

FRONTIER COMMUNICATIONS CORP  
Form DEF 14A  
March 31, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

Confidential, for Use of the Commission Only  
(as permitted by Rule 14a-6(e)(2))

**FRONTIER COMMUNICATIONS CORPORATION**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Three High Ridge Park, Stamford, CT 06905  
(203) 614-5600

March 31, 2014

Dear Fellow Shareholder:

2013 was a year of great progress for Frontier Communications. Our continued focus on better product offerings, expanded distribution channels, coordinated local engagement marketing, and robust network enhancements enabled the Company to post strong improvements on a number of our key metrics:

Net broadband additions totaled more than 112,000 in 2013, a 480% improvement over 2012, and a new record for Frontier.

Residential and business customer retention improved 59 percent, as compared to 2012.

We improved revenue performance by slowing the rate of decline.

We reduced net cash expenses by \$93 million as compared to 2012, while at the same time making incremental investments in our network and systems that increased speed, reduced congestion and improved customer satisfaction.

As a result of our performance in these and other areas, our investors experienced a strong total shareholder return for 2013.

This letter highlights our 2013 performance in the areas that we call the *three Ps* — People, Product and Profit. Our progress in these areas, combined with our recently announced agreement to acquire AT&T's Connecticut wireline, broadband and U-verse operations, positions the Company strongly for continued success.

### ***People***

I applaud the entire Frontier team for helping to make 2013 such a strong year. We operate with a local focus and a 100 percent U.S.-based workforce. We have general managers in every one of our markets who are continually developing new commercial relationships and finding new sales opportunities.

In 2013, we became even more local by delegating sales and marketing functions to our four regions. This change allows our local managers, who know our customers best, to make decisions about how to position our products and engage competitively to retain and attract customers.

### ***Product***

During 2013, we maintained our focus on simplicity and choice for our customers. We believe our customers want choices to match their needs, not a one-size-fits-all approach. Frontier's mix of speeds and price points, combined with our packaging simplicity, continues to resonate well with our customers.

To facilitate our improved offerings, we made strong progress on our network in 2013. We succeeded in expanding broadband availability to an additional 167,000 households, of which 56,000 were funded with monies from the Federal Communications Commission's Connect America Fund program.

Broadband speeds and capacity also increased in 2013. Now over 60 percent of the households that we reach are capable of speeds of 12 Mbps, and almost 50 percent are capable of 20 Mbps or higher.

For business customers, we expanded our Gigabit Ethernet reach to 88 percent of our Central Offices, and introduced upgrades to our Ethernet that offer lower costs, faster speeds, improved reliability and greater security. We are using the cloud to allow businesses to better manage their costs and achieve greater

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productivity and efficiency. All of our products and services are designed to be hassle-free, and are installed and maintained by local technicians who live and work in the communities we serve.

We are especially pleased with the performance of Frontier Secure, a proven way for customers to safeguard their digital lives with protection solutions backed by award-winning technology. Never has cybersecurity protection been so important, and Frontier Secure is available nationwide not just in Frontier markets to help residential and business customers use their devices safely and securely, preserve valuable files, protect equipment investments, guard against identity theft, and ensure 24/7 comprehensive technical support.

### ***Profit***

2013 was a highly successful year in driving higher broadband penetration, Frontier's top priority. In each quarter of 2013, we achieved more broadband net additions than we did for all of 2012. This progress was geographically broad-based and consistent quarter to quarter. During the year, we gained residential broadband market share in 84 percent of our markets.

Likewise, the Company made strong strides in keeping customers. Residential retention improved 61 percent year-over-year. Viewed through the same lens, business retention improved 36 percent. This is a result of our network improvements, investments in people and technology related to customer service, simplified offers and upgraded online help tools and automation. Keeping more customers continued as the number-one driver of revenue and profitability and remains a major focus in 2014.

These successes helped drive improvement in the Company's revenue trajectory. Overall, sequential revenue declines narrowed in each quarter of 2013. In the last two quarters of 2013, we achieved sequential revenue stability in our small business segment. We are encouraged with this progress, while knowing there is more work to be done.

Profitability continues to be a bright spot for Frontier. In 2013, we maintained our industry-leading margins, with an adjusted EBITDA margin of over 47 percent.

The Company's robust cost reduction initiatives in 2013 contributed to our strong profitability. In the fourth quarter alone, our quarter-over-quarter reduction in expenses totaled \$26 million. We accomplished this even while making strategic investments in new initiatives and incurring higher storm-related operating expenses.

Improving Average Revenue per Customer (ARPC) also drove profitability. For the year, Residential ARPC increased 1.7 percent over 2012, propelled by an increasing mix of broadband customers, our broadband customers moving to higher speeds, and the greater attachment rates of our successful Frontier Secure suite of products. Business ARPC increased by 2.2 percent for the year.

### ***What Lies Ahead***

At the end of the year, we were excited to announce Frontier's agreement to acquire AT&T's Connecticut wireline, broadband and U-verse operations. We see this acquisition as having several very positive attributes.

First, we will be acquiring an extremely attractive set of assets that AT&T has invested in over the years. The networks have been upgraded and are well-maintained, with 96 percent broadband coverage and over 40 percent U-Verse coverage.

Second, the business is one that we know extremely well. Running it will leverage our core competencies in a contiguous State that is home to many of our headquarter employees.

Third, we have strong integration and conversion experience with carve-out acquisitions, and we have also consistently delivered on acquisition synergies and cost reductions in the past.

Fourth, the transaction is expected to be free cash flow accretive in the first full year, leading to an improved dividend payout ratio, and hence a more secure dividend. The all-cash consideration means no dilution for Frontier shareholders.

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In short, we believe that this acquisition creates significant shareholder value, and our goal is to hit the ground running when the transaction closes later this year.

Thank you again for your support of Frontier. I look forward to discussing our 2013 performance and our 2014 plans at the annual meeting on May 14, 2014 at 10:00 a.m. in our corporate headquarters in Stamford, Connecticut.

Sincerely,

Maggie Wilderotter  
Chairman of the Board of Directors  
and Chief Executive Officer

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Three High Ridge Park, Stamford, CT 06905  
(203) 614-5600

March 31, 2014

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
To Be Held May 14, 2014**

To the Stockholders of  
FRONTIER COMMUNICATIONS CORPORATION:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Frontier Communications Corporation will be held at the Company's offices, Three High Ridge Park, Stamford, Connecticut 06905, on Wednesday, May 14, 2014, at 10:00 a.m., Eastern Daylight Savings Time, for the following purposes:

To elect 11  
directors;

To consider  
and vote upon  
an advisory  
proposal to  
approve  
executive  
compensation;

To ratify the  
selection of  
KPMG LLP as  
our  
independent  
registered  
public  
accounting  
firm for 2014;  
and

To transact any  
other business  
that may  
properly be  
brought before  
the meeting or  
any  
adjournment or  
postponement  
of the meeting.

The board of directors fixed the close of business on March 18, 2014 as the record date for determining stockholders entitled to notice of and to vote at the meeting or any adjournment or postponement of the meeting. At the close of business on March 18, 2014, there were 1,002,253,037 shares of our common stock entitled to vote at the meeting.

A complete list of stockholders entitled to vote at the meeting will be open to the examination of stockholders on the meeting date and for a period of ten days prior to the meeting at our offices at Three High Ridge Park, Stamford, Connecticut 06905, during ordinary business hours.

By Order of the Board of Directors

Mark D. Nielsen  
Senior Vice President, General Counsel and Secretary

**Important Notice Regarding the Availability of Proxy Materials  
for the Annual Meeting of Stockholders to be held on May 14, 2014.**

The proxy statement and 2013 Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

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**FRONTIER COMMUNICATIONS CORPORATION**  
**Three High Ridge Park**  
**Stamford, Connecticut 06905**

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**PROXY STATEMENT**

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**2014 Annual Meeting of Stockholders**

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**THE MEETING**

**Introduction**

This proxy statement is being furnished to the stockholders of Frontier Communications Corporation, a Delaware corporation, in connection with the solicitation of proxies by our board of directors for use at our 2014 annual meeting of stockholders and at any adjournments thereof.

**Date, Time and Place**

The meeting will be held on May 14, 2014, at 10:00 a.m., Eastern Daylight Savings Time, at our offices located at Three High Ridge Park, Stamford, Connecticut 06905.

**Internet Availability of Proxy Materials**

This proxy statement and our Annual Report for the fiscal year ended December 31, 2013, containing financial and other information concerning our company, are available on the Investor Relations page of our website, [www.frontier.com](http://www.frontier.com). Additionally, and in accordance with Securities and Exchange Commission ( SEC ) rules, you may access our proxy statement at [www.proxyvote.com](http://www.proxyvote.com).

Under rules adopted by the SEC, we have elected to furnish the proxy statement and Annual Report to many of our stockholders via the Internet instead of mailing printed materials to each stockholder. We believe this is in the best interests of our stockholders because we can provide our stockholders with the information they need, while lowering the cost of delivery and reducing the environmental impact.

On or about March 31, 2014, we began mailing to holders of our common stock (other than those who previously requested electronic or paper delivery and certain other stockholders) a Notice of Internet Availability of Proxy Materials (the Notice ). If you received the Notice by mail, you will not automatically receive a printed copy of this proxy statement and our Annual Report in the mail. Instead, the Notice instructs you on how to access and review all of the important information contained in the proxy materials online. The Notice also instructs you on how you may submit your proxy via the Internet. If you previously requested electronic delivery, you will receive an e-mail providing you with the Notice, and if you previously requested paper delivery, you will receive a paper copy of the proxy materials by mail. We encourage you to receive all proxy materials in the future electronically to help us save printing costs and postage fees, as well as natural resources in producing and distributing these materials. If you wish to receive these materials electronically next year, please follow the instructions on the proxy card or on the Investor Relations page of our website, [www.frontier.com](http://www.frontier.com).

You can receive a copy of our proxy materials by following the instructions (contained in the Notice) regarding how you may request to receive your materials electronically or in printed form on a one-time or ongoing basis. Requests for printed copies of the proxy materials can be made by Internet at [www.proxyvote.com](http://www.proxyvote.com), by telephone at 1-800-579-1639 (or, for callers without touch-tone phones, 1866-232-3037) or by email at [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) by sending a blank email with your control number (the 12 digit identifying number in

the box on the Notice) in the subject line.

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## **Matters to be Considered**

At the meeting, stockholders will be asked to elect 11 directors, to consider and vote upon an advisory proposal to approve executive compensation and to ratify the selection of our independent registered public accounting firm. See ELECTION OF DIRECTORS, ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION and RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. The board of directors does not know of any matters to be brought before the meeting other than as set forth in the notice of meeting. If any other matters properly come before the meeting, the persons named in the form of proxy or their substitutes will vote in accordance with their best judgment on such matters.

## **Record Date; Shares Outstanding and Entitled to Vote; Quorum**

Stockholders as of the record date, *i.e.*, the close of business on March 18, 2014, are entitled to notice of and to vote at the meeting. As of the record date, there were 1,002,253,037 shares of common stock outstanding and entitled to vote, with each share entitled to one vote. Holders of a majority of the outstanding shares entitled to vote must be present in person or represented by proxy in order for action to be taken at the meeting.

## **Required Votes**

*Election of Directors.* Under our by-laws, the affirmative vote of the holders of a majority of the shares of common stock present or represented by proxy and entitled to vote at the meeting is required to elect each director. Consequently, only shares that are voted in favor of a particular nominee will be counted toward the nominee's achievement of a majority. Shares present at the meeting that are not voted for a particular nominee or shares present by proxy where the stockholder properly withholds authority to vote for the nominee will have the same effect as a vote against the nominee. Brokers are not permitted to vote shares on the election of directors if they do not receive voting instructions from the beneficial owners of such shares. Such broker non-votes will be considered present for purposes of establishing a quorum, but will not be considered in determining the number of votes necessary for approval and will have no effect on the outcome of the vote on election of directors.

Under Delaware law, an incumbent director who fails to receive the required vote holds over, or continues to serve as a director until his or her successor is elected and qualified. To address this hold-over issue, we have adopted a policy under which, in non-contested elections, if a director fails to win a majority of affirmative votes for his or her election, the director must immediately tender his or her resignation from the board, and the board will decide, through a process managed by the Nominating and Corporate Governance Committee and excluding the nominee in question, whether to accept the resignation at its next regularly scheduled meeting.

*Advisory Proposal on Executive Compensation.* Approval of the advisory proposal on executive compensation requires the affirmative vote of the holders of a majority of the common stock present or represented by proxy and entitled to vote at the meeting. Abstentions will have the same effect as a vote against approving the advisory proposal. Brokers are not permitted to vote shares on this matter if they do not receive voting instructions from the beneficial owners of such shares. Such broker non-votes will be considered present for purposes of establishing a quorum, but will not be considered in determining the number of votes necessary for approval and will have no effect on the outcome of the vote on the advisory proposal. Because the vote is advisory, it will not be binding upon the board of directors. However, the Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

*Selection of Auditors.* The ratification of the selection of KPMG LLP as our independent registered public accounting firm is being submitted to stockholders because we believe that this action follows sound corporate practice and is in the best interests of the stockholders. If the stockholders do not ratify the selection by the affirmative vote of the holders of a majority of the common stock present or represented by proxy and entitled to vote at the meeting, the Audit Committee of the board of directors will reconsider the selection of the independent registered public

accounting firm, but such a vote will not be binding on the Audit Committee. If the stockholders ratify the selection, the Audit Committee, in its discretion, may still direct the appointment of a new independent registered public accounting firm at any time during the year if they believe that this change

would be in our and our stockholders' best interests. Abstentions will have the same effect as a vote against ratification of the auditors.

### **Voting Recommendations**

The board of directors recommends that you vote **FOR** each nominee for director named, **FOR** the advisory proposal on executive compensation and **FOR** ratification of the selection of our independent registered public accounting firm for 2014.

### **Voting and Revocation of Proxies**

Stockholders who hold shares in their own name are requested to vote by proxy in one of three ways:

By Internet You can vote via the Internet by following the instructions in the Notice or by visiting the Internet website at [www.proxyvote.com](http://www.proxyvote.com) and following the on-screen instructions;

By Telephone In the United States and Canada you can vote by telephone by following the instructions in the Notice or by calling 1-800-690-6903 (toll-free) and following the instructions; or

By Mail You can vote by mail if you received a printed proxy card by dating, signing and promptly returning your proxy card in the postage prepaid envelope provided with the materials.

Common stock represented by properly executed proxies, received by us or voted by telephone or via the Internet, which are not revoked will be voted at the meeting in accordance with the instructions contained therein. Subject to the broker non-vote rules discussed above under Required Votes, if instructions are not given, proxies will be voted



**FOR** election of each nominee for director named, **FOR** the advisory proposal on executive compensation and **FOR** ratification of the selection of our independent registered public accounting firm.

Voting instructions, including instructions for both telephonic and Internet voting, are provided in the Notice or, if you received a printed proxy card, on the proxy card. The Internet and telephone voting procedures are designed to authenticate stockholder identities, to allow stockholders to give voting instructions and to confirm that stockholders instructions have been recorded properly. A control number, located on the Notice and proxy card, will identify stockholders and allow them to vote their shares and confirm that their voting instructions have been properly recorded. Stockholders voting via the Internet should understand that there may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies, which must be borne by the stockholder. If you do vote by Internet or telephone, it will not be necessary to return a proxy card.

If your shares are held in the name of a bank or broker, follow the voting instructions on the form you receive from your record holder. The availability of Internet and telephone voting will depend on their voting procedures.

If a stockholder neither returns a signed proxy card, votes by the Internet or by telephone, nor attends the meeting and votes in person, his or her shares will not be voted.

Any proxy signed and returned by a stockholder or voted by telephone or via the Internet may be revoked at any time before it is exercised by giving written notice of revocation to our Secretary, at our address set forth herein, by executing and delivering a later-dated proxy, either in writing, by telephone or via the Internet, or by voting in person at the meeting. Attendance at the meeting will not alone constitute revocation of a proxy.

#### **Householding of Annual Report and Proxy Materials**

We have adopted a procedure approved by the SEC called householding. Under this procedure, stockholders of record who have the same address and last name will receive only one copy of our Annual Report and proxy statement unless one or more of these stockholders notifies us that they wish to continue receiving individual copies. This procedure will reduce our printing costs and postage fees.

Stockholders who participate in householding will continue to receive separate proxy cards. Also, householding will not in any way affect dividend check mailings.

If you are eligible for householding, but you and other stockholders of record with whom you share an address currently receive multiple copies of the Annual Report and/or the proxy statement, or if you hold in

more than one account, and in either case you wish to receive only a single copy of each of these documents for your household, please contact our transfer agent, Computershare Investor Services (in writing: P.O. Box 43078, Providence, RI 02940-3078; by telephone: in the U.S., Puerto Rico and Canada, 1-877-770-0496; outside the U.S., Puerto Rico and Canada, 1-781-575-2382).

If we are householding materials to your address and you wish to receive a separate copy of the Annual Report or this proxy statement, or if you do not wish to participate in householding and prefer to receive separate copies of these documents in the future, please contact Computershare Investor Services as indicated above.

Beneficial stockholders can request information about householding from their banks, brokers or other holders of record.

### **Proxy Solicitation**

We will bear the costs of solicitation of proxies for the meeting. In addition to solicitation by mail, directors, officers and our regular employees may solicit proxies from stockholders by telephone, personal interview or otherwise. These directors, officers and employees will not receive additional compensation, but may be reimbursed for out-of-pocket expenses in connection with this solicitation. In addition to solicitation by our directors, officers and employees, we have engaged The Proxy Advisory Group, LLC to assist in the solicitation of proxies and provide related advice and informational support, for a base fee of \$20,000, plus customary disbursements. Brokers, nominees, fiduciaries and other custodians have been requested to forward soliciting material to the beneficial owners of common stock held of record by them, and these custodians will be reimbursed for their reasonable expenses.

### **Independent Registered Public Accounting Firm**

We have been advised that representatives of KPMG LLP, our independent registered public accounting firm for 2013, will attend the meeting, will have an opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions of stockholders.

