any portion of their account in the Plan beyond the attainment of age 70 1/2. Participants still employed by the Company at age 70 1/2 must take a full distribution of their balances on or before April 1st of the calendar year after they retire.

Upon termination of employment or permanent disability, a participant is entitled to receive payment in full of the vested portion of his/her account. If the value of the terminating participant's vested account balance does not exceed \$1,000, the participant's balance will

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be distributed automatically at that time.

In-service withdrawals are also permitted under limited circumstances such as attaining age 59 1/2 or financial hardship.

### (g) Forfeitures

Forfeitures of nonvested Company contributions are applied first to the payment of Plan administrative expenses, to the extent not previously paid by the Company, with any excess being applied to reduce future contributions of the Company. For the year ended December 31, 2008, forfeited nonvested Company contributions totaled approximately \$151,000. Forfeited nonvested Company contributions of \$0 were used to fund Plan administrative expenses, and approximately \$37,000 was used to partially fund the Company contributions for the year ended December 31, 2008.

### (h) Administrative Expenses

The administrative expenses of the Plan are paid by the Plan or by the Company. The majority of Plan administrative expenses paid by participants relate to investment management fees which are deducted from participant account balances.

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### (i) Dividends

Dividends attributable to the participant's interest in the Frontier Communications Corporation Common Stock Fund are reinvested in the Frontier Communications Corporation Common Stock Fund unless the participant elects, in a manner approved by the Retirement Plan Committee, to receive dividends entirely in cash. All cash dividends are received by the trustee, T. Rowe Price, and distributed to participants in cash no later than 90 days after the close of the Plan year. The payment of cash dividends to participants is reflected on the Statement of Changes in Net Assets Available for Benefits as "Pass-through dividends."

### (j) Investments

The Plan offered the following 29 investment options as of December 31, 2008:

Frontier Communications Corporation Common Stock Fund  
PIMCO Total Return Fund, Admin. Shares  
PIMCO Long Term U.S. Government Fund, Admin.  
Columbia Mid Cap Index, Z  
JP Morgan Diversified Mid Cap Growth Fund  
JP Morgan Mid Cap Value Fund, A  
Morgan Stanley Institutional Small Company Growth Portfolio, B  
American Funds Europacific Growth Fund R5  
Morgan Stanley Institutional U.S. Real Estate Fund, B  
T. Rowe Price Retirement 2005 Fund  
T. Rowe Price Retirement 2010 Fund  
T. Rowe Price Retirement 2015 Fund  
T. Rowe Price Retirement 2020 Fund  
T. Rowe Price Retirement 2025 Fund  
T. Rowe Price Retirement 2030 Fund  
T. Rowe Price Retirement 2035 Fund  
T. Rowe Price Retirement 2040 Fund

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T. Rowe Price Retirement 2045 Fund  
T. Rowe Price Retirement 2050 Fund  
T. Rowe Price Retirement 2055 Fund  
T. Rowe Price Retirement Income Fund  
T. Rowe Price Stable Value Fund  
T. Rowe Price Equity Index Trust  
T. Rowe Price Equity Income Fund  
T. Rowe Price Growth Stock Fund  
T. Rowe Price Personal Strategy Balanced Fund  
T. Rowe Price Personal Strategy Growth Fund  
T. Rowe Price Personal Strategy Income Fund  
T. Rowe Price TradeLink

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The Plan restricts a participant's ability to invest in Frontier Communications Corporation common stock if the value of the Company stock fund exceeds 15% of the total value of the participant's account. In addition, a participant is restricted from investing more than 15% of current contributions in the Company stock fund.

(k) Mutual Fund Fees

Investments in mutual funds are subject to sales charges and annual fees for marketing and distribution costs of the funds. These fees are deducted prior to the allocation of the investment earnings activity and thus not separately identifiable as an expense of the Plan.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

(b) Use of Estimates

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, and changes therein, and disclosures of contingent assets and liabilities. Actual results may differ from these estimates.