### **Transfer Agent**

Our transfer agent is Computershare Investor Services. You should contact the transfer agent, at the phone number or addresses listed below, if you have questions concerning stock certificates, dividend checks, transfer of ownership or other matters pertaining to your stock account.

*If By First Class Mail:*

Computershare Investor Services  
P.O. Box 43078  
Providence, RI 02940-3078

*If By Overnight Courier:*

Computershare Investor Services  
250 Royall Street  
Canton, MA 02021

website: [www.computershare.com/investor](http://www.computershare.com/investor)

Telephone: (877) 770-0496 (in the U.S., Puerto Rico and Canada)  
or (781) 575-2382 (outside the U.S., Puerto Rico and Canada)



**OWNERSHIP OF COMMON STOCK**

Set forth below is certain information as of March 18, 2014 with respect to the beneficial ownership of our common stock (as determined under the rules of the SEC) by (1) each person who, to our knowledge, is the beneficial owner of more than 5% of our outstanding shares of common stock, which is our only class of voting securities, (2) each director and nominee for director, (3) each of the executive officers named in the Summary Compensation Table under Executive Compensation, and (4) all of our directors and executive officers as a group. Except as otherwise stated, the business address of each person listed is c/o Frontier Communications Corporation, Three High Ridge Park, Stamford, Connecticut 06905. Except as otherwise described below, each of the persons named in the table has sole voting and investment power with respect to the common stock beneficially owned and has not pledged such common stock as security for any obligations.

<b>Name and Address of Beneficial Owner</b>	<b>Number of Shares and Nature of Beneficial Owner</b>	<b>Percent of Class</b>
The Vanguard Group, Inc. (a)	72,025,220	7.2 %
BlackRock, Inc. (b)	66,303,326	6.6 %
Leroy T. Barnes, Jr.	124,734 (c)	*
Peter C.B. Bynoe	120,543 (d)	*
Jeri B. Finard (e)	327,722 (f)	*
Edward Fraioli	98,720 (g)	*
Lois Hedg-peth	311,343 (h)	*
John M. Jureller	435,493 (i)	*
James S. Kahan (e)	130,516 (j)	*
Daniel J. McCarthy	1,172,726 (k)	*
Cecilia K. McKenney	738,525 (l)	*
Pamela D.A. Reeve	78,793 (m)	*
Virginia P. Ruesterholz	13,741 (n)	*
Howard L. Schrott	156,016 (o)	*
Lorraine D. Segil	178,678 (p)	*
Mark Shapiro	178,993 (q)	*
Donald R. Shassian (r)		*
Myron A. Wick, III	264,333 (s)	*
Mary Agnes Wilderotter	4,137,636 (t)	*
All directors and executive officers as a group (20 persons)	9,007,412 (u)	*

\* Less than 1%.

(a) The business address of this beneficial owner is 100 Vanguard Blvd., Malvern, PA

19355. Based on a Schedule 13G filed on February 11, 2014 by The Vanguard Group, Inc. ( Vanguard ). Such Schedule 13G discloses that of the shares beneficially held by Vanguard, 1,813,375 shares are beneficially held by wholly-owned subsidiaries, and that Vanguard has the sole power to vote and has shared dispositive power of such shares.

- (b) The business address of this beneficial owner is 40 East 52nd Street, New York, NY 10022. Based on a Schedule 13G filed on January 29, 2014 by BlackRock, Inc. Such Schedule 13G discloses that the shares beneficially owned by BlackRock, Inc. are held by subsidiaries of BlackRock, Inc.
- (c) Includes 10,000 shares that may be acquired upon the exercise of stock options as of March 18, 2014 or within 60 days thereafter. We refer to these stock options as currently exercisable. Also includes 109,434 shares that may be acquired upon the redemption of stock units. Directors may elect to redeem stock units upon termination of service in the form of cash or shares of our common stock. See Director Compensation Non-Employee Director Compensation Program below.
- (d) Includes 10,000 shares that may be acquired upon the exercise of currently exercisable stock options and 106,693 shares that may be acquired upon the redemption

of stock units.

- (e) Ms. Finard and Mr. Kahan will retire from the board of directors in May 2014.
  
- (f) Includes 10,000 shares that may be acquired upon the exercise of currently exercisable stock options and 247,222 shares that may be acquired upon the redemption of stock units.
  
- (g) Includes 10,000 shares that may be acquired upon the exercise of currently exercisable stock options and 73,720 shares that may be acquired upon the redemption of stock units.
  
- (h) Includes 276,972

restricted shares over which Ms. Hedgpeth has sole voting power but no dispositive power.

(i) Includes 385,375 restricted shares over which Mr. Jureller has sole voting power but no dispositive power.

(j) Includes 115,516 shares that may be acquired upon the redemption of stock units.

(k) Includes 712,701 restricted shares over which Mr. McCarthy has sole voting power but no dispositive power and 17,719 shares held in a 401(k) plan.

(l)



Includes  
369,135  
restricted  
shares over  
which Ms.  
McKenney  
has sole  
voting  
power but  
no  
dispositive  
power.

(m) Includes  
68,793  
shares that  
may be  
acquired  
upon the  
redemption  
of stock  
units.

(n) Consists of  
13,741  
shares that  
may be  
acquired  
upon the  
redemption  
of stock  
units.

(o) Includes  
5,000  
shares that  
may be  
acquired  
upon the  
exercise of  
currently  
exercisable  
stock  
options and  
146,016  
shares that  
may be  
acquired  
upon the  
redemption  
of stock

units.

(p) Consists of 10,000 shares that may be acquired upon the exercise of currently exercisable stock options, 157,278 shares that may be acquired upon the redemption of stock units, 7,400 shares held in a family trust and 4,000 shares held in a retirement account by her spouse.

(q) Includes 10,000 shares that may be acquired upon the exercise of currently exercisable stock options and 68,793 shares that may be acquired upon the redemption of stock units.

- (r) Mr. Shassian left the Company on March 31, 2014.
  
- (s) Consists of 10,000 shares that may be acquired upon the exercise of currently exercisable stock options, 184,333 shares that may be acquired upon the redemption of stock units and 70,000 shares held in the Myron A. Wick, III Trust U/A/D 2/21/56.
  
- (t) Includes 1,974,861 restricted shares over which Mrs. Wilderotter has sole voting power but no dispositive power and 2,099,625 shares held by a family trust.

- (u) Includes 4,053,033 restricted shares over which executive officers have sole voting power but no dispositive power, 75,000 shares that may be acquired pursuant to the exercise of currently exercisable stock options by directors, 10,000 shares that may be acquired pursuant to the exercise of currently exercisable stock options by executive officers and 1,291,540 shares that may be acquired upon the redemption of stock units.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and officers, and persons who beneficially own more than 10% of our common stock, to file reports of ownership and changes in ownership with the SEC. Such directors, officers and greater than 10% stockholders are also required to furnish us with copies of all such filed reports.

Based solely upon a review of the copies of such reports furnished to us, or representations that no reports were required, we believe that during the year ended December 31, 2013, all persons subject to the reporting requirements of Section 16(a) filed the required reports on a timely basis, with the exception of one report by Mr. Jureller. Mr. Jureller was granted a sign-on award of 150,000 shares of restricted stock on February 27, 2013. A Form 4 to report the grant was not timely filed. The Form 4 was subsequently filed to report the grant. The grant was timely reported on a Current Report on Form 8-K.

**ELECTION OF DIRECTORS**  
**( Item 1 on the Proxy Card)**

At the meeting, 11 directors are to be elected to serve until the next annual meeting or until their successors have been elected and qualified. Each of the following nominees, other than Daniel J. McCarthy, is currently serving as a director. Directors will be elected by a majority of the votes of the holders of shares of common stock present in person or represented by proxy at the meeting and entitled to vote at the meeting.

The persons named in the enclosed form of proxy have advised that, unless contrary instructions are received, they intend to vote **FOR** the 11 nominees named by the board of directors and listed on the following table. In case any of these nominees should become unavailable for any reason, the persons named in the enclosed form of proxy have advised that they will vote for such substitute nominees as the board of directors may propose. Since last year's annual meeting, the board of directors elected Virginia P. Rueterholz, effective July 31, 2013, to fill a vacancy on the board. Jeri B. Finard, who served as a director since December 2005, and James S. Kahan, who served as a director since May 2011, will retire in May 2014 and not stand for re-election.

**Name and Present Position, if any, with the Company**

**Age, Period Served as Director, Other Business Experience during the Last Five Years and Family Relationships, if any**

Leroy T. Barnes, Jr.	Mr. Barnes, 62, has served as a Director since May 2005. Prior to his retirement, he was Vice President and Treasurer of PG&E Corp., a holding company for energy-based businesses, from 2001 to 2005 and Vice President and Treasurer of Gap Inc., a clothing retailer, from 1997 to 2001. Mr. Barnes has been a Director of The McClatchy Company since September 2000, a Director of Herbalife Ltd. since December 2004 and a Director of Principal Funds, Inc. and Principal Variable Contracts, Inc. since March 2012. He was a Director of Longs Drugs Stores Corporation from February 2002 to October 2008.
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Mr. Barnes is a skilled financial leader with an extensive background in finance and treasury from his career as treasurer of several public companies, including the Gap and PG&E. Mr. Barnes' experiences have provided him with a wealth of knowledge in dealing with complex financial issues and an understanding of financial strategy in challenging economic environments. Mr. Barnes also has extensive experience serving on public company audit, nominating, governance and pension committees which he can bring to bear as a member of our board and committees.

Peter C.B. Bynoe	Mr. Bynoe, 63, has served as a Director since October 2007. Since September 2013, Mr. Bynoe has served as Chief Executive Officer of Rewards Network Inc. Mr. Bynoe also serves as a Senior Counsel in the Chicago office of the international law firm DLA Piper US LLP, a position he has held since January 2008. From February 2008 until September 2013, he was associated with Loop Capital Markets LLP, most recently as a partner. From March 1995 until December 2007, Mr. Bynoe was a senior Partner at DLA Piper US LLP and served on its Executive Committee. He is also Chairman of Telemat Ltd., a business consulting firm that he founded in 1982. Mr. Bynoe has been a Director of Covanta Holding Corporation since July 2004 and a Director of Signature Group Holdings, Inc. since July 2013. He was a Director of Rewards Network Inc. from 2003 to May 2008.
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Mr. Bynoe brings a varied business, legal and public policy background to the board. Mr. Bynoe served as the Executive Director of the Illinois Sports Facilities Authority, a joint venture of the City of Chicago and State of Illinois created to develop the new Comiskey Park for the Chicago White Sox and was Managing General Partner of the National Basketball Association's Denver Nuggets. Mr. Bynoe also served as a

**Name and Present Position, if any, with the Company**

**Age, Period Served as Director, Other Business Experience during the Last Five Years and Family Relationships, if any**

consultant to the Atlanta Fulton County Recreation Authority and the Atlanta Committee to Organize the Olympic Games in preparation for the 1996 Summer Olympic Games. Mr. Bynoe also has experience serving on boards of directors of public companies, including as a nominating and governance committee member and chair and as a compensation committee member.

Edward Fraioli

Mr. Fraioli, 67, has served as a Director since July 2010 following his retirement from Ernst & Young LLP, a public accounting firm, where he had been a partner since 1983. Since that time, he has served as a business consultant to other companies. He had served as Professional Practice Director for Ernst & Young's Private Equity practice from 2008 to July 2010, where he was responsible for support of engagement teams on accounting and auditing matters. From 2005 through 2008, Mr. Fraioli served as Ernst & Young's Global Vice Chairman for Independence matters within Global Quality and Risk Management, where he was responsible for the Ernst & Young's global independence organization. Prior to 2005, he served as lead audit partner on a number of public and global companies.

Mr. Fraioli was with Ernst & Young for over 35 years. As such, his public accounting and financial expertise provides the board with a valuable resource.

Daniel J. McCarthy

Mr. McCarthy, 49, is a nominee for Director. He has been with the Company since December 1990. He is currently President and Chief Operating Officer. Previously, he was Executive Vice President and Chief Operating Officer from January 2006 to April 2012 and Senior Vice President, Field Operations from December 2004 to December 2005. Prior to that, he was Senior Vice President, Broadband Operations from January 2004 to December 2004, President and Chief Operating Officer of Electric Lightwave from January 2002 to December 2004, President and Chief Operating Officer, Public Services Sector from November 2001 to January 2002, Vice President and Chief Operating Officer, Public Services Sector from March 2001 to November 2001 and Vice President, Citizens Arizona Energy from April 1998 to March 2001.

Mr. McCarthy serves as the Company's President and Chief Operating Officer and has been with the Company for over 23 years in positions of increasing responsibility. He has extensive knowledge of all aspects of the Company, including operations and networks as well as strategic planning, financial reporting, the competitive environment, mergers and acquisitions, and regulatory affairs. He is also involved in public relations, marketing issues and information technology. His experience and leadership will be crucial assets to board deliberations and decision-making. Mr. McCarthy also serves as a Trustee of The Committee for Economic Development, a nonprofit, nonpartisan, business-led, public policy organization, and Sacred Heart University in Fairfield, Connecticut.

Pamela D.A. Reeve

Ms. Reeve, 64, has served as a Director since July 2010. She has served as a Director of American Tower Corporation since March 2002 and serves as the Lead Director and a member of the compensation and nominating and corporate governance committees of the American Tower board. Ms. Reeve has also served as a Director of Sonus Networks, Inc. since September 2013. From November 1989 to August





**Name and Present Position, if any, with the Company**

**Age, Period Served as Director, Other Business Experience during the Last Five Years and Family Relationships, if any**

2004, Ms. Reeve was a Director of Lightbridge, Inc., a global provider of mobile business software and technology solutions, offering products and services for the wireless telecommunications industry, where she held various executive positions, including President and Chief Executive Officer. Ms. Reeve served on the board of directors of LiveWire Mobile, Inc. from 1997 until November 2009.

Ms. Reeve has leadership, operational and financial expertise, particularly in the communications and technologies industries, and has extensive corporate governance experience, having served on public company audit, compensation and nominating and corporate governance committees.

Virginia P. Ruesterholz

Ms. Ruesterholz, 52, has served as a director since August 2013. She has also served as a Director of The Hartford Financial Services Group, Inc. since May 2013. From January to July 2012, Ms. Ruesterholz was an Executive Vice President of Verizon Communications. She was President of Verizon Services Operations, a global business unit that operates Verizon's wireline networks and shared service operations, from 2009 to 2011. During her 28 year career with Verizon and its predecessors, Ms. Ruesterholz held various executive positions, including President of Verizon Telecom, President of Verizon Partner Solutions, President of Verizon Wholesale Markets and roles in regional operations and operations assurance. She also serves as Chairman of the Board of Trustees of Stevens Institute of Technology.

Ms. Ruesterholz's extensive senior leadership experience at Verizon, a global communications organization, positions her well to advise the Board and senior management on a wide range of strategic, operational and financial matters. She is able to provide insights into many aspects of the Company's business including sales, customer service, operational and risk management, and information technology.

Howard L. Schrott

Mr. Schrott, 59, has served as a Director since July 2005. Since February 2006, Mr. Schrott has been a Principal in Schrott Consulting, a management consulting firm. Prior to that time, he was Chief Financial Officer of Liberty Corporation, a television broadcaster, from 2001 to February 2006. Mr. Schrott has been a Director of Media General, Inc. since November 2013 and was a Director of Time Warner Telecom Holdings Inc. from 2004 to 2006.

Mr. Schrott brings a wealth of financial and operational experience to the board, having served as the Chief Financial Officer of three different companies in the media and technology space spanning 15 years and running his own management consulting firm. He serves on the board of Media General, Inc. and previously served as the chairman of the audit committee of Time Warner Telecom Holdings Inc. In addition, Mr. Schrott serves on the board of directors of Gannaway Web Holding, LLC, and previously served on the board of directors or was an advisor to the board of directors of several private companies involved in media and technology, including Wide Orbit, Inc., Weather Central Holdings, Inc., New Young Broadcasting Holding Company, Inc. and Maverick Media, LLC. Mr. Schrott also serves as a trustee of Butler University and the Indiana Historical Society.



**Name and Present Position, if any, with the Company**

**Age, Period Served as Director, Other Business Experience during the Last Five Years and Family Relationships, if any**

Lorraine D. Segil Ms. Segil, 65, has served as a Director since March 2005. Ms. Segil has been Chief Executive Officer of Lorraine Segil Inc. (formerly Lorraine Segil Productions, Inc.) since 1987 and of Little Farm Company, an agricultural holding company, since 2009. She also consults with entrepreneurial companies on global strategy, general management and operations. Ms. Segil has been a senior research fellow at the IC2 Institute at the University of Texas, Austin since 1991, a member of the Price Center Entrepreneurs Board of Advisors for the UCLA Anderson School of Management since 1991 and a member of the board of LARTA, the Los Angeles Technology Alliance from 1994 to 2008. From January 2009 to December 2010, Ms. Segil served on the board of the Strategic Alliances Advisory Group for the Tropical Diseases Research (TDR) Group of the World Health Organization in Geneva, Switzerland. From 2003 until December 2006, Ms. Segil was a Partner of Vantage Partners, a strategic alliances and conflict resolution firm. Ms. Segil was a Partner and Co-Founder of The Lared Group, a strategic alliances group, until its acquisition by Vantage in 2003.

Ms. Segil has extensive experience in the area of strategic alliances. Ms. Segil's unique experience is a valuable asset to the board, particularly in light of the acquisition activity engaged in by the Company over the past several years.

Mark Shapiro

Mr. Shapiro, 43, has served as a Director since July 2010. Mr. Shapiro has served as an Executive Producer of Dick Clark Productions since October 2012. Previously, he served as Chief Executive Officer and an Executive Producer of Dick Clark Productions since May 2010. Prior to that, he served as a Director, President and Chief Executive Officer of Six Flags, Inc., a theme park company, from December 2005 until May 2010. Six Flags filed a voluntary petition to restructure its debt obligations under chapter 11 of the United States Bankruptcy Code in June 2009 and emerged from chapter 11 in May 2010. Prior to joining Six Flags in 2005, Mr. Shapiro spent 12 years at ESPN, Inc., where he served as Executive Vice President, Programming and Production and in various other capacities for both ESPN and ABC Sports. Mr. Shapiro has served as a Director of Live Nation Entertainment, Inc. since November 2008, a trustee of Equity Residential since January 2010, a Director of Papa John's International, Inc. since February 2011 and a member of the Advisory Board of Mandalay Digital Group Inc. since June 2011. Mr. Shapiro is also Chairman of two privately held companies, Captivate Network and Red Zebra Broadcasting.