(c) Investments

The Plan's investments are stated at fair value. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan. The Plan's interest in collective trusts are valued based on information reported by the investment advisor using the audited financial statements of the collective trust at year-end. Common stock is valued at its quoted market price as of the end of the Plan year. Participant loans are valued at estimated fair value using amortized cost, which management believes is an accurate reflection of fair value. In addition, the Plan offers a brokerage option, T. Rowe Price TradeLink, whereby participants invest in publicly traded mutual funds not offered directly by the Plan. The net depreciation of investments consists of the net realized gains and losses on the disposal of investments

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during 2008 and the net unrealized appreciation/depreciation of the market value for the investments remaining in the Plan as of December 31, 2008.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the dividend date.

### (d) Fully Benefit-Responsive Investment Contracts

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a collective trust. The Statements of Net Assets Available for Benefits present the fair value of the investment in the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

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### (e) Benefits Paid

Distributions to participants are recorded when paid.

### (f) Risks and Uncertainties

The Plan offers a number of investment options including the Company's common stock and a variety of pooled investment funds, some of which are mutual funds. The investment funds principally include U.S. equities, international equities, and fixed income securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances, and the amounts reported in the Statements of Net Assets Available for Benefits.

The Plan's exposure to a concentration of issuer risk is limited by the diversification of investments across all participant-directed fund elections except for the Frontier Communications Corporation Common Stock Fund, which is invested in the security of a single issuer. Additionally, the investments within certain participant-directed fund elections may be further diversified into varied financial instruments.

### (3) Investments

The following presents investments at fair value that represent 5% or more of the Plan's net assets available for benefits at the end of year:

2008  
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Frontier Communications Corporation Common Stock Fund:

Participant-Directed, 3,518,634 and 3,439,290 shares, respectively	\$	30,752,854
Company-Directed, 129,966 and 144,323 shares, respectively		1,135,910
PIMCO Total Return Fund, Admin. Shares		30,453,831
T. Rowe Price Growth Stock Fund		22,042,400
T. Rowe Price Stable Value Fund		90,865,776
T. Rowe Price Equity Index Trust		38,590,068
American Funds Europacific Growth Fund R5		21,963,281

Frontier Communications Corporation Common Stock Fund includes investments in Frontier Communications Corporation common stock and additional uninvested cash.

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During 2008, the Plan's investments (including gains and losses on investments bought and sold as well as held during the year) depreciated in value by \$122,768,898 as follows:

		2008
	-----	
Common stock	\$	(14,703,953)
Mutual funds		(84,938,922)
Collective trusts		(23,126,023)
	-----	
	\$	(122,768,898)
	=====	

#### (4) Company-Directed Investments

Information about the net assets available for benefits and significant components of the changes in net assets available for benefits relating to the company-directed investments is as follows:

##### Assets:

Common stock of the Company at December 31, 2007	\$	1,837,235
		-----

##### Changes in assets:

Dividends		107,441
Net change in fair value of investments		(549,601)
Distributions to participants		(26,862)
Participant directed transfer to other investments		(232,303)
		-----
Change in assets		(701,325)
		-----

##### Assets:

Common stock of the Company at December 31, 2008	\$	1,135,910
		=====

#### (5) Related Party Transactions

Certain Plan assets are invested in shares of mutual funds and collective

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trust funds that are managed by T. Rowe Price. T. Rowe Price is the trustee as defined by the Plan and, therefore, transactions involving these assets qualify as party-in-interest transactions. There were no trustee fees paid by the Company to T. Rowe Price for the years ended December 31, 2008 and 2007.

### (6) Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA, Collective Bargaining Agreements and the National Labor Relations Board. In the event of plan termination, participants will become 100% vested in their accounts.