Coupling his board service with experience in executive-level positions at large organizations facing complex business challenges, Mr. Shapiro brings business acumen and front-line operations know-how to many of the issues and challenges facing public companies, along with innovation and critical insight in the areas of content creation, marketing and branding.

Myron A. Wick, III

Mr. Wick, 70, has served as a Director since March 2005. Mr. Wick is a business consultant. He is also Chairman of the Board of Directors of Horizon Fuel Cell Technology, Inc. and a member of the Advisory Board of WorldVentures Marketing. He was Managing Director of McGettigan & Wick, Co., an investment banking firm, from 1988 to



**Name and Present Position, if any, with the Company**

**Age, Period Served as Director, Other Business Experience during the Last Five Years and Family Relationships, if any**

2009 and a Principal of Proactive Partners, L.P., a merchant banking fund, from 1989 to 2010. Mr. Wick was Director General of Hola Television Group, a private Spanish media company, from September 2009 to January 2012 and a Director of Modtech Holdings, Inc. from 1994 to 2008.

Mr. Wick has over two decades of investment banking experience with an extensive knowledge of operational and financial transactions. Mr. Wick has served as chairman, chief executive officer and chief operating officer of a variety of enterprises spanning aquaculture, biotech, education, television broadcasting and investment banking. Mr. Wick is a co-founder of an investment banking firm that provides financial services to small private and public companies and a merchant banking fund, investing in and providing advisory services to micro cap public companies. Mr. Wick's background provides the board with an experienced director during a time of significant acquisition activity by the Company. He also has experience serving on the boards of directors of public companies, including as an audit and compensation committee member, and as the Company's Lead Director from 2006 to 2013.

Mary Agnes Wilderotter, Chairman of the Board and Chief Executive Officer

Mrs. Wilderotter, 59, has served as a Director since September 2004. She has served as our Chief Executive Officer since November 2004 and as our Chairman of the Board since December 2005. She also served as President until April 2012. Prior to joining our company, she was Senior Vice President World Wide Public Sector of Microsoft Corp. from February 2004 to November 2004 and Senior Vice President Worldwide Business Strategy of Microsoft Corp. from 2002 to 2004. From 1997 to 2002, she was President and Chief Executive Officer of Wink Communications, an interactive telecommunications and media company. Mrs. Wilderotter has been a Director of Xerox Corporation since May 2006 and a Director of The Procter & Gamble Company since August 2009. She was a Director of The McClatchy Company from January 2001 to August 2007 and a Director of Yahoo!, Inc. from July 2007 to December 2009.

Mrs. Wilderotter serves as the Company's Chairman of the Board and Chief Executive Officer and is a 30-year veteran of the cable and communications and information technology industries. She is a recognized leader in these fields and has been selected as one of Fortune magazine's 50 Most Powerful Women in Business in each year since 2009 and among The Financial Times' Top 50 Women in World Business in 2011. In October 2012, President Obama appointed her as Chair of the President's National Security Telecommunications Advisory Committee. The designation follows her service as Vice Chair from October of 2010 to 2012. Her career has given her in-depth knowledge and placed her in leadership positions of companies at the convergence of communications and information technology. Early in her career at Cabledata (now DST), she ran the largest management information systems and billing company in the cable industry. Thereafter, she was Regional President managing McCaw Cellular Communications' California, Nevada, and Hawaii regions and then Senior Vice President of McCaw. Following McCaw's



**Name and  
Present  
Position,  
if any, with  
the  
Company**

**Age, Period Served as Director, Other Business Experience  
during the Last Five Years and Family Relationships, if any**

acquisition by AT&T, she was Chief Executive Officer of AT&T's Aviation Communications Division and later Executive Vice President of National Operations for AT&T Wireless Services, Inc. After seven years in the wireless industry, Mrs. Wilderotter became President and CEO of Wink Communications, which provided cable operators with a cost-effective technology to deliver interactive television services. After taking Wink public and negotiating its sale to Liberty Media, Mrs. Wilderotter joined Microsoft in 2002 as Senior Vice President World Wide Public Sector and Senior Vice President Worldwide Business Strategy. During her career, Mrs. Wilderotter has sat on the boards of numerous public companies and now serves on the boards of Procter & Gamble and Xerox Corporation. Her board experience includes chair and membership on audit committees; chair and membership on compensation committees; and membership on finance committees and governance and public responsibility committees. Mrs. Wilderotter's industry and leadership experience provides the board with industry knowledge, vision, innovation and strategy.

The board of directors recommends that you vote **FOR** the election of all nominees for director.



**RETIRING DIRECTORS**

The following persons are currently serving as directors, but are retiring in May 2014 and are not standing for re-election:

**Name and Present Position, if any, with the Company**

**Age, Period Served as Director, Other Business Experience during the Last Five Years and Family Relationships, if any**

Jeri B. Finard Ms. Finard, 54, has served as a Director since December 2005. She has served as President NA of Godiva Chocolatier since August 2012. Ms. Finard was Global Brand President of Avon Products, Inc., a global beauty products company, from December 2008 to January 2012. Prior to Avon, Ms. Finard was an executive of Kraft Foods, Inc., a manufacturer and marketer of packaged foods and beverages, where she spent over twenty years, serving in Division President roles of complex portfolios, and most recently, as Executive Vice President and Global Chief Marketing Officer from April 2006 to May 2007.

Ms. Finard has extensive experience in leading large organizations from her career in general management at Godiva, Kraft Foods and Avon. Her marketing and business acumen honed in consumer-facing companies bring a unique customer perspective to the board as the Company seeks to compete in an increasingly competitive environment while always putting the customer first.

James S. Kahan Mr. Kahan, 66, has served as a Director since May 2011. He was an executive of AT&T Inc. (formerly SBC Communications Inc.), where he spent nearly 38 years (including years spent at other Bell System affiliates), most recently as Senior Executive Vice President of Corporate Development from July 1993 until his retirement in June 2007. Mr. Kahan has been a Director of Amdocs Limited since April 1998 and a Director of Live Nation Entertainment, Inc. since September 2007.

Mr. Kahan has over three decades of increasing levels of responsibility at telecommunications companies, including AT&T, Western Electric, Bell Laboratories, South Central Bell and Southwestern Bell Telephone. At AT&T and SBC, he oversaw approximately \$300 billion of acquisitions, including the acquisitions of Pacific Telesis (1997), Southern New England Telecommunications (1998), Ameritech (1999) and the former AT&T Corp. (2005), as well as Cingular Wireless acquisition of AT&T Wireless (2004). He was also responsible for AT&T's acquisition of BellSouth Corp. in 2006. Mr. Kahan also brings experience serving on boards of directors of public companies, including as a compensation committee chair, audit committee member and nominating and corporate governance committee member.

**DIRECTOR COMPENSATION**

The following table sets forth compensation information for 2013 for each person who served as a non-employee member of our board of directors during 2013. Mary Agnes Wilderotter, our Chairman and Chief Executive Officer, is not included in this table as she is an employee of the Company and thus receives no compensation for her services as a director. The compensation received by Mrs. Wilderotter as an employee of the Company is shown in the Summary Compensation Table elsewhere in this proxy statement.

**2013 Director Compensation**

<b>Name</b>	<b>Fees Earned or Paid in Cash</b>	<b>Stock Awards (1)</b>	<b>Total</b>
Leroy T. Barnes, Jr.	\$ 81,563	\$ 88,600	\$ 170,163
Peter C.B. Bynoe	\$ 90,000	\$ 88,600	\$ 178,600
Jeri B. Finard (2)		\$ 177,200	\$ 177,200
Edward Fraioli	\$ 78,750	\$ 103,673	\$ 182,423
James S. Kahan (2)		\$ 177,200	\$ 177,200
Pamela D.A. Reeve	\$ 98,750	\$ 88,600	\$ 187,350
Virginia P. Ruesterholz	\$ 35,000	\$ 37,153	\$ 72,153
Howard L. Schrott	\$ 100,000	\$ 88,600	\$ 188,600
Lorraine D. Segil	\$ 78,750	\$ 88,600	\$ 167,350
Mark Shapiro	\$ 78,750	\$ 88,600	\$ 167,350
Myron A. Wick, III	\$ 78,750	\$ 103,232	\$ 181,982

(1) The amounts shown in this column represent the grant date fair value in accordance with Financial Accounting Standards Board ASC Topic 718 ( Topic 718 ) of the stock units granted to directors in 2013. For a discussion of valuation assumptions,

see Note 11 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2013.

Dividends are paid on stock units held by directors at the same rate and at the same time as we pay dividends on shares of our common stock. No above-market or preferential dividends were paid with respect to any stock units.

Dividends on stock units are paid in the form of additional stock units.

The following table sets forth the aggregate number of stock options held by directors at year-end.

**Name**

**Number of  
Stock Options  
Held at  
Year-End**

Leroy T. Barnes, Jr.	10,000
Peter C.B. Bynoe	10,000
Jeri B. Finard	10,000
Edward Fraioli	10,000
James S. Kahan	
Pamela D.A. Reeve	
Virginia P. Ruesterholz	
Howard L. Schrott	5,000
Lorraine D. Segil	10,000
Mark Shapiro	10,000
Myron A. Wick, III	10,000

- (2) Ms. Finard and Mr. Kahan will retire from the board of directors in May 2014.

**Non-Employee Director Compensation Program**

Directors who are also our employees receive no remuneration for service as a member of our board of directors or any committee of the board. Prior to October 1, 2013, each non-employee director was entitled to receive an annual retainer of (1) \$75,000 in cash, which he or she may elect to receive in the form of stock units, as described below, and (2) \$75,000 in the form of stock units, in each case payable in advance in quarterly installments on the first business day of each quarter. In addition, the Lead Director, the chair of the Audit Committee and the chair of the Compensation Committee each received an additional annual cash stipend of \$20,000, the chair of the Nominating and Corporate Governance Committee received an additional annual cash stipend of \$10,000 and the chair of the Retirement Plan Committee received an additional annual

cash stipend of \$7,500, which in each case he or she had the right to elect to receive in the form of stock units. The annual stipend paid to the Lead Director and each of the committee chairs was payable in arrears in equal quarterly installments on the last business day of each quarter. Each director was required to irrevocably elect by December 31 of the prior year whether to receive the cash portion of his or her retainer and/or his or her stipend in stock units.

In 2013, Fredric W. Cook & Co., Inc., the Compensation Committee's independent executive compensation consultant, was engaged by the Compensation Committee to conduct a review of the non-employee director compensation program. After considering Cook's findings, the Compensation Committee recommended, and the full board of directors approved, a revised non-employee director compensation program as follows. Beginning October 1, 2013, each non-employee director is entitled to receive an annual retainer of (1) \$90,000 in cash, which he or she may elect to receive in the form of stock units, as described below, and (2) \$90,000 in the form of stock units, in each case payable in advance in quarterly installments on the first business day of each quarter. In addition, the Lead Director and the chair of the Audit Committee each receives an additional annual cash stipend of \$25,000, the chair of the Compensation Committee receives an additional annual cash stipend of \$20,000, the chair of the Nominating and Corporate Governance Committee receives an additional annual cash stipend of \$15,000 and the chair of the Retirement Plan Committee receives an additional annual cash stipend of \$10,000, which in each case he or she may elect to receive in the form of stock units. The annual stipend paid to the Lead Director and each of the committee chairs is payable in arrears in equal quarterly installments on the last business day of each quarter. Each director is required to irrevocably elect by December 31 of the prior year whether to receive the cash portion of his or her retainer and/or his or her stipend in stock units.

Stock units are issued under the Non-Employee Directors' Equity Incentive Plan (the "Directors Plan"). Prior to the adoption of the Directors Plan on May 25, 2006, stock units were issued under the Non-Employee Directors' Deferred Fee Equity Plan (the "Predecessor Plan"). Directors are also entitled to reimbursement for reasonable expenses they incur in connection with meetings of the board of directors they attend in person.

Prior to October 1, 2010, upon commencement of services as a director, each non-employee director was granted options to purchase 10,000 shares of common stock at an exercise price equal to the closing price of our common stock on the date the director was elected to the board. The option grants were made under the Directors Plan and prior to adoption of the Directors Plan, under our Amended and Restated 2000 Equity Incentive Plan. These options became exercisable six months after the grant date and expire on the tenth anniversary of the grant date or, if earlier, on the first anniversary of a director's termination of service with respect to options granted after May 25, 2006. Since October 1, 2010, directors are no longer eligible to receive stock option grants upon joining the board.

In addition, each member of the board of directors and his or her spouse is eligible to participate in our medical, dental and vision plans at the same contribution rates as our management employees. Retired directors and their spouses who were participating in these plans at the time of their retirement from our board may continue to participate in the plans, but generally are required to pay 100% of the cost. Commencing August 1, 2015, neither active nor retired directors will be eligible to participate in our medical, dental or vision plans.

Stock units are credited in an amount that is equal to the cash payment the director otherwise would have received, based upon a formula where the cash payment amount is the numerator and the "Initial Market Value" of our common stock is the denominator. The Initial Market Value is equal to the closing price of the common stock on the grant date of the units. Prior to October 1, 2013, the Initial Market Value was equal to 85% of the closing price of the common stock on the grant date of the units. Stock units for fees and stipends are earned quarterly and credited to the director's account on the last business day of the quarter in which the fees and stipends are earned; stock units for the retainer are earned quarterly and credited to the director's account on the first business day of the quarter in which the retainer is earned. We hold all stock units until a director's termination of service, at which time the units are redeemable, at the director's election, in either cash or in shares of our common stock.

Ms. Finard and Mr. Kahan will retire from the board of directors in May 2014. Upon their retirement, they will each receive cash or shares of company common stock, depending upon their individual elections at the time of their retirements, in settlement of their stock unit accounts.

## CORPORATE GOVERNANCE

We maintain corporate governance policies and practices that reflect what the board of directors believes are best practices, as well as those that we are required to comply with pursuant to the Sarbanes-Oxley Act of 2002 and the rules of the SEC and the NASDAQ Stock Market ( NASDAQ ) on which our common stock has been listed since December 16, 2011. Our common stock was previously listed on the New York Stock Exchange. A copy of our Corporate Governance Guidelines is available upon request to our Secretary, or may be viewed or downloaded from the Investor Relations page of our website, [www.frontier.com](http://www.frontier.com).

### Leadership Structure

Our Corporate Governance Guidelines provide that we will have a Chairman who will chair board meetings and perform such other duties as set forth in our charter and in the Corporate Governance Guidelines or as are otherwise assigned to him or her by the board. The Chairman and the CEO may be the same person; however, the board may separate these two positions if it deems it to be in the best interests of our company and our stockholders to do so. The Corporate Governance Guidelines provide for a Lead Director if the Chairman and CEO is the same person and the Lead Director will perform such duties as are assigned to him or her by the independent directors, including those set forth below. The independent directors as a group, acting through a resolution approved by a majority of all independent directors, will determine, based upon the recommendation of the Nominating and Corporate Governance Committee, which one of the independent directors will serve as Lead Director. A director must have served on the board for a minimum of one year in order to be eligible to be a Lead Director. At any time when the Chairman is an independent director, the Chairman can be the Lead Director if the independent directors, acting through a resolution approved by a majority of all independent directors, determine to have a Lead Director under such circumstances.

As set forth in our Corporate Governance Guidelines, the Lead Director will:

preside at all meetings of non-management directors (including those to be attended only by independent directors) and meetings of the board where the Chairman is not present;

coordinate the flow of information to and among independent and other non-management directors and review and approve

information sent  
to the board by  
the  
Chairman/CEO  
or management of  
our company;

review and  
approve all board  
meeting agendas;

periodically  
solicit from  
independent and  
other  
non-management  
directors  
comments or  
suggestions  
related to board  
operations,  
including the  
flow of  
information to  
directors, the  
setting of meeting  
agendas and the  
establishment of  
the schedule of  
board meetings,  
and communicate  
those suggestions  
to the  
Chairman/CEO.

The Lead  
Director will also  
seek to ensure  
that there is (a) an  
efficient and  
adequate flow of  
information to the  
independent and  
other  
non-management  
directors; (b)  
adequate time for  
the independent  
and other  
non-management  
directors to  
consider all



matters presented to them for action; and (c) appropriate attention paid to all matters subject to oversight and actions by the independent and other non-management directors;

serve as the liaison between the independent and other non-management directors and the Chairman/CEO and as the representative of the independent and other non-management directors in communications with the Chairman and management outside of regular board meetings;

serve as liaison and provide direction to advisers and consultants retained by the independent and other non-management directors;

have the authority to call meetings of non-management directors (including those to be attended

only by  
independent  
directors) when  
appropriate; and

be available for  
consultation and  
direct  
communication  
with major  
stockholders of  
our company if  
requested by any  
such stockholder  
in accordance  
with the  
Corporate  
Governance  
Guidelines.

Mary Agnes Wilderotter currently serves as our Chairman of the Board and Chief Executive Officer and Howard L. Schrott currently serves as our Lead Director. The board of directors has given careful consideration to separating the roles of Chairman and Chief Executive Officer and has determined that our company and our stockholders are best served at this time by having Mrs. Wilderotter serve as both Chairman and Chief Executive Officer. The board of directors believes that our Chief Executive Officer is best situated to serve as

Chairman because she is the director most familiar with our company's business and industry, and most capable of effectively identifying strategic priorities and leading the discussion and execution of strategy. Independent directors and management have different perspectives and roles in strategy development. Our independent directors bring experience, oversight and expertise from outside the Company and industry. The board of directors also believes that the combined role of Chairman and Chief Executive Officer promotes information flow between management and the board of directors and strikes the appropriate balance between strategy development and independent oversight of management, which are essential to effective governance.

### **Director Independence**

The board of directors is required to affirmatively determine that a majority of our directors is independent under NASDAQ listing standards. The board of directors undertakes an annual review of director independence. As a result of this review, the board of directors affirmatively determined that, other than Mrs. Wilderotter and Mr. McCarthy, our director nominee and President and Chief Operating Officer, all of the current directors are independent under NASDAQ rules. In determining director independence, the board of directors reviewed not only relationships between the director and our company, but also relationships between our company and the organizations with which the director is affiliated. After considering the relevant facts and circumstances, the board of directors determined that none of these individuals has a material relationship with our company (either directly or as a partner, shareholder or officer of an organization that has a relationship with our company), other than as a director of our company, and that each of these directors is free from any relationship with our company that would impair the director's ability to exercise independent judgment. The board determined that the following relationships are not material and therefore do not affect the independence determination: Ms. Segil is a director of two charitable organizations, Women In America and Committee of 200 Women CEOs. In 2013, the Company made an immaterial donation to Women In America and paid an immaterial amount of dues to Committee of 200 Women CEOs.

### **Risk Management and Board Oversight**

Management is responsible for the Company's risk management activities, including the annual enterprise risk management (ERM) process which is jointly administered by our Chief Financial Officer and Vice President, Internal Audit. The ERM process entails having each member of senior management and their direct reports participate in an annual identification, assessment and evaluation of risks. The individual risks are aggregated across the Company to help management determine our enterprise level risks. For each such risk, one or more mitigation strategies are developed and implemented to minimize that risk. During the course of the year, periodic monitoring, self-assessment and reporting to the Audit Committee are performed by senior management to:

- Update the trending of each risk compared to the latest annual ERM review;

- Identify/consider new and emerging risks;

- Assess the implementation status/effectiveness for each mitigation strategy; and

Identify changes to mitigation strategies, if necessary.

Our Corporate Governance Guidelines specify that the board of directors maintains overall responsibility for risk management oversight and may delegate a portion of that responsibility to specific board committees to enhance the effectiveness of their review. The board of directors has delegated the review and monitoring of risk management exposures, guidelines and policies, as well as the ERM process, to the Audit Committee, as set forth in the Audit Committee Charter.

### **Meetings of the Board of Directors**

In 2013, the board of directors held 16 meetings (and took action on five other occasions) and committees of the board held 19 meetings, for a total of 35 meetings. Average attendance at these meetings by members of the board in 2013 exceeded 92%. Each incumbent director, other than Ms. Rueterholz, attended at least 75% of the aggregate of these board meetings and the total number of meetings held by all committees of the board on which he or she served. Ms. Rueterholz, who joined the board in August 2013 after the 2013 board schedule had been finalized, attended 73% of the 2013 meetings she was required to attend during the period

that she served as a director. She was unable to attend several meetings on one day due to commitments made prior to her election to the board. It is our policy that the directors attend the annual meeting of stockholders. All of the directors who were members of the board of directors at the time of last year's annual meeting of stockholders attended that meeting.

### **Committees of the Board**

The board of directors has four standing committees: Audit, Compensation, Nominating and Corporate Governance, and Retirement Plan.

*Audit Committee.* The Audit Committee is composed of four independent directors and operates under a written charter adopted by the board of directors. A copy of the Audit Committee Charter is available upon request to our Secretary, or may be viewed or downloaded from the Investor Relations page of our website, [www.frontier.com](http://www.frontier.com). The Audit Committee currently consists of Mr. Fraioli, as Chair, and Mr. Barnes, Mr. Kahan and Mr. Schrott. Each member of the Audit Committee meets the financial literacy requirements of the NASDAQ Listing Rules. In addition, the board of directors has determined that each of Messrs. Barnes, Fraioli, Kahan and Schrott meets the standard of an audit committee financial expert under the rules of the SEC. Mr. Barnes is a member of four public company audit committees, including our Audit Committee. We do not limit the number of audit committees on which our Audit Committee members may serve. However, our board of directors considered Mr. Barnes' ability to serve on the Audit Committee and determined that his service on the other audit committees would not impair his ability to effectively serve on our Audit Committee. The Audit Committee met seven times in 2013.

The Audit Committee selects our independent registered public accounting firm. Management is responsible for our internal controls and financial reporting process. The Audit Committee assists the board of directors in undertaking and fulfilling its responsibilities in monitoring (i) the integrity of our consolidated financial statements, (ii) our compliance with legal and regulatory requirements, (iii) the qualifications of our internal auditors and the independence and qualifications of our independent registered public accounting firm and (iv) the performance of our internal audit function and independent registered public accounting firm.

In accordance with the Sarbanes-Oxley Act of 2002, the rules of the SEC and the Audit Committee Charter, the Audit Committee pre-approves all auditing and permissible non-auditing services that will be provided by KPMG LLP, our independent registered public accounting firm.

In accordance with the rules of the SEC, the Audit Committee has established procedures to receive, retain and treat complaints received regarding accounting, internal accounting controls or auditing matters and to allow for the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

*Compensation Committee.* The Compensation Committee is composed of five independent directors and operates under a written charter adopted by the board of directors. A copy of the Compensation Committee Charter is available upon request to our Secretary, or may be viewed or downloaded from the Investor Relations page of our website, [www.frontier.com](http://www.frontier.com). Each member of the Compensation Committee is an outside director under Section 162(m) of the Internal Revenue Code and a non-employee director for purposes of Rule 16b-3 of the Securities Exchange Act of 1934. The Compensation Committee reviews our general compensation strategies; acts as the committee for our incentive compensation plans; and reviews and approves compensation for the Chief Executive Officer and other executive officers. The Compensation Committee also oversees and approves compensation policy and incentive plan design, costs and administration. The Compensation Committee, which met six times and took action on five other occasions in 2013, currently consists of Ms. Reeve, as Chair, and Mr. Bynoe, Ms. Ruesterholz, Ms. Segil and Mr. Wick.

The Compensation Committee's responsibilities, which are set forth in its charter, include, among other duties, the responsibility to:

evaluate at least annually the performance of the CEO and other senior executives of the Company against corporate goals and objectives, determine and approve the compensation level (including any discretionary incentive awards) based on this evaluation, report, in the case of the CEO, on the same to the other non-management directors, and review, as appropriate, any agreement or understanding relating to the CEO's or such other senior executive's employment, incentive compensation, or other benefits based on this evaluation;

review periodically and recommend to the board, the compensation of all directors;

review the Company's incentive compensation plans and equity-based plans and recommend to the board changes in such plans as needed. The Committee has and shall exercise all authority of the board with respect to the administration of such plans; and

review and approve all grants of awards, including the award of shares or options to purchase shares, pursuant to our incentive and equity-based compensation plans.

The compensation for the other senior officers is determined by the Compensation Committee taking into account the recommendation of Mrs. Wilderotter.

The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee. The Compensation Committee engages compensation consultants from time to time to assist the Committee in evaluating the design and assessing the competitiveness of its executive compensation program and for individual benchmarking. For more detailed information on the role of compensation consultants, see *Compensation Discussion and Analysis*, *Roles and Responsibilities* and *Market and Peer Group Reviews* elsewhere in this proxy statement.

*Nominating and Corporate Governance Committee.* The Nominating and Corporate Governance Committee is composed of four independent directors and operates under a written charter adopted by the board of directors. A copy of the Nominating and Corporate Governance Committee Charter is available upon request to our Secretary, or may

be viewed or downloaded from the Investor Relations page of our website, [www.frontier.com](http://www.frontier.com). One of the committee's functions is to recommend candidates for election to the board of directors. The Nominating and Corporate Governance Committee uses a variety of means of identifying nominees for director, including recommendations from current board members and from stockholders. In determining whether to nominate a candidate, the Nominating and Corporate Governance Committee will consider the current composition and capabilities of serving board members, as well as additional capabilities considered necessary or desirable in light of our existing needs and then assess the need for new or additional members to provide those capabilities. In addition, the Nominating and Corporate Governance Committee takes a leadership role in shaping our corporate governance, including making recommendations on matters relating to the composition of the board of directors and its various committees and our Corporate Governance Guidelines. The Nominating and Corporate Governance Committee, which met three times in 2013 and took action on two other occasions, currently consists of Mr. Bynoe, as Chair, and Ms. Finard, Ms. Segil and Mr. Shapiro.

Stockholders may propose director candidates for consideration by the Nominating and Corporate Governance Committee. Any such recommendations should include the nominee's name and qualifications for membership to the board of directors and should be directed to our Secretary at the address of our principal executive offices. To nominate an individual for election at an annual stockholder meeting, the stockholder must give timely notice to our Secretary in accordance with our bylaws, which, in general, require that the notice be received by our Secretary not less than 90 days nor more than 120 days before the anniversary date of the immediately prior annual stockholders meeting, unless the annual meeting is moved by more than 30 days before or after the anniversary of the prior year's annual meeting, in which case the notice must be received not less than a reasonable time, as determined by our board, prior to the printing and mailing of proxy materials for the applicable annual meeting. The notice should include a description of the qualifications of the suggested nominee and any information that is required by the regulations of the SEC concerning the suggested nominee and his or her direct or indirect securities holdings or other interests in our company. See [Proposals by Stockholders](#) for the deadline for nominating persons for election as directors for the 2014 annual meeting.

Each candidate for nomination as a director, including each person recommended by stockholders, is evaluated in accordance with our Corporate Governance Guidelines. In addition, the board of directors has adopted guidelines to be used by the Nominating and Corporate Governance Committee in selecting candidates for membership to the board of directors. These guidelines set forth general criteria for selection, including that the background and qualifications of the directors, as a group, should be diverse, and a nominee should possess a depth of experience, knowledge and abilities that will enable him or her to assist the other directors in fulfilling the board's responsibilities to our company and our stockholders. In addition, a nominee must be willing to commit that he or she will comply with our director stock ownership guidelines, as discussed below. The guidelines also include the following special criteria for the selection of director nominees:



A nominee must have a reputation for integrity, honesty, fairness, responsibility, good judgment and high ethical standards.

A nominee should have broad experience at a senior, policy-making level in business, government, education, technology or public interest.

A nominee should have the ability to provide insights and practical wisdom based on the nominee's experience and expertise.

A nominee should have an understanding of a basic financial statement.

A nominee should comprehend the role of a public company director,

particularly the  
fiduciary  
obligation  
owed to our  
company and  
our  
stockholders.

A nominee  
should be  
committed to  
understanding  
our company  
and its industry  
and to spend  
the time  
necessary to  
function  
effectively as a  
director.

A nominee  
should neither  
have nor appear  
to have a  
conflict of  
interest that  
will impair the  
nominee's  
ability to fulfill  
his or her  
responsibilities  
as a director.

A nominee  
should be  
independent, as  
defined by the  
SEC and  
NASDAQ. To  
the extent  
permitted by  
applicable law  
and our bylaws,  
nominees who  
do not qualify  
as independent  
may be  
nominated  
when, in the  
opinion of the

Nominating  
and Corporate  
Governance  
Committee,  
such action is  
in our best  
interests.

Although we do not have a formal policy regarding board diversity, when evaluating candidates for nomination as a director, the Nominating and Corporate Governance Committee does consider diversity in its many forms, including among others, experience, skills, ethnicity, race and gender. We believe a diverse board, as so defined, provides for different points of view and robust debate among our board members and enhances the effectiveness of the board. We believe we have a very diverse board of directors, which includes one or more current and/or former CEOs, CFOs, investment bankers, experts in communications, marketing and strategy, auditors and business people and individuals of different race, gender, ethnicity and background.

Decisions regarding the renomination of directors for additional terms on the board of directors are governed by the general and specific criteria described above and by the Nominating and Corporate Governance Committee's evaluation of the directors' performance and contribution to the board. In addition, as a general rule, a non-employee director will not be renominated if he or she has served 15 years as a member of the board of directors. The Nominating and Corporate Governance Committee reserves the right to renominate any director regardless of the length of his or her service if, in the judgment of the Nominating and Corporate Governance Committee, such renomination is in our company's and our stockholders' best interests.

In February 2012, the board of directors approved revised stock ownership guidelines for non-management directors. Each non-management director is now expected to own shares of our common stock having a minimum value of five (5) times the cash portion of the annual non-management director retainer (which currently equates to \$450,000) by the later of February 15, 2017 and five years after joining the Board. Stock unit grants are counted for purposes of fulfilling this guideline.

*The information contained in this proxy statement with respect to the Audit Committee Charter, the Compensation Committee Charter, the Nominating and Corporate Governance Committee Charter and the independence of the non-management members of the board of directors shall not be deemed to be soliciting material or to be filed with the Securities and Exchange Commission, nor shall the information be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that we specifically incorporate it by reference in a filing.*

*Retirement Plan Committee.* The Retirement Plan Committee is composed of four independent directors and operates under a written charter adopted by the board of directors. A copy of the Retirement Plan Committee Charter is available upon request to our Secretary, or may be viewed or downloaded from the Investor Relations page of our website, [www.frontier.com](http://www.frontier.com). The Retirement Plan Committee oversees our company's retirement plans, including reviewing the investment strategies and asset performance of the plans, compliance with the plans and the overall quality of the asset managers, plan administrators and communications with employees. The Retirement Plan Committee, which met three times in 2013, currently consists of Mr. Wick, as Chair, and Mr. Barnes, Mr. Fraioli and Mr. Kahan.

## **Executive Sessions of the Board of Directors**

Our independent directors have regularly scheduled executive sessions in which they meet outside the presence of management. Howard L. Schrott has been elected as the Lead Director by our independent directors. Mr. Schrott presides at executive sessions of the board.

## **Communications with the Board of Directors**

Any stockholder or interested party who wishes to communicate with the board of directors or any specific director, including the Lead Director, any non-management director, the non-management directors as a group, any independent director or the independent directors as a group, may do so by writing to such director or directors at: Frontier Communications Corporation, Three High Ridge Park, Stamford, Connecticut 06905. This communication will be forwarded to the director or directors to whom it is addressed. This information regarding contacting the board of directors is also posted on the Investor Relations page of our website, [www.frontier.com](http://www.frontier.com).

## **Code of Business Conduct and Ethics**

We have a Code of Business Conduct and Ethics (the Code of Conduct) to which all employees, executive officers and directors, which for purposes of the Code of Conduct we collectively refer to as employees, are required to adhere in addressing the legal and ethical issues encountered in conducting their work. The Code of Conduct requires that all employees avoid conflicts of interest, comply with all laws and other legal requirements, conduct business in an honest and ethical manner, and otherwise act with integrity. Employees are required to report any conduct that they believe, in good faith, is an actual or apparent violation of the Code of Conduct and may do so anonymously by using our Ethics Hotline. Specific provisions applicable to our principal executive officer and senior financial officers are in the Specific Code of Business Conduct and Ethics Provisions for Certain Officers (the Executive Code). We disclose on our website any amendment to, or waiver of, any provision of our Code of Conduct or Executive Code that is required to be disclosed pursuant to securities laws. Copies of the Code of Conduct and the Executive Code are available upon request to our Secretary, or may be viewed or downloaded from the Investor Relations page of our website, [www.frontier.com](http://www.frontier.com).

## **Related Person Transactions Policy**

The board of directors adopted a policy addressing our procedures with respect to the review, approval and ratification of related person transactions that are required to be disclosed pursuant to SEC regulations. The policy provides that any transaction, arrangement or relationship, or series of similar transactions, in which we are involved, with a related person (as defined in the SEC regulations) who has or will have a direct or indirect material interest and which exceeds \$120,000 in the aggregate shall be subject to review, approval or ratification by the Nominating and Corporate Governance Committee. In its review of related person transactions, the Nominating and Corporate Governance Committee shall review the material facts and circumstances of the transaction and shall take into account certain factors, where appropriate, based on the particular facts and circumstances, including (i) the nature of the related person's interest in the transaction, (ii) the significance of the transaction to us and to the related person and (iii) whether the transaction is likely to impair the judgment of the related person to act in the best interest of our company.

No member of the Nominating and Corporate Governance Committee may participate in the review, approval or ratification of a transaction with respect to which he or she is a related person provided that such person can be counted for purposes of a quorum and shall provide such information with respect to the transaction as may be reasonably requested by other members of the committee or the board.

**EXECUTIVE COMPENSATION**

**Compensation Discussion and Analysis**

This section provides information regarding the 2013 compensation program in place for our Chairman and Chief Executive Officer (our CEO), our Chief Financial Officers during 2013 (our CFOs) and our three most highly-compensated executive officers other than our CEO and CFOs. These individuals, referred to as the named executive officers or NEOs, are:

Name	Title
Mary Agnes Wilderotter	Chairman of the Board of Directors and Chief Executive Officer
Daniel J. McCarthy	President and Chief Operating Officer
John M. Jureller	Executive Vice President and Chief Financial Officer
Lois Hedg-peth	Executive Vice President, Strategy
Cecilia K. McKenney	Executive Vice President, Human Resources and Administrative Services
Donald R. Shassian	Former Executive Vice President and Chief Financial Officer

This section includes information regarding our executive compensation philosophy, the overall objectives of our compensation program and each component of compensation that we provide. This section also describes the material factors the Compensation Committee considered in determining the compensation for the named executive officers in 2013.

The Company's executive compensation philosophy is firmly based on aligning the goals and interests of its executives to that of our stockholders by awarding compensation based on performance. As a result, a large majority of executive pay is contingent on Company and individual performance, both in the short-term and long-term and relative to our peer group. We encourage ownership of our stock by our top executives by maintaining minimum stock ownership guidelines and by prohibiting our executives from hedging or pledging Company stock owned by them. Further, unlike most of our peers in the communications services industry, we do not believe in rewarding our executives with perquisites and tenured-based benefits such as pension plans and retiree medical benefits.

In 2013, Company performance and compensation-related highlights were as follows:

We returned approximately \$400 million to our stockholders in 2013 through dividends of \$0.40 per share while continuing to invest over \$630 million in expanding and upgrading our network and product offerings. We delivered a Total Shareholder Return of 18% as of 2013 year-end and our

stock price  
appreciated 8.6% in  
2013.

On December 17,  
2013, the Company  
announced that it  
entered into an  
agreement to acquire  
the wireline  
properties of AT&T  
Inc. ( AT&T ) in  
Connecticut. Upon  
completion of the  
transaction, Frontier  
will become the  
communications  
service provider for  
AT&T's residential  
and business  
broadband, phone and  
TV customers in  
Connecticut including  
U-verse® and  
satellite customers.

We expect the  
transaction to close in  
the second half of  
2014. As of the date  
of the announcement,  
this business had  
approximately  
900,000 voice  
connections, 415,000  
broadband  
connections, and  
180,000 video  
connections in  
Connecticut. Our  
extensive experience  
operating local and  
national  
communications  
networks and  
providing  
communications  
services to residential  
and commercial  
customers throughout  
the country will  
contribute to the

success of this transaction. Upon completion of the transaction, Connecticut will be the Company's largest market. Our stockholders, customers, local communities and employees will benefit substantially:

The transaction is estimated to be accretive to our adjusted free cash flow per share in the first year.

The transaction is estimated to improve our dividend payout ratio by more than 5 percentage points in the first year.

The all-cash transaction means our stockholders will receive the benefit of increased diversification of assets and operations without any dilution in ownership.

We will have greater scale to leverage our network, information technology, engineering, administrative services and procurement capabilities to realize anticipated cost synergies and savings of \$200 million annually once integration is complete.

We will implement our proven local engagement, community-oriented go-to-market strategy in Connecticut, led by local General Managers and a State Leader.

Connecticut customers will have the same products and services that they currently enjoy, including the U-verse® suite of products.

In 2013, we added over 112,000 net broadband customers, more than in the last three years combined. The increase in broadband subscribers contributed to our improved revenue performance.

Notwithstanding intense competition, we continued to deliver solid operating performance, both on an



absolute and a relative basis. We use revenue, EBITDA, operating cash flow and capital expenditures as the financial metrics to measure the performance of our executives. For 2013, revenue was \$4,762 million, EBITDA was \$2,238 million, operating cash flow was \$1,603 million and capital expenditures was \$635 million. Our performance against revenue, EBITDA, operating cash flow and capital expenditures was 97.1%, 95.3%, 102.4% and 94.4%, respectively, of the targets, or 97.3% of the targets on average, established by the board of directors in February 2013. See Components of the Executive Compensation Program Cash Compensation Annual Bonus and Equity Compensation below.

Consistent with our compensation philosophy, 87% of our CEO's 2013 compensation was at risk and contingent upon performance against specified company and individual goals, and of that amount, 78% was in the form of equity. For the other named executive officers as a group, 81% of their total compensation was at risk, and of that amount, 76% was paid in equity. See Compensation Mix below.

We continue to grant approximately 25% of

equity awards to our senior officers in the form of performance shares under the Frontier Long-Term Incentive Plan ( LTIP ), which further promotes the alignment of stockholder and executive interests by linking compensation to the achievement of operating cash flow targets over a three-year time horizon and taking into account our Total Shareholder Return relative to an industry group comprised of the integrated telecommunications services companies.

In 2013, we entered into an amended and restated employment agreement with Mrs. Wilderotter, our CEO. The amended agreement incorporates best practices in executive compensation. See Post-Employment Compensation Termination of Employment and Change-in-Control Arrangements below.

We adopted a new cash bonus plan and a new equity incentive plan to replace our prior plans following stockholder approval at our 2013 Annual Meeting of Stockholders. Each plan incorporates best practices and allows awards granted under it to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code of 1986 (the Code ) and be fully tax deductible.

In order to enhance transparency regarding executive compensation actually received by each of our named executive officers, we have included again this year a Realized Pay table to supplement the information provided in the Summary Compensation Table. See 2013 Realized Pay below.

***Executive Compensation Philosophy***

The Company's executive compensation philosophy is designed to achieve a number of objectives:

*Establish clear alignment between the interests of our executives and those of our stockholders.* Our executive compensation program is designed to align the interests of our executives with those of our stockholders by rewarding performance measured by certain key financial metrics, including revenue; earnings before interest, taxes, depreciation and amortization, excluding severance, integration costs and certain non-cash items (EBITDA); operating cash flow (EBITDA less capital expenditures for business operations); and capital expenditures, and specific operating goals. In the case of annual awards, these metrics and goals are derived from the Company's annual business plan and are discussed in more detail below.

Additionally, we align our executives' interests with our stockholders' interests through the use of equity awards, rather than cash, as a significant component of annual compensation. Restricted stock awards and performance share awards under the LTIP, which takes into account our Total Shareholder Return relative to a

group of integrated telecommunications services companies over a three-year period, encourage our executives to focus their attention on decisions that emphasize long-term returns for our stockholders. We also maintain minimum stock ownership guidelines for our CEO and her direct reports who are members of our Senior Leadership Team and prohibit our executives from hedging or pledging Company stock owned by them.

*Reinforce our performance culture.* Given the intensely competitive environment in the communications services industry, we believe that it is important that we have a culture that rewards performance with respect to critical strategic, financial and operational goals. Our executive compensation program is designed to reward superior performance over both the short- and long-term. We accomplish this goal by making a majority of our named executive officers' compensation at risk, i.e., contingent upon achievement of specified company and individual performance goals, and by not having any executive employment arrangements with guaranteed minimum provisions, other than base salary. See Compensation Mix below. The following components of executive compensation are at risk:

**Annual cash bonuses** are paid based upon achievement of specified company-level financial and non-financial targets and individual performance.

**Restricted stock** is awarded annually to executives based on achievement of specified Company-level financial targets and individual performance. Failure to attain threshold performance goals results in forfeiture of the award opportunity. Once earned based on performance, the ultimate value derived

from the restricted stock award itself is tied to both changes in Frontier stock price as well as dividends paid during the multi-year vesting period. This design links the value of the awards to the Company's long-term performance, as well as continued service, further reinforcing our performance culture and supporting our retention objective.

The **LTIP** is designed to promote long-term performance by rewarding the achievement of specified annual operating cash flow goals during three-year performance periods, which we refer to as Measurement Periods. LTIP awards are denominated and payable in shares of the Company's common stock

at the end of the applicable performance period based on achievement of annual operating cash flow targets and specified relative levels of Total Shareholder Return measured over a three year period. Failure to attain threshold operating cash flow goals over a three-year performance period will result in forfeiture of the corresponding LTIP award.

The Company reinforces its performance culture by avoiding entitlement-based benefits and perquisites that are not performance-based. Our executives are eligible to participate in a comprehensive healthcare benefit plan, although we require them to pay a higher percentage of the costs than other employees. The only retirement benefit the Company offers to executives is a 401(k) match, which is available on the same basis to all non-union, full-time employees who participate in the Company's 401(k) plan. The Company does not offer any active pension benefits or post-retirement medical benefits to executive officers because we do not believe in rewarding our executives with tenure-based benefits.

*Hire and retain talented executives.* The quality of the individuals we employ at all levels of the organization is an important driver of our performance as a company, both in the short-term and in the long-term. We employ utility players or athletes executives with an interdisciplinary set of skills who can fill many roles and whose responsibilities often extend beyond the traditional scope indicated by their titles. Accordingly, it is critical for us to be able to hire and retain the best executive talent in the marketplace and one of the important tools to do so is to pay competitive total compensation.

In order for us to hire and retain high performing executives with the skills critical to the long-term success of our Company, we have implemented a compensation program that is competitive in comparison to comparable companies based on size, overall complexity and the nature of our business. We differentiate compensation opportunities among our named executive officers to reflect a variety of factors, including market compensation rates as well as the individual executive's experience in the position, skill set, importance to the Company, sustained performance over time, readiness for promotion to a higher level and role in the overall succession planning process. We have also established multi-year vesting schedules for restricted stock and LTIP awards that are designed to help us retain valuable executives notwithstanding the competition for talent.

*Ensure company goals are fully aligned throughout the organization.* Each year, we establish goals in three broad categories that we refer to as the 3Ps (People, Product and Profit) to achieve the Company's business plan for the year. These goals reflect the performance objectives that we have established for the

relevant year for all employees, including the named executive officers. In the fourth quarter of 2012, our CEO and top Company leaders developed the Company's business plan for 2013, which was adopted by the board of directors. The 3Ps for 2013, which were reviewed by the Compensation Committee and adopted by our board of directors, were derived from the 2013 business plan. Following their approval, the 3P goals were communicated to all employees in the first quarter of 2013. The named executive officers are accountable for leading the Company to achieve the 3P goals each year and are rewarded based on achieving specified 3P goals that are the core priorities for our business.

### ***Compensation Program Design***

To achieve the objectives described above, we offer a straightforward executive compensation program that rewards our executives for both short-term (one year) and long-term performance. For 2013, four primary components of compensation were available to our executives: base salary, an annual cash bonus opportunity, annual restricted stock awards and performance share awards under the LTIP. Of these components, only base salary represents fixed compensation. Each of the other components is variable based on the performance of both the Company and the individual executive, measured against specific pre-established goals and targets.

The Compensation Committee considers many factors in determining the amount of total compensation and the individual components of that compensation for each named executive officer, including the executive's experience level, value to the organization, scope of responsibility and company and individual performance. Since the market for talented executives is highly competitive, the Compensation Committee also considers the compensation that is paid to executives in comparable companies with whom we compete for talent, which we refer to as our peer group. The Compensation Committee also considers general industry survey data for comparably-sized companies. For more information about our peer group and the survey data, see *Market and Peer Group Reviews* below. This information provides valuable comparative insights and is among many factors considered by the Compensation Committee in setting executive compensation. In general, it is our aim to offer total compensation to our executives that would place them, on average, in median range relative to market practice. Under this approach, newly promoted executives and those new to their role may be below the median to reflect their limited experience and evolving skill set. Executives with significant experience and, therefore, above-market skills, or those executives who have sustained high performance and are most critical to the Company's long-term success, may be above the median. We believe that this strategy enables us to successfully hire, motivate and retain talented executives while simultaneously ensuring a reasonable overall compensation cost structure relative to our peers.

In making its compensation decisions, the Compensation Committee reviews tally sheets setting forth all components of compensation paid to the named executive officers for the past five years, along with targeted compensation for those years, including base salary, bonus, grant date values of restricted stock awards and LTIP awards and the value of dividends paid on unvested restricted shares. These tally sheets also show the executives' holdings of unvested restricted stock and performance shares from prior years' awards and the current value of those shares. The Compensation Committee uses these tally sheets to (i) review the total annual compensation of the named executive officers over the past five years, (ii) assess the executive officers' compensation against their individual and company performance over that period and (iii) assure that the Committee has a comprehensive view of our compensation programs.

### ***Impact of 2013 Say-on-Pay Vote***

The Compensation Committee considers the results of the annual stockholder vote on our executive compensation program, in addition to other input from our stockholders, when evaluating and determining compensation policies and the compensation for the CEO and the other named executive officers. The 2013 stockholder vote affirmed the Compensation Committee's decisions for 2012, with an 85.8% stockholder approval of our executive compensation program. In light of this strong stockholder support, the Compensation Committee concluded that no significant revisions were necessary to the Company's executive compensation program, although the Compensation Committee did implement refinements to the program. The Compensation Committee recognizes the importance of continuing to



align executive compensation with stockholders' interests. Consistent with best practice, it determined to continue the current program, including the LTIP, which incentivizes executives to achieve specific operating cash flow and relative Total Shareholder Return goals over a three year period.

### ***Roles and Responsibilities***

The Compensation Committee of the board of directors is responsible for approving and overseeing our executive compensation philosophy and compensation programs, as well as determining and approving the compensation for our CEO and other senior executives. At the beginning of each year, the Compensation Committee reviews and approves the 3Ps that apply to the senior executives, as well as individual performance goals for the named executive officers, and approves the target levels for each of the compensation components that apply to the named executive officers for the upcoming year. Each year, at its February committee meeting, the Compensation Committee assesses our CEO's performance for the year just ended to determine the appropriate award for each component of her total compensation. The Compensation Committee then reviews its recommendations for our CEO with the other non-management directors and considers any additional input from them before finalizing its decision.

Our CEO annually reviews the performance of the other senior executives for the year just ended, including the named executive officers, and presents to the Compensation Committee her performance assessments and compensation recommendations, including the award for each component of the executive's total compensation. Mrs. Wilderotter's review consists of an assessment of the executive's performance against company-level and individual goals and targets. The Compensation Committee then follows a review process with respect to these executives similar to that undertaken for Mrs. Wilderotter. After review and any adjustments, as appropriate, the Compensation Committee approves the compensation decisions for these executives.

The Compensation Committee has the sole authority to retain, compensate, direct, oversee and terminate outside counsel, compensation consultants and other advisors to assist it in carrying out its responsibilities and who are accountable to the Committee. The Compensation Committee retains an independent executive compensation consultant to assist in the development of compensation programs, evaluation of compensation practices and the determination of compensation awards. The role of the compensation consultant is to provide objective third-party data, advice and expertise in executive compensation matters. The decisions made by the Compensation Committee are the responsibility of the Compensation Committee and reflect factors and considerations in addition to the information and recommendations provided by the compensation consultant and outside counsel.

In 2013, the Compensation Committee re-engaged Frederic W. Cook & Co., Inc. (Cook) as its independent executive compensation consultant for 2014. Cook has been engaged by the Compensation Committee as its independent executive compensation consultant since 2010. In 2013, Cook provided to the Compensation Committee advice and insights on compensation matters, including with respect to the peer group, benchmarking of compensation levels, design of the Company's cash bonus and equity plans, director compensation and Mrs. Wilderotter's employment agreement, and reviewed this Compensation Discussion and Analysis. Cook provides no other services to the Company. Pursuant to SEC rules adopted in August 2012, the Compensation Committee is required to consider any conflicts of interest raised by the work of the Compensation Committee's compensation consultants. After considering the relevant factors, the Compensation Committee determined that no conflicts of interest were raised by the work of Cook. The Company and the Compensation Committee have instituted policies to avoid conflicts of interest raised by the work of the Compensation Committee's compensation consultant.

The Compensation Committee reviews on a periodic basis the Company's management compensation programs, including any management incentive compensation plans, to determine whether they are appropriate, properly coordinated and achieve their intended purpose(s), and recommends to the board any modifications or new plans or programs.

### ***Compensation Mix***

Consistent with our philosophy of having a majority of the named executive officers' compensation at risk and contingent upon specified company and individual performance goals, the following charts show the proportion of each of the principal compensation components to total compensation for the CEO and for the other named executive

officers as a group for 2013. We refer to this ratio as performance-based pay or at risk pay. For Mrs. Wilderotter, 87% of her 2013 total compensation was at risk, and 81% was at risk for the other named executive officers as a group. The at risk percentage of total compensation is greater for the CEO than for the other named executive officers because the CEO has ultimate responsibility for the Company's

performance. Therefore, to ensure alignment with stockholders' interests, a larger portion of the CEO's total compensation is variable, or at risk.

<b>CEO 2013 Compensation Mix</b>		<b>Other NEOs* as a Group 2013 Compensation Mix</b>	
<b>Fixed Compensation</b>	<b>At Risk Compensation</b>	<b>Fixed Compensation</b>	<b>At Risk Compensation</b>
13%	87%	19%	81%
<i>* The named executive officers other than the CEO and Mr. Shassian, who resigned in March 2013</i>			

**2013 Realized Pay**

The table below supplements the Summary Compensation Table that appears elsewhere in this proxy statement. The Realized Pay Table shows the compensation actually received by each current named executive officer in 2013, 2012 and 2011. Realized pay for a named executive officer for any given year may be greater or less than the compensation reported in the Summary Compensation Table for that year depending on fluctuations in stock prices on the grant and vesting dates, differences in equity grant values from year to year and SEC reporting requirements, as described below.

The primary difference between the Realized Pay Table and the Summary Compensation Table is the method used to value restricted stock awards and performance shares under the LTIP. SEC rules require that the grant date fair value of all restricted stock awards and performance share awards under the LTIP be reported in the Summary Compensation Table for the year in which they were granted. As a result, a significant portion of the total compensation amounts reported in the Summary Compensation Table relates to restricted stock awards and performance shares that have not vested or been earned, for which the value is therefore uncertain and which may end up having no value at all. In contrast, the table below includes only restricted stock and performance shares that vested or were earned during the applicable year and shows the value of those awards as of the applicable vesting date. There is no assurance that the named executive officers will actually realize the value attributed to these awards even in this Realized Pay Table, since the ultimate value of the restricted stock and performance shares will depend on when the vested and earned shares are sold by the officers and the price of the Company's common stock at that time. Our executives are subject to periodic stock sale restrictions and our stock ownership guidelines, which also limits their ability to sell Company stock received as compensation.

## 2013 Realized Pay Table

Name	Year	Salary	Annual Cash Incentive Bonus (1)	Performance			Total
				Restricted Stock Awards Vested (2)	Shares Earned (3)	All Other Compensation (4)	
Mary Agnes Wilderotter	2013	\$ 1,020,833	\$ 1,537,116	\$ 2,543,679		\$ 44,972	\$ 5,146,605
	2012	\$ 1,000,000	\$ 1,241,460	\$ 2,203,770		\$ 2,685	\$ 4,447,915
	2011	\$ 1,000,000	\$ 1,200,926	\$ 3,941,062		\$ 2,646	\$ 6,144,634
John M. Jureller (5)	2013	\$ 492,424	\$ 485,925			\$ 8,829	\$ 987,178
Donald R. Shassian (6)	2013	\$ 140,000	\$ 140,000	\$ 781,007		\$ 2,926	\$ 1,063,933
	2012	\$ 552,708	\$ 492,800	\$ 733,135		\$ 9,128	\$ 1,787,771
	2011	\$ 526,250	\$ 472,432	\$ 956,641		\$ 7,883	\$ 1,963,206
Daniel J. McCarthy	2013	\$ 566,667	\$ 574,856	\$ 602,734		\$ 8,955	\$ 1,753,212
	2012	\$ 503,125	\$ 482,790	\$ 376,479		\$ 9,197	\$ 1,371,591
	2011	\$ 437,500	\$ 409,118	\$ 646,900		\$ 7,801	\$ 1,501,329
Lois Hedg-peth (7)	2013	\$ 506,250	\$ 480,235	\$ 100,500		\$ 9,251	\$ 1,096,236
Cecilia K. McKenney	2013	\$ 345,834	\$ 349,913	\$ 394,986		\$ 8,855	\$ 1,099,588
	2012	\$ 325,000	\$ 298,870	\$ 304,128		\$ 8,819	\$ 936,817
	2011	\$ 325,000	\$ 295,474	\$ 508,793		\$ 7,681	\$ 1,136,948

(1) Amounts shown in this column equal the amounts reported in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table.

(2)

Amounts shown in this column represent the aggregate value of all restricted stock that vested during the applicable year. The value of restricted stock realized upon vesting is based on the closing price of the shares on the vesting dates.

(3) No performance shares vested during the periods shown. The Compensation Committee will determine the number of shares earned for the 2012-2014 Measurement Period in February 2015.

(4) Amounts shown in this column equal the amounts reported in the All Other Compensation column of the Summary Compensation Table.

(5)

Mr. Jureller joined the Company in January 2013 and became Chief Financial Officer effective February 27, 2013.

- (6) Mr. Shassian resigned as Executive Vice President and Chief Financial Officer effective February 27, 2013 and left the Company on March 31, 2013. He did not receive a restricted stock award or LTIP award for 2013.

- (7) Information for Ms. Hedg-peth is not provided for 2012 and 2011 because she was not a named executive officer for 2012 and was not an employee of the Company in 2011.

***Components of the Executive Compensation Program***

The following describes the components that comprise our executive compensation program and post-employment compensation, the rationale for each component and how awards were determined for 2013.

***Cash Compensation***

*Base Salary.* Base salary levels for our executives, on average, are set at approximately the median for comparable executives within our peer group. We believe a salary scale set at this level, when considered together with the other components of compensation, is sufficient to attract and retain talented executives. We conduct an annual merit review of our executives, generally held in February of each year, where each executive's performance for the year just ended is reviewed against his or her individual and company goals. The overall budget for merit increases is set by management using an average of the merit increase percentages in national compensation surveys in each year and consideration of the Company's performance. Executives are eligible for increases to their base salary based on individual performance.

An executive may also receive an increase in base salary when promoted, if the executive is given increased responsibility or if the executive's base salary is determined to be below the median of our peer



group. The Compensation Committee determines all changes to the base salary of Mrs. Wilderotter. Changes to the base salary for our other named executive officers are determined by the Compensation Committee, taking into account the recommendations of Mrs. Wilderotter. Base salary is targeted to represent between 15 and 20 percent of total compensation for 2013 for the CEO and between 20 and 30 percent of each other named executive officer (for this purpose, total compensation consists of base salary, the annual cash bonus target and the target value of restricted stock awards and performance share awards). This is consistent with our philosophy of having a majority of the named executive officer's compensation at risk and contingent upon specified company and individual performance goals.

*Annual Bonus.* The named executive officers participate in the Frontier Bonus Plan, which is the same bonus plan in which all eligible non-union employees participate (although the executive officers' performance is also measured against leadership and individual performance goals, as described below). This component of executive compensation is designed to incent and reward our executives for achieving pre-established and measurable annual performance goals. Target bonuses are established at the beginning of each year and are set as a percentage of the named executive officer's base salary. The target bonus for each named executive officer, other than Mrs. Wilderotter, is 100% of the officer's base salary. Under the terms of her employment agreement, Mrs. Wilderotter's target bonus is 150% of her base salary. The terms of Mrs. Wilderotter's employment agreement are described below under Executive Compensation Employment Arrangements; Potential Payments upon Termination or Change-in-Control. The annual cash bonus is targeted to represent between 15 and 20 percent of total compensation for 2013 for the CEO and between 20 and 30 percent for each other named executive officer.

The performance goals for the Frontier Bonus Plan are based on our 3P goals (which, as previously stated, are our company-wide People, Product and Profit goals) and also include individual goals for each executive, which are consistent with our overall 3P goals. The performance goals are stretch goals that are designed to incent our executives to drive high performance and achieve the Company's strategic, operational and financial objectives. As a result, we believe the goals will be difficult to achieve but are attainable with significant effort. In the last three years, the Company has performed at varying levels of the established 3P goals, but in each year the bonus pool has been less than 100% of the target.

Bonuses may be paid upon partial or full achievement of company and individual goals. For 2013, the goals and corresponding weightings used in determining bonus payouts for the named executive officers are shown in the following table and narrative. The weightings used reflect the relative importance of the goals to the overall success of the Company. We refer to the first three goals shown in the table below, namely achievement of financial targets, achievement of broadband market share and achievement of key 3P deliverables, as the weighted 3Ps.

2013 Bonus Goals	Weighting to Set Bonus Pool	Payout Weighting
(1) Achievement of financial targets Revenue, EBITDA, Operating Cash Flow, Capital Expenditures (equally weighted)	50 %	37 %
(2) Deliver broadband market share	25 %	19 %
(3) Achievement of key 3P deliverables Customer process improvements (20%) Performance reviews (10%) Revenue assurance/Product migration rationalization (20%) Net residential customers (25%)	25 %	19 %

Net commercial customers (25%)

(4) Leadership and individual performance 25 %

100 % 100 %

We use the above financial goals to measure executive performance because management uses them to assess the overall financial health of the Company, assist in analyzing the Company's underlying financial performance from period to period, to evaluate the financial performance of our business units, to analyze and evaluate strategic and operational decisions and to assist management in understanding the Company's ability to generate cash flow and, as a result, to plan for future capital operational decisions. For 2013, capital expenditures was added to the financial targets because capital expense management is critical to our network

performance and our ability to compete for broadband market share and also to achieving our cash flow goals to sustain our dividend. We included the achievement of broadband market share because of the importance of this objective to the Company. We use the achievement of the key 3P deliverables in order to more closely align the executive s performance with the Company s objectives. The key 3P deliverables consist of targets for customer process improvements, revenue assurance/product migration rationalization, and achieving specific numbers of residential and commercial customers, as well as the execution of the performance management review process. All of these goals were identified by the Compensation Committee as critical to the success of the Company. The number of goals for 2013 has been reduced from prior years to strengthen executive focus on critical performance objectives. In addition, 25% of the executive s bonus is based on the assessment of the executive s leadership and performance against individual goals that are tailored to the specific executive based on the executive s role and responsibilities and are directly linked to the overall company 3P goals.

The bonus pool for 2013 was determined based on the Company s performance on the weighted 3Ps. The bonus pool (and the maximum individual allocations established under the plan) represents the maximum amount of bonus awards that the Compensation Committee may approve under the Frontier Bonus Plan as qualified performance-based compensation for tax purposes pursuant to Section 162(m), but is not a guarantee of payment to any individual.

The bonus payout can be from 0%, for below-threshold performance, to up to 130%, for outstanding performance, of each executive s target bonus opportunity. The Compensation Committee set a minimum performance threshold corresponding to 90%, on average, of the revenue, EBITDA and operating cash flow goals, and a maximum performance threshold of 108%, on average, of such goals. We employ an approximately 3 to 1 leverage factor for results between the threshold 90% and the maximum 108%, meaning that for each 1% that performance is above or below target, the bonus payout increases or decreases by three percentage points. The remainder of the bonus opportunity (25%) is based on the assessment of the executive s leadership and performance against the executive s individual goals, subject to the same payout factor used for the weighted 3P payout.

The Compensation Committee may use discretion to decrease, but not increase, the actual bonus payout for Mrs. Wilderotter (subject to the same 0-130% range), which is known as negative discretion. Bonus payouts for the other named executive officers are determined by the Compensation Committee, taking into account the recommendations of Mrs. Wilderotter, and any negative discretion employed by the Compensation Committee.

In determining bonus payouts for the named executive officers for 2013, the Company s performance against the financial targets was as follows (dollars in millions):

<b>2013 Financial Targets</b>	<b>Threshold</b>	<b>Target</b>	<b>Maximum</b>	<b>Actual</b>	<b>Performance Against Goal</b>
Revenue	\$ 4,692	\$ 4,903	\$ 5,007	\$ 4,762	97.1 %
EBITDA (1)	\$ 2,094	\$ 2,348	\$ 2,547	\$ 2,238	95.3 %
Operating cash flow (2)	\$ 1,444	\$ 1,698	\$ 1,897	\$ 1,603	94.4 %
Capital expenditures	\$ 675	\$ 650	\$ 625	\$ 635	102.4 %

(1) Defined as earnings before interest,

taxes,  
depreciation  
and  
amortization,  
excluding  
severance,  
integration  
costs and  
certain  
non-cash  
items.

- (2) Defined as  
EBITDA less  
capital  
expenditures  
for business  
operations.

For the broadband market share objective and key 3P deliverables, the Company's performance against the quantifiable goals was measured as a percentage of achievement versus the targets for those goals. The Compensation Committee measured the performance against the goal to deliver broadband market share at 98.5%. This was based on 1,866,670 total residential and business broadband customers achieved versus the target of 1,894,440 total residential and business broadband customers. The Compensation Committee determined the performance against other key 3P deliverables based on its qualitative evaluation of the Company's progress against these objectives.

The Compensation Committee assessed the performance of the key 3P deliverables based on the performance against each goal as shown in the table below. The goal for customer process improvements was assessed to be at 86.7% based on the Company's performance against three goals (weighted equally):

(1) completion of the plant records documentation project; (2) upgrades to the customer contact systems; and (3) improvement of commercial customer systems and processes. The performance for these three goals were assessed at 100%, 110% and 50%, respectively. The revenue assurance/product migration rationalization goal was calculated to be at 92.9% based on the revenue performance against eight specific initiatives, each of which had revenue growth goals. The total growth target was \$215.2 million versus a performance of \$199.9 million. The performance reviews as executed and tracked were assessed to be at 105.0% based on the execution of performance reviews and the management of employees on performance improvement plans. The Compensation Committee measured the net residential and commercial customer goals based on the performance of the Company's customer acquisitions versus deactivations.

The performance against the weighted 3P goals was as follows:

Weighted 3P Goals	2013 Performance
<b>Financial Targets (37%)</b> (equally weighted)	
Revenue	97.1 %
EBITDA	95.3 %
Operating Cash Flow	94.4 %
Capital Expenditures	102.4 %
<b>Performance</b>	<b>97.3 %</b>
<b>Deliver Broadband Market Share (19%)</b>	<b>98.5 %</b>
<b>Key 3P Deliverables (19%)</b>	
Customer process improvements (20%)	86.7 %
Performance reviews (10%)	105.0 %
Revenue assurance/Product migration rationalization (20%)	92.9 %
Net residential customers (25%)	105.3 %
Net commercial customers (25%)	97.0 %
<b>Performance</b>	<b>97.0 %</b>
<b>Total Weighted 3P Performance (75%)</b>	<b>97.5 %</b>
<b>Total Weighted 3P Payout with Leverage</b>	<b>93.0 %</b>

Applying the payout factor applicable to a 97.5% total weighted 3P performance, the total weighted 3P payout was 93%.

After the determination of the amount an executive has earned pursuant to the weighted 3Ps, the executive's individual performance is then assessed, which accounts for 25% of the executive's total bonus opportunity. For each named executive officer (other than Mrs. Wilderotter), the Compensation Committee takes into account a performance evaluation provided by Mrs. Wilderotter against the executive's individual goals, including a qualitative assessment of the executive's contributions and effectiveness on an individual basis and as a leader in the organization. For Mrs. Wilderotter, the Compensation Committee performed a similar assessment. The amount of the bonus payout for each named executive officer was determined using the executive's base salary as of December 31, 2013. The payouts for these individual goals, subject to the same payout factor used for the weighted 3P payout, and total bonus payouts (i.e., the sum of the total weighted 3P payout and individual goal payout), as a percentage of the executives' targets were as follows:

<b>Name</b>	<b>Individual Goal Payout x Payout Factor</b>	<b>Total Bonus Payout</b>
Mary Agnes Wilderotter	30.2 %	100.0 %
John M. Jureller	27.4 %	97.2 %
Donald R. Shassian	(1 )	(1 )
Daniel J. McCarthy	30.2 %	100.0 %
Lois Hedg-peth	24.9 %	94.6 %
Cecilia K. McKenney	30.2 %	100.0 %

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- (1) Mr. Shassian received \$140,000 on April 15, 2013, representing 100% of his prorated 2013 target bonus, in accordance with the terms of the Separation Agreement dated December 17, 2012 between Mr. Shassian and the Company. For more information on the Separation Agreement, see Executive Compensation

Employment  
 Arrangements; Potential  
 Payments Upon  
 Termination or  
 Change-in-Control Donald  
 R. Shassian.

For 2014, the goals and corresponding weightings to be used in determining bonus payouts for the named executive officers are shown in the following table and narrative.

2014 Bonus Goals	Weighting to Set Bonus Pool	Payout Weighting
(1) Achievement of financial targets Revenue, EBITDA, Operating Cash Flow, Capital Expenditures (equally weighted)	50 %	37 %
(2) Deliver broadband market share	25 %	19 %
(3) Achievement of key 3P deliverables Customer process improvements (20%) Performance reviews (10%) Revenue assurance/Product migration rationalization (20%) Net residential and commercial customers (25%) Connecticut acquisition close and integration (25%)	25 %	19 %
(4) Leadership and individual performance		25 %
	100 %	100 %

The bonus pool for 2014 for the Senior Leadership Team will be established based on the Company's performance on the first three categories shown in the table above, namely achievement of financial targets, achievement of broadband market share and achievement of key 3P deliverables, using the weightings shown. Under the bonus plan for 2014, the bonus payout can be from 0%, for below threshold performance, to 130%, for outstanding performance, of target of each executive's target bonus opportunity.

### ***Equity Compensation***

Equity compensation consists of a combination of restricted stock and LTIP awards. The value of equity awards is targeted to represent between 60 and 70 percent of total compensation for 2013 for the CEO and between 45 and 60 percent for each other named executive officer, which is consistent with our philosophy of having a majority of the named executive officer's compensation at risk and contingent upon specified company and individual performance goals. With the introduction of LTIP awards in 2012, we reduced restricted stock award targets to maintain current targeted compensation level and mix. Starting in 2012, restricted stock awards and LTIP awards comprise approximately 75% and 25%, respectively, of total annual target equity compensation value, except in certain cases where an executive's total compensation is below the median or as otherwise approved by the Compensation Committee.

The Compensation Committee sets a target dollar range for total equity awards for each named executive officer based on the target percentile ranges discussed above and the factors described under Compensation Program Design. The ranges, however, do not imply a minimum guaranteed level of equity awarded. In February 2013, the Compensation

Committee set the following target dollar ranges for total equity awards for 2013 performance for each named executive officer, of which approximately 75% will be in the form of restricted stock awards and 25% will be in the form of LTIP awards:

Name	<b>2013 Target Range for Equity Awards</b>	
	(\$)	
Mary Agnes Wilderotter	\$4,000,000	\$6,000,000
John M. Jureller	\$1,250,000	\$2,250,000
Donald R. Shassian	N/A	
Daniel J. McCarthy	\$1,500,000	\$2,500,000
Lois Hedg-peth	\$750,000	\$1,250,000
Cecilia K. McKenney	\$750,000	\$1,250,000



*Restricted Stock Awards.* We use restricted stock awards to achieve three primary objectives:

- (1) to incent and reward the executives for annual company performance;
- (2) to enable us to hire and retain talented executives; and
- (3) to align the interests of our executives with those of our stockholders through long-term executive ownership of common stock.

Restricted stock awards are granted each year to the Senior Leadership Team, including the CEO and the other named executive officers, and Regional Presidents, Senior Vice Presidents, Vice Presidents and approximately 35% of Regional Vice Presidents, Assistant Vice Presidents, Directors and General Managers based on performance. In 2013, annual restricted stock awards were granted to 165 employees, or 1.2% of our total workforce.

The restricted stock plan has a minimum financial performance threshold in order for any restricted stock grants to be awarded. The Compensation Committee set a minimum performance threshold of 90% of three of the financial targets included in the weighted 3Ps, namely, revenue, EBITDA and operating cash flow. This ensures that the Company only rewards executives for performance at or near approved target levels. For senior vice presidents and above, including the named executive officers, the actual dollar value of restricted stock that is awarded is based on 75% of the midpoint of each executive's range for total equity awards (the other 25% being for LTIP awards) and the Company's performance against the weighted 3Ps, as adjusted for individual performance. The restricted stock awards can be from 0%, for below-threshold performance, to up to 130%, for outstanding performance, of each executive's target award opportunity. For example, Mrs. Wilderotter's target range for total equity awards for 2013 was \$4,000,000 to \$6,000,000. Accordingly, the target midpoint for annual restricted stock awards for Mrs. Wilderotter would be \$3,750,000 (the midpoint of \$5,000,000 x 75%). For 2012, the target midpoint for annual restricted stock awards for Mrs. Wilderotter was \$3,000,000 and the actual restricted stock payout in February 2013, based on the Company payout factor of 88% and her individual performance factor of 120%, as described in detail in the 2013 proxy statement, was approximately \$3.2 million. This amount is shown in the Grants of Plan-Based Awards Table elsewhere in this proxy statement. The dollar amount is then converted to a number of shares of restricted stock based on the market price of the Company's common stock on the date of grant. Restricted stock awards granted after 2012

vest in three equal annual installments commencing one year after the date of approval by the Compensation Committee. All outstanding annual restricted stock awards for named executive officers granted prior to 2013 vest in 25% increments over four years. The change to a three year vesting schedule was done to align the vesting schedule for restricted stock awards with the three year measurement periods for LTIP awards. Because the grants of restricted stock awards are conditioned on prior year financial performance, these awards have no market or performance conditions to vesting.

The Compensation Committee assesses Mrs. Wilderotter's individual performance and determines the actual amount of the restricted stock award. Restricted stock awards for the other executives, including the other named executive officers, are determined by the Compensation Committee, taking into account the recommendations of Mrs. Wilderotter. For 2013, restricted stock awards were subject to the same payout factor used for the weighted 3P payout. In February 2014, the Compensation Committee approved restricted stock awards for the named executive officers as set forth below under February 2014 Named Executive Officer Compensation Actions.

The Compensation Committee follows a general practice of making all restricted stock awards to our executives, including the named executive officers, on a single date each year, with the exception of awards to eligible new hires, which are awarded as of the date of hire. Typically, the Compensation Committee makes these restricted stock grants at its regularly scheduled meeting each February based on the prior year's results.

*Long-Term Incentive Plan Awards.* In February 2012, the Compensation Committee, in consultation with the other non-management directors and the Committee's independent executive compensation consultant, adopted a LTIP in order to further align the interests of our stockholders and our executives. We believe the use of LTIP awards as a component of compensation is consistent with best practices, balancing the focus on short- and long-term financial performance and reinforcing our performance culture by subjecting a portion of targeted compensation to long-term performance and taking into account the performance of our stock relative to an industry group, all as more fully discussed below. LTIP participants consist of senior vice presidents and above, including the named executive officers. The LTIP is designed to incent and reward our senior executives

if they achieve operating cash flow goals over three-year Measurement Periods, and specified relative levels of Total Shareholder Return over the three-year periods. LTIP awards are granted in the form of performance shares and have both performance and time-vesting conditions.

Beginning in 2012, during the first 90 days of a three-year Measurement Period, a target number of performance shares are awarded to each LTIP participant with respect to the Measurement Period. The performance metrics under the LTIP, as approved by the Compensation Committee, are (1) annual targets for operating cash flow based on a goal set during the first 90 days of each year in the three-year Measurement Period and (2) an overall performance modifier set during the first 90 days of the Measurement Period, based on our Company's total return to stockholders (i.e., Total Shareholder Return or TSR) relative to the Integrated Telecommunications Services Group (GICS Code 50101020) for the three-year Measurement Period. We use operating cash flow as the performance metric for the LTIP because it is an important measure in analyzing our underlying financial performance, evaluating the financial performance of our business units, analyzing and evaluating strategic and operational decisions and in understanding our ability to generate cash flow and, as a result, to plan for future capital and operational decisions. We use relative TSR in our LTIP design in order to link executive compensation to stockholder results.

Operating cash flow performance is determined at the end of each year and the annual results will be averaged at the end of the three-year Measurement Period to determine the preliminary number of shares earned under the LTIP award. As described below, the Company's relative TSR performance is then applied to determine the final number of shares earned. LTIP awards, to the extent earned, will be paid out in the form of common stock shortly following the end of the three-year Measurement Period.

For the 2013-2015 Measurement Period, the Compensation Committee determined that the payout of each participant's LTIP award can be from 0%, for below-threshold performance, to 130%, for outstanding performance. The Compensation Committee set a minimum average-performance threshold of 70% of targeted operating cash flow and a maximum average-performance limit of 130%, as described in the following table:

<b>Performance Level</b>	<b>Operating Cash Flow Performance Against Target</b>	<b>Operating Cash Flow Award Level</b>
Maximum	130%	130 %
Target	100%	100 %
Threshold	70%	70 %
Below Threshold	Below 70%	0 %

Average operating cash flow performance between these ranges will be interpolated on a straight-line basis. The TSR performance measure adds another performance threshold and is applied to decrease or increase payouts based on the Company's three-year relative TSR performance (earned shares will be reduced 25% for 25<sup>th</sup> percentile or lower relative TSR performance, no change to earned shares for 50<sup>th</sup> percentile relative TSR performance, and earned shares will be increased 25% for 75<sup>th</sup> percentile and above relative TSR performance), as described in the following table:

<b>Company TSR Performance vs. GICS Group</b>	<b>TSR Modifier (% of Operating Cash Flow Award Level)</b>
75 <sup>th</sup> Percentile or higher	125 %

50<sup>th</sup> Percentile 100 %

25<sup>th</sup> Percentile or lower 75 %

Relative TSR performance between these ranges will be interpolated on a straight-line basis. As a result, depending on the average annual operating cash flow results over the three-year Measurement Period and the three-year relative TSR performance, executives will earn shares of common stock at the end of the 2013-2015 Measurement Period ranging from 0% to 162.5% (130% of the maximum performance award increased by 25% for 75th percentile or above relative TSR performance) of the number of performance shares awarded. Shares awarded under the LTIP are intended to be qualified performance-based compensation for tax purposes pursuant to Section 162(m).

On February 27, 2013, the Compensation Committee approved performance share awards under the LTIP for each of the named executive officers for the 2013-2015 Measurement Period, and set the performance goals for the first year in that Measurement Period (which also applies to the second year of the 2012-2014

Measurement Period). The performance share awards approved in February 2013 were granted on May 8, 2013 upon stockholder approval of the 2013 Equity Incentive Plan. These awards are described in the Grants of Plan-Based Awards Table and the narrative that follows that table. Actual amounts earned will be subject to increase or decrease (including forfeiture of the entire award) as set forth above. An executive must maintain a satisfactory performance rating during the Measurement Period and must be employed by the Company at the end of the three-year Measurement Period in order for the award to vest. The Compensation Committee will determine the number of shares earned for the 2013-2015 Measurement Period in February 2016.

As previously stated under Annual Bonus, the Company's performance against the operating cash flow target of \$1,698 million for 2013 was 94.4%. However, the number of performance shares, if any, for the 2013-2015 Measurement Period that will ultimately be earned will depend on the operating cash flow results for 2014 and 2015 and relative TSR performance over the three-year period, which are not determinable until the end of 2015.

In February 2014, the Compensation Committee granted target performance share awards for the 2014-2016 Measurement Period for the named executive officers as set forth below under February 2014 Named Executive Officer Compensation Actions. At that time, the Compensation Committee also set the relative TSR performance modifier for that Measurement Period and the operating cash flow goal for 2014, which applies to the first year of the 2014-2016 Measurement Period, the second year of the 2013-2015 Measurement Period and the third year of the 2012-2014 Measurement Period. The design of the LTIP for the 2014-2016 Measurement Period is the same as for the 2013-2015 and 2012-2014 Measurement Periods.

Dividends on performance shares will be accrued and paid out at the end of the three-year Measurement Periods only with respect to the performance shares that are earned by the participant.

*Stock Ownership Guidelines.* To further align our executives' interests with those of our stockholders, our board of directors established stock ownership guidelines for the CEO and the other members of the Senior Leadership Team, and reviews the guidelines annually. The CEO is expected to own shares of the Company's common stock having a minimum value of five times (5x) her base salary and each other member of the Senior Leadership Team is expected to own shares of the Company's common stock having a minimum value of two and one-half times (2.5x) his or her base salary. Unvested restricted stock awards and unearned performance shares are not counted for purposes of fulfilling this requirement. At such times as a member of the Senior Leadership Team does not meet his or her ownership guideline, the executive will be required to hold 50% of the Company's stock that the executive acquires after that date through the Company's equity compensation programs, excluding shares sold to pay related taxes. The Compensation Committee administers these stock ownership guidelines.

*Hedging and Pledging Prohibition.* Executives are prohibited from hedging or pledging shares of Company stock owned by them.

### ***Other Compensation***

*Perquisites and Other Benefits.* Perquisites provided to named executive officers during 2013 consisted of the payment of Mrs. Wilderotter's legal expenses in connection with the amendment to her employment agreement in March 2013. We believe that Mrs. Wilderotter should not be responsible for the expenses incurred in amending her employment agreement with the Company because the amendment was initiated at the Company's request. There were no other reportable perquisites in 2013 for the CEO or the other named executive officers.

We provide other benefits to our named executive officers on the same basis as all of our non-union, full-time employees, although we require the executives to pay a higher percentage of the costs than other employees. These benefits consist of medical, dental and vision insurance, basic life and disability insurance and matching contributions to our 401(k) plan for employees who participate in the plan.

***Post-Employment Compensation***

*Frontier Pension Plan.* This defined benefit pension plan was frozen for all non-union participants in 2003 (and, for some participants, earlier than 2003 depending on the participant's employment history). The plan was frozen both with respect to participation and benefit accruals. Daniel McCarthy, President and Chief Operating Officer, is the only named executive officer who has vested benefits under the Frontier Pension Plan.

*Termination of Employment and Change-in-Control Arrangements.* To attract talented executives, support retention objectives and ensure that executives review potential transactions with objectivity and independence, we provide certain post-employment benefits to the named executive officers. These benefits vary among the named executive officers depending on the arrangements negotiated with the individual executive upon his or her joining the Company. The Company's change-in-control arrangements promote the unbiased and disinterested efforts of our executives to maximize stockholder value before, during and after a change-in-control of the Company that may impact the employment status of the executives. The Compensation Committee set the severance amounts payable upon a change-in-control based on peer group reviews. The change-in-control arrangements are subject to double-trigger vesting and do not include gross-up payments for excise taxes imposed under Section 280G of the Code as a result of severance payouts. See *Executive Compensation Employment Arrangements; Potential Payments upon Termination or Change-in-Control* below.

### ***Market and Peer Group Reviews***

In 2012, the Compensation Committee directed Cook, its independent executive compensation consultant, to develop a peer group for 2013 to assess the competitiveness of our executive compensation program to reflect the size and scale of the Company and then conduct a comprehensive study with respect to the compensation of the Senior Leadership Team. The study included comparing the compensation of certain senior executives to the compensation of executives holding comparable positions at companies in the peer group as reported in publicly-available documents. The peer group was developed using companies in our industry, our competitors for customers, executive talent and investor capital, and other companies of our size (based on revenue and market capitalization). Taking into account the advice of its compensation consultant, the Compensation Committee determined that the size of the peer group should include between 12 to 20 companies to ensure data reliability and stability. There were no changes to the peer group for 2013.

The peer group consists of fourteen companies, which provides a broad competitive benchmark. When comparing the financial metrics (i.e., revenue, total assets, market capitalization, EBITDA, enterprise value, employee count) of the peer group below, the Company was positioned between the 30<sup>th</sup> and 76<sup>th</sup> percentiles in these metrics. The peer group companies included in this study were:

Cablevision Systems Corporation

CenturyLink, Inc.

Charter Communications Inc.

Cincinnati Bell Inc.

DIRECTV

DISH Network, Inc.

Leap Wireless International, Inc.

Level 3 Communications Inc.

MetroPCS Communications, Inc.

Telephone & Data Systems Inc.

Time Warner Cable Inc.

tw telecom inc.

United States Cellular Corporation

Windstream Corporation

General industry survey data, as described below, was also considered in determining the executive compensation levels of the named executive officers and other senior officers. In the case of executives for whom there was no

publicly available data or no comparable position at the companies in the peer group, the results from proprietary general industry executive compensation surveys were analyzed to assess competitiveness.

To determine the best job match for the positions evaluated, the survey data was size-adjusted to approximately \$5.0 billion in revenues. The analysis included examining how each executive's compensation compared to the results in the surveys for base salary, total cash compensation, long term incentives and total direct compensation. Many of our named executive officers have responsibilities that extend beyond the traditional scope indicated by their titles. As a result, it was difficult to match comparable roles in the survey data (e.g., for 2013, Ms. Hedgpeth was responsible for company-wide strategy, product management and trials). In these cases, the Compensation Committee took into account data from these third-party surveys and the importance of additional responsibilities to the Company when determining the commensurate total compensation levels for the named executive officer. In considering the survey data, the Compensation Committee did not review nor is it aware of the specific companies that are included in the surveys.

The peer review study indicated that the total compensation (i.e., base salary, target bonus and target market value for long term awards) for all of the named executive officers was below the median using the



proxy data and above the median using the survey data. The total direct compensation for Mrs. Wilderotter, Mr. McCarthy and Mr. Jureller was 20 percentage points or more below the median for the proxy data and, for Mr. McCarthy, was below the 25<sup>th</sup> percentile for proxy data. The Compensation Committee reviewed and considered the results of the study and other factors as described above under Compensation Program Design in determining our CEO's compensation and that of the Senior Leadership Team for performance in 2013.

### *February 2014 Named Executive Officer Compensation Actions*

In February 2014, the Compensation Committee met to evaluate the performance of our CEO and the other named executive officers, to determine merit increases to 2013 base salaries, annual cash bonus payouts and restricted stock awards related to 2013 performance and LTIP target awards for the 2014-2016 Measurement Period.

For Mrs. Wilderotter, the Compensation Committee reviewed our financial performance (as measured by revenue, EBITDA, operating cash flow and capital expenditures), our performance on the weighted 3P goals and her performance against her 2013 individual goals, including leadership for and execution of the Company's long term strategic plan and development of senior leaders. The Committee recognized Mrs. Wilderotter's key accomplishments for 2013: TSR performance of 18%; a strong 46% dividend payout ratio; improved revenue stabilization; 59% improvement in customer retention year-over-year; 480% improvement in broadband customer net adds; substantial growth in Frontier Secure revenue; \$93 million in net expense reductions that led to an industry leading operating margin of 47%; and the launch of a new marketing platform for the Company, all of which are important to the future success of the Company and improving stockholder value. The Committee also assessed Mrs. Wilderotter's leadership in developing a comprehensive strategic plan, and the positive results the Company achieved across these strategic planks. Mrs. Wilderotter led the Company in entering into an agreement with AT&T to acquire the Connecticut wireline business on favorable terms for the Company and stockholders. Lastly on the leadership development goal, Mrs. Wilderotter successfully hired and transitioned a new Chief Financial Officer and continued to develop the capabilities of her direct reports and other key leaders, giving the Company bench strength for the AT&T acquisition and the future. The Committee also took into account competitive market data provided by its independent executive compensation consultant. Based on this review and the factors discussed above under Components of the Executive Compensation Program, the Committee, in consultation with the other non-management directors, approved for Mrs. Wilderotter a merit increase to her 2013 base salary, an annual cash incentive bonus payout and a restricted stock award for 2013 performance and an LTIP target award for the 2014-2016 Measurement Period, in each case in the amount set forth below.

For the other named executive officers whose performance was judged based on the same 3P criteria as Mrs. Wilderotter, the Compensation Committee reviewed Mrs. Wilderotter's performance assessments for each executive and her recommendations with respect to merit increases in base salary, annual cash incentive bonus payouts and restricted stock and LTIP awards. The Committee then discussed their assessments of each named executive officer and approved the base salaries for 2014, the annual cash bonus payouts and restricted stock and LTIP awards set forth below.

<b>Name</b>	<b>2014 Base Salary (1)</b>	<b>Increase over 2013 Base Salary (%)</b>	<b>2013 Incentive Bonus Payout</b>	<b>Restricted Stock Awarded (#)</b>	<b>Performance Shares Awarded Under LTIP (2) (#)</b>
Mrs. Wilderotter	\$ 1,127,500	10.0 %	\$ 1,537,116	926,541	318,810
Mr. Jureller	\$ 537,500	7.5 %	\$ 485,925	285,375	106,270
Mr. McCarthy	\$ 675,000	17.4 %	\$ 574,856	370,617	159,405

Ms. Hedg-peth	\$	522,500	3.0 %	\$	480,235	148,247	53,135
Ms. McKenney	\$	375,000	7.1 %	\$	349,913	185,309	66,419

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- (1) Includes 3% merit increases for each of the named executive officers effective March 1, 2014. Mrs. Wilderotter, Mr. Jureller, Mr. McCarthy and Ms. McKenney also received market adjustments to their base salaries effective March 1, 2014.
- (2) The amounts in this column represent the target number of performance shares awarded under the LTIP in February 2014 for the 2014-2016 Measurement Period.

***Internal Revenue Code Section 162(m) Policy***

Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to public companies for compensation over \$1,000,000 paid to the chief executive officer or any of the three most highly compensated executive officers (other than the chief financial officer). Section 162(m) provides that qualified performance-based compensation will not be subject to the tax deduction limit if certain requirements are met. The Compensation Committee believes it is important to maximize the corporate tax deduction, thereby minimizing the Company's tax liabilities. Accordingly, the 2013 Frontier Bonus Plan, the 2013 Equity Incentive Plan, the LTIP, the 2009 Equity Incentive Plan and the amended 2000 Equity Incentive Plan, as designed by the Compensation Committee, are intended to make compensation awarded under these plans deductible under Section 162(m) as qualified performance-based compensation.

We may award amounts that are not deductible under Section 162(m) if the Compensation Committee determines that it is in the best interests of the Company and our stockholders to do so.

**Compensation Committee Report**

The Compensation Committee of our board of directors has submitted the following report for inclusion in this proxy statement:

Our Committee has reviewed and discussed the Compensation Discussion and Analysis contained in this proxy statement with management. Based on our Committee's review of and the discussions with management with respect to the Compensation Discussion and Analysis, our Committee recommended to the board of directors that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference into the Company's Annual Report on Form 10-K.

The foregoing report is provided by the following directors, who constitute the Committee:

Submitted by:

Pamela D.A. Reeve, Chair  
Peter C.B. Bynoe  
Virginia P. Rueterholz  
Lorraine D. Segil  
Myron A. Wick, III

*The information contained in the foregoing report shall not be deemed to be soliciting material or to be filed with the Securities and Exchange Commission, nor shall the information be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates it by reference in a filing.*

### Summary Compensation Table

The following table sets forth the compensation awarded to, earned by, or paid to our Chief Executive Officer, our Chief Financial Officer, our former Chief Financial Officer and each of our other three most highly compensated executive officers in 2013, 2012 and 2011.

Name and Principal Position(s)	Year	Salary	Bonus	Stock Awards (1)	Non-Equity Incentive Plan Compensation (2)	All Other Compensation (3)	Total
Mary Agnes Wilderotter	2013	\$ 1,020,833		\$ 4,001,911	\$ 1,537,116	\$ 44,972	\$ 6,603,833
Chairman of the Board	2012	\$ 1,000,000		\$ 3,909,507	\$ 1,241,460	\$ 2,685	\$ 6,153,652
of Directors and Chief Executive Officer	2011	\$ 1,000,000		\$ 4,517,291	\$ 1,200,926	\$ 2,646	\$ 6,720,863
John M. Jureller	2013	\$ 492,424		\$ 772,815	\$ 485,925	\$ 8,829	\$ 1,759,993
Executive Vice President and Chief Financial Officer (4)							
Donald R. Shassian	2013	\$ 140,000			\$ 140,000	\$ 2,926	\$ 282,926
Former Executive Vice President and Chief Financial Officer (5)	2012	\$ 552,708		\$ 1,420,988	\$ 492,800	\$ 9,128	\$ 2,475,624
	2011	\$ 526,250		\$ 1,521,615	\$ 472,432	\$ 7,883	\$ 2,528,180
Daniel J. McCarthy	2013	\$ 566,667		\$ 1,461,247	\$ 574,856	\$ 8,955	\$ 2,611,725
President and Chief Operating Officer	2012	\$ 503,125		\$ 1,243,662	\$ 482,790	\$ 9,197	\$ 2,238,674
	2011	\$ 437,500		\$ 1,046,108	\$ 409,118	\$ 7,801	\$ 1,900,527
Lois Hedgpeth	2013	\$ 506,250		\$ 499,155	\$ 480,235	\$ 9,251	\$ 1,495,691
Executive Vice President, Strategy(6)							

Cecilia K. McKenney	2013	\$	345,834	\$	730,624	\$	349,913	\$	8,855	\$	1,43
Executive Vice President,	2012	\$	325,000	\$	688,552	\$	298,870	\$	8,819	\$	1,32
Human Resources and Administrative Services	2011	\$	325,000	\$	713,257	\$	295,474	\$	7,681	\$	1,34

- (1) The stock awards referred to in this column consist of the following: grants of restricted stock and grants of performance shares under the LTIP. The amounts shown in this column represent the grant date fair value, pursuant to Topic 718, of the stock awards granted in the applicable year or, with respect to multi-year performance share awards where performance conditions are set at the beginning of each year, the fair value of the shares subject to the

performance conditions for the applicable year. In the latter case, accounting standards provide that each annual establishment of performance conditions during a multi-year vesting period constitutes a separate grant date. As a result, the grant date fair value of the performance share awards granted in 2013 is calculated using only the first tranche of the grant for the 2013-2015 Measurement Period; the second and third tranches of the 2013-2015 Measurement Period are not included because the performance conditions for those tranches had not been set in 2013. With respect to the grant for the 2012-2014 Measurement Period, the grant date fair

value is calculated using the second tranche, as the grant date fair value for the first tranche was reported last year and the performance conditions for the third tranche were not set in 2013. Further, in calculating the grant date fair value of such performance shares in the table, the target number of shares was used. The Company uses Monte Carlo simulations to value LTIP awards. The value of such performance shares assuming that the highest level of operating cash flow and TSR performance will be achieved (again, using only the first tranche of the grant for the 2013-2015 Measurement Period and the second tranche of the

2012-2014  
Measurement  
Period) would  
be as follows:  
Wilderotter:  
\$1,248,243;  
Jureller:  
\$251,575;  
McCarthy:  
\$486,062;  
Hedg-peth:  
\$263,740; and  
McKenney:  
\$243,032. Mr.  
Shassian did  
not receive an  
LTIP award in  
2013. For a  
discussion of  
valuation  
assumptions,  
see Note 11 to  
the  
Consolidated  
Financial  
Statements  
included in our  
Annual Report  
on Form 10-K  
for the year  
ended  
December 31,  
2013. For  
additional  
details  
regarding the  
stock awards,  
see the Grants  
of Plan-Based  
Awards table  
below and the  
accompanying  
narrative.

Note that the  
amounts in this  
column for  
2012 (and the  
related Total  
amounts) for  
each of the



named executive officers (other than Mr. Jureller and Ms. Hedg-peth) have been revised from those previously disclosed to reflect the full grant date fair value of the LTIP awards made in 2012 in accordance with Topic 718, rather than the expense recorded by the Company for such awards in 2012 under Topic 718.

- (2) The amounts shown in this column represent cash awards made under the Frontier Bonus Plan. Awards for each year are generally paid in March of the following year. Mr. Shassian received his prorated 2013 target bonus in April 2013, in accordance with the terms of the Separation

Agreement  
dated  
December 17,  
2012 between  
Mr. Shassian  
and the  
Company. For  
more  
information on  
the Separation  
Agreement,  
see

Employment  
Arrangements; Potential  
Payments Upon  
Termination or  
Change-in-Control Donald  
R. Shassian.

- (3) The All Other  
Compensation column  
includes premiums for life  
insurance coverage paid  
for by the Company and a  
401(k) match. The SEC  
requires us to identify and  
quantify any individual  
item of compensation  
exceeding \$10,000, except  
as discussed below under  
Perquisites and Other  
Personal Benefits.

*Perquisites and Other  
Personal Benefits.*

Disclosure of perquisites  
and other personal benefits  
is omitted for a named  
executive officer if they  
aggregate less than  
\$10,000 in the fiscal year.  
Accordingly, for 2013,  
perquisites and other  
personal benefits are  
included in this column for  
Mrs. Wilderotter (legal  
expenses in connection  
with amendments to her  
employment agreement in  
March 2013 in the amount  
of \$43,100).

- (4) Mr. Jureller joined the  
Company in January 2013  
and became Chief  
Financial Officer effective  
February 27, 2013. In  
accordance with his letter  
agreement with us, he  
received a grant of  
150,000 shares of  
restricted stock on his date  
of hire. See Employment

Arrangements; Potential  
Payments Upon  
Termination or Change-in-  
Control John M. Jureller.

- (5) Mr. Shassian resigned as Executive Vice President and Chief Financial Officer effective February 27, 2013 and left the Company on March 31, 2013.
  
- (6) Information for Ms. Hedg-peth is not provided for 2012 and 2011 because she was not a named executive officer for 2012 and was not an employee of the Company in 2011.

## Grants of Plan-Based Awards

The following table sets forth information concerning cash awards under our non-equity incentive compensation plan (the Frontier Bonus Plan) for 2013 and grants of stock made during 2013 to the named executive officers.

Name	Grant Date (1)	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards		
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)
<b>Mary Agnes Wilderotter</b>							
Cash bonus award	2/27/13	\$ 1,076,250	\$ 1,537,500	\$ 1,998,750			
LTIP award (2013-2015)	5/8/13				53,419	101,750	155,169
LTIP award (2012-2014)	2/27/13				41,518	79,083	120,601
Restricted stock award	5/8/13						
<b>John M. Jureller</b>							
Cash bonus award	2/27/13	\$ 350,000	\$ 500,000	\$ 650,000			
LTIP award (2013-2015)	5/8/13				18,697	35,613	54,310
Restricted stock award	2/27/13						
<b>Donald R. Shassian (3)</b>							
Cash bonus award	3/31/13	\$ 392,000	\$ 560,000	\$ 728,000			
<b>Daniel J. McCarthy</b>							
Cash bonus award	2/27/13	\$ 402,500	\$ 575,000	\$ 747,500			
LTIP award (2013-2015)	5/8/13				21,368	40,700	62,068
	2/27/13				15,569	29,656	45,225

LTIP award (2012-2014)								
Restricted stock award	5/8/13							
<b>Lois Hedg-peth</b>								
Cash bonus award	2/27/13	\$	355,250	\$	507,500	\$	659,750	
LTIP award (2013-2015)	5/8/13						10,684	20,350
LTIP award (2012-2014)	2/27/13						9,409	17,921
Restricted stock award	5/8/13							
<b>Cecilia K. McKenney</b>								
Cash bonus award	2/27/13	\$	245,000	\$	350,000	\$	455,000	
LTIP award (2013-2015)	5/8/13						10,684	20,350
LTIP award (2012-2014)	2/27/13						7,785	14,828
Restricted stock award	5/8/13							

- (1) On February 27, 2013, the Compensation Committee approved the calendar year 2013 equity incentive grants. These grants were made under the 2013 Equity Incentive Plan (the 2013 Plan ) upon stockholder

approval of the 2013 Plan on May 8, 2013. The restricted stock award for Mr. Jureller was a sign-on grant under the 2009 Equity Incentive Plan and was made on February 27, 2013.

- (2) See footnote (2) to the Summary Compensation Table for a description of the methods used to determine the grant date fair value of stock awards.
- (3) Mr. Shassian resigned as Executive Vice President and Chief Financial Officer effective February 27, 2013 and left the Company on March 31, 2013. Pursuant to his separation agreement, he received a pro rata portion of his 2013 cash bonus. He did not receive an LTIP award or restricted stock

award for  
2013.

Cash awards under the Frontier Bonus Plan for 2013 shown under the Estimated Possible Payouts Under Non-Equity Incentive Plan Awards columns were paid in March 2014 based on performance metrics set for 2013 and achievement of individual goals, as described above under Compensation Discussion and Analysis Components of the Executive Compensation Program Cash Compensation Annual Bonus. Target awards under the Frontier Bonus Plan are set as a percentage of base salary. Targets for 2013 were set at 100% of base salary for each of the named executive officers other than Mrs. Wilderotter. In accordance with her employment agreement in effect for 2013, Mrs. Wilderotter's target award was set at 150% of base salary for 2013. Payouts can be 0%, for below-threshold performance, up to 70%, for threshold performance, and up to 130%, for outstanding performance, of the target. The actual amounts of these awards for 2013 for the named



executive officers are reported above in the Summary Compensation Table in the column entitled Non-Equity Incentive Plan Compensation.

The awards shown under the Estimated Future Payouts Under Equity Incentive Plan Awards columns are performance shares under the LTIP deemed to have been granted in 2013 in accordance with Topic 718 (i.e., the first tranche of the 2013-2015 Measurement Period and the second tranche of the 2012-2014 Measurement Period). See footnote (1) to the Summary Compensation Table. The amounts shown represent the range of shares that may be released at the end of the applicable Measurement Period for such grants assuming achievement of threshold, target or maximum performance. If our operating cash flow performance is, on average, below threshold for the three-year Measurement Period, no shares will be released at the end of the period. Dividends on performance shares will be accrued and paid out at the end of the three-year Measurement Period only with respect to shares that are earned and released. See the discussion of LTIP awards under Compensation Discussion and Analysis Components of the Executive Compensation Program Equity Compensation Long-Term Incentive Plan Awards.

The stock awards shown under the All Other Stock Awards column in the above table are grants of restricted stock. The grants represent annual restricted stock awards and vest in three equal annual installments commencing one year after the date of approval by the Compensation Committee, February 27, 2013. All such grants of restricted stock were made under our 2013 Equity Incentive Plan in 2013. Each of the named executive officers is entitled to receive dividends on shares of restricted stock at the same rate and at the same time we pay dividends on shares of our common stock. The annual common stock dividend rate for 2013 was \$0.40 per share, paid quarterly. No above-market or preferential dividends were paid with respect to any restricted shares.

#### Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information regarding outstanding equity awards held by the named executive officers at year-end.

Name	Stock Awards			
	Number of Shares of Stock That Have Not Vested (1) (#)	Market Value of Shares of Stock That Have Not Vested (2) (\$)	Equity Incentive Plan Awards: Number of Unearned Shares That Have Not Vested (3) (#)	Equity Incentive Plan Awards: Market Value of Unearned Shares That Have Not Vested (2) (\$)
Mary Agnes Wilderotter	1,749,761	\$ 8,136,389	542,499	\$ 2,522,620
John J. Jureller	150,000	\$ 697,500	106,838	\$ 496,797
Donald R. Shassian				
Daniel J. McCarthy	547,312	\$ 2,545,001	211,069	\$ 981,471
Lois Hedg-peth	303,834	\$ 1,412,828	114,814	\$ 533,885
Cecilia K. McKenney	298,197	\$ 1,386,616	105,535	\$ 490,738

- (1) The amounts shown in this column represent shares of restricted stock held by the named executive officers as of December 31, 2013. The shares of restricted stock vest as follows:

Mrs.  
Wilderotter:  
117,400  
restricted  
shares vest  
on February  
17, 2014;  
239,517  
restricted  
shares vest in  
two equal  
annual  
installments  
commencing  
February 17,  
2014;  
619,217  
restricted  
shares vest in  
three equal  
annual  
installments  
commencing  
February 15,  
2014; and  
773,627  
restricted  
shares vest in

three equal  
annual  
installments  
commencing  
February 27,  
2014.

Mr. Jureller:  
150,000  
restricted  
shares vest in  
three equal  
annual  
installments  
commencing  
January 7,  
2014.

Mr. Shassian  
resigned as  
Executive  
Vice  
President and  
Chief  
Financial  
Officer  
effective  
February 27,  
2013 and left  
the Company  
on March 31,  
2013. He  
held no  
restricted  
shares at  
year-end  
2013.

Mr.  
McCarthy:  
20,318  
restricted  
shares vest  
on February  
17, 2014;  
55,467  
restricted  
shares vest in  
two equal  
annual  
installments

commencing  
on February  
17, 2014;  
193,505  
restricted  
shares vest in  
three

42

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equal annual  
installments  
commencing  
February 15,  
2014; and  
278,022  
restricted  
shares vest in  
three equal  
annual  
installments  
commencing  
February 27,  
2014.

Ms.  
Hedg-peth:  
75,000  
restricted  
shares vest in  
three equal  
annual  
installments  
commencing  
July 24,  
2014; and  
80,587  
restricted  
shares vest in  
three equal  
annual  
installments  
commencing  
February 27,  
2014.

Ms.  
McKenney:  
13,004  
restricted  
shares vest  
on February  
17, 2014;  
37,819  
restricted  
shares vest in  
two equal  
annual  
installments  
commencing  
February 17,

2014;  
108,363  
restricted  
shares vest in  
three equal  
annual  
installments  
commencing  
February 15,  
2014; and  
139,011  
restricted  
shares vest in  
three equal  
annual  
installments  
commencing  
February 27,  
2014.

- (2) The market value of shares of common stock reflected in the table is based upon the closing price of the common stock on December 31, 2013, which was \$4.65 per share.
- (3) The amounts shown in this column represent the number of performance shares under the LTIP that may be earned by the named executive officers, as follows, in

each case  
assuming  
achievement  
of target  
performance,  
in accordance  
with SEC  
regulations.  
Assuming  
they are  
earned, the  
performance  
shares would  
be paid out as  
follows:

Mrs.  
Wilderotter:  
237,248  
performance  
shares in  
February  
2015 and  
305,251  
performance  
shares in  
February  
2016.

Mr. Jureller:  
106,838  
performance  
shares in  
February  
2016.

Mr.  
McCarthy:  
88,968  
performance  
shares in  
February  
2015 and  
122,101  
performance  
shares in  
February  
2016.

Ms.  
Hedg-peth:

53,763  
performance  
shares in  
February  
2015 and  
61,051  
performance  
shares in  
February  
2016.

Ms.  
McKenney:  
44,484  
performance  
shares in  
February  
2015 and  
61,051  
performance  
shares in  
February  
2016.

### Option Exercises and Stock Vested

The following table sets forth information regarding the shares of restricted stock that vested for each of the named executive officers in 2013. No named executive officer acquired any shares upon the exercise of stock options in 2013. The value of restricted stock realized upon vesting is based on the closing price of the shares on the vesting date.

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Mary Agnes Wilderotter	608,033	\$ 2,543,679
John M. Jureller		
Donald R. Shassian	188,335	\$ 781,007
Daniel J. McCarthy	144,730	\$ 602,734
Lois Hedg-peth	25,000	\$ 100,500
Cecilia K. McKenney	94,408	\$ 394,986



**Pension Benefits**

<b>Name</b>	<b>Plan Name</b>	<b>Number of Years Credited Service (#)</b>	<b>Present Value of Accumulated Benefit (\$)</b>	<b>Payments During Last Fiscal Year (\$)</b>
Mary Agnes Wilderotter				
John M. Jureller				
Donald R. Shassian				
Daniel J. McCarthy	Frontier Pension Plan	10.0	\$132,080	
Lois Hedg-peth				
Cecilia K. McKenney				

We have a noncontributory, qualified retirement plan, the Frontier Pension Plan, covering certain of our employees. The plan provides benefits that, in most cases, are based on formulas related to base salary and years of service. The plan was amended to provide that, effective February 1, 2003, no further benefits will be accrued under the plan by most non-union participants (including all executive officers), and is referred to as frozen. Mr. McCarthy is the only named executive officer with vested benefits under the plan. The estimated annual pension benefits (assumed to be paid in the normal form of an annuity) for Mr. McCarthy is \$22,641. This amount is calculated under the plan based on his 10 years of service credit at the time the plan was frozen and the compensation limits established in accordance with federal tax law in the computation of retirement benefits under qualified plans. Benefits are not subject to reduction for Social Security payments or other offset amounts. For a discussion of valuation assumptions, see Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2013.

**Employment Arrangements; Potential Payments Upon Termination or Change-in-Control****Mary Agnes Wilderotter**

We are party to an employment agreement, originally dated as of November 1, 2004, with Mary Agnes Wilderotter, our Chairman of the Board and Chief Executive Officer. The agreement was amended in December 2008 in connection with the deferred compensation rules imposed by Section 409A of the Internal Revenue Code ( Section 409A ), amended and restated in March 2010 (the 2010 Amendment ) and again amended and restated in March 2013 (the 2013 Amendment ). The employment agreement had an initial term of five years, which expired in November of 2009, and the 2010 Amendment had a three-year term, which was scheduled to expire in April 2013. The 2013 Amendment extended the term of the employment agreement for an additional two years to March 2015, which may be renewed by mutual agreement of the parties for additional one-year terms. Under the terms of the 2013 Amendment, Mrs. Wilderotter s base salary initially was \$1,025,000, which amount can be and has been increased by the Compensation Committee from time to time. Mrs. Wilderotter is also eligible to earn a target bonus equal to at least 150% of her base salary. Mrs. Wilderotter is eligible to participate in the Company s equity incentive plans and receive awards at the discretion of the Compensation Committee.

If Mrs. Wilderotter s employment is terminated without cause or by Mrs. Wilderotter with good reason (each as defined in the employment agreement), we would be required to pay Mrs. Wilderotter an amount equal to her base salary through the date of termination and any bonus earned but unpaid as of the date of termination for any previously completed fiscal year, the sum of three times her base salary and two times her target bonus (generally payable in equal installments over 36 months, but with installments payable by March of the following year accelerated and paid as a lump sum) and one times her bonus for the year of termination (payable based on actual

performance in a lump sum within 2-1/2 months following the end of the calendar year of termination). In addition, all of her restricted stock will vest, and all performance