### (7) Tax Status

The Plan received a favorable determination letter from the Internal Revenue Service dated March 25, 2009, indicating that it meets the requirements of Section 401(a) and 501(a) of the IRC and has qualified status as an employee retirement plan. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

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### (8) Fair Value Measurements

Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" ("SFAS No. 157"), establishes a framework for measuring fair value in accordance with generally accepted accounting principles in the United States and expands disclosure requirements about fair value measurements. SFAS No. 157 was effective for financial statements issued for fiscal years beginning after November 15, 2007. The Plan adopted SFAS No. 157 effective January 1, 2008, for all financial assets and financial liabilities, as required. There was no material impact to the financial statements of the Plan.

Fair value is defined under SFAS No. 157 as the exit price associated with the sale of an asset or transfer of a liability in an orderly transaction between market participants at the measurement date. Valuation techniques used to measure fair value under SFAS No. 157 must maximize the use of observable inputs and minimize the use of unobservable inputs. In addition, SFAS No. 157 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers of inputs to the valuation methodology include:

Level 1 - Quoted prices in active markets for identical assets or liabilities. The Plan's investments with active markets include its investment in the common stock of Frontier Communications Corporation as well as its investments in mutual funds and brokerage accounts which are reported at fair value utilizing Level 1 inputs. For these items, quoted current market prices, which represent the net asset value of shares held by the Plan, are readily available.

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. The Plan has concluded that the

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investments in the collective trusts represent a Level 2 valuation as they are valued based on information reported by the investment advisor using the audited financial statements of the collective trust at year-end.

Level 3 - Unobservable inputs (i.e. projections, estimates, interpretations, etc.) that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. The Plan has concluded that participant loans represent a Level 3 valuation. Participant loans are valued at estimated fair value using amortized cost, which management believes is an accurate reflection of fair value.

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In accordance with SFAS No. 157, the following table represents the Plan's fair value hierarchy for its financial assets measured at fair value on a recurring basis as of December 31, 2008:

	Fair Value Measurements at D	
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)
Frontier Communications Corporation		
common stock	\$ 31,888,764	\$ 31,888,764
Mutual funds	163,021,519	163,021,519
Collective trusts	129,455,844	-
Participant loans	15,810,995	-
Brokerage accounts	498,177	498,177
Total investments, at fair value	\$ 340,675,299	\$ 195,408,460

For the other financial instruments, representing cash and cash equivalents and receivables, the carrying amounts approximate fair value due to the relatively short maturities of those instruments.

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2008:

Participant Loans	
-----	
Balance, beginning of year	\$ 15,331,796
Issuances, transfers and settlements (net)	479,199
Balance, end of year	\$ 15,810,995

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(9) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation from the financial statements to the Form 5500 at December 31, 2008 and 2007:

	2008
	-----
Net Assets Available for Benefits per the Financial Statements	\$ 343,02
Adjustment from contract value to fair value for interest in a collective trust relating to fully benefit-responsive investment contracts	(85
	-----
Net Assets Available for Benefits per the Form 5500	\$ 342,17
	=====
Net Decrease in Net Assets Available for Benefits per the Financial Statements	\$ (114,03
Change in adjustment from contract value to fair value for interest in a collective trust relating to fully benefit-responsive investment contracts	(1,28
	-----
Net Loss per the Form 5500	\$ (115,32
	=====

(10) Subsequent Events

During 2008, the United States District Court for the Southern District of New York approved an additional settlement in the class action suits brought on behalf of certain Plan participants whose accounts held Global Crossing common stock. The settlement included a plan of allocation under which the proceeds received by the Plan in March 2009 of \$641,822 were allocated to the Plan accounts of the class members.

Effective January 1, 2009, the Plan was amended to change its name to the Frontier Communications 401(k) Savings Plan.

Effective May 1, 2009, Fidelity Management Trust Company replaced T. Rowe Price as the trustee and record keeper of the Plan.

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(a)	(b)	(c) and (d)
-----	Identity of Issuer	Description of Investment
*	Frontier Communications Corporation	Common Stock; 3,648,600 shares cost at \$42,830,560
*	T. Rowe Price TradeLink	Brokerage Accounts; 498,177
	American Funds Europacific Growth Fund R5	Mutual Fund; 785,806 shares
	Columbia Mid Cap Index, Z	Mutual Fund; 672,756 shares
	PIMCO Total Return Fund, Admin. Shares	Mutual Fund; 3,003,336 shares
	JP Morgan Diversified Mid Cap Growth Fund	Mutual Fund; 564,107 shares
	JP Morgan Mid Cap Value Fund, A	Mutual Fund; 377,344 shares
	PIMCO Long Term U.S. Government Fund, Admin.	Mutual Fund; 496,619 shares
	Morgan Stanley Institutional Small Company Growth portfolio, B	Mutual Fund; 1,681,934 shares
	Morgan Stanley Institutional U.S. Real Estate Fund, B	Mutual Fund; 652,529 shares
*	T. Rowe Price Retirement 2005 Fund	Mutual Fund; 25,224 shares
*	T. Rowe Price Retirement 2010 Fund	Mutual Fund; 106,857 shares
*	T. Rowe Price Retirement 2015 Fund	Mutual Fund; 326,340 shares
*	T. Rowe Price Retirement 2020 Fund	Mutual Fund; 194,527 shares
*	T. Rowe Price Retirement 2025 Fund	Mutual Fund; 203,448 shares
*	T. Rowe Price Retirement 2030 Fund	Mutual Fund; 124,861 shares
*	T. Rowe Price Retirement 2035 Fund	Mutual Fund; 123,191 shares
*	T. Rowe Price Retirement 2040 Fund	Mutual Fund; 57,166 shares
*	T. Rowe Price Retirement 2045 Fund	Mutual Fund; 25,873 shares
*	T. Rowe Price Retirement 2050 Fund	Mutual Fund; 7,707 shares
*	T. Rowe Price Retirement 2055 Fund	Mutual Fund; 5,757 shares
*	T. Rowe Price Retirement Income Fund	Mutual Fund; 47,807 shares
*	T. Rowe Price Personal Strategy Balanced Fund	Mutual Fund; 683,113 shares
*	T. Rowe Price Personal Strategy Income Fund	Mutual Fund; 370,838 shares
*	T. Rowe Price Growth Stock Fund	Mutual Fund; 1,145,654 shares
*	T. Rowe Price Equity Income Fund	Mutual Fund; 985,366 shares
*	T. Rowe Price Personal Strategy Growth Fund	Mutual Fund; 383,001 shares
		Total mutual funds
*	T. Rowe Price Stable Value Fund	Collective Trust; 91,717,568
*	T. Rowe Price Equity Index Trust	Collective Trust; 1,364,571
		Total collective trusts
*	Participant loans	3,553 loans, maturing in 1 years, with interest rates from 4.00% to 9.50%

\* Party-in-interest as defined by ERISA

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FRONTIER COMMUNICATIONS 401(k) SAVINGS PLAN

Signature

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Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Frontier Communications 401(k) Savings Plan

By /s/ Robert J. Larson

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Robert J. Larson

Senior Vice President and Chief Accounting Officer  
(On behalf of Frontier Communications Corporation  
as Plan Administrator)

June 25, 2009

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Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in Registration Statements on Form S-8 (Nos. 333-91054 and 333-151246) of Frontier Communications Corporation of our report dated June 25, 2009, relating to the statements of net assets available for benefits of the Frontier Communications 401(k) Savings Plan as of December 31, 2008 and 2007, and the related statement of changes in net assets available for benefits for the year ended December 31, 2008, which report appears in the Annual Report on Form 11-K.

/s/ Insero & Company CPAs, P.C.  
Certified Public Accountants

Rochester, New York

June 25, 2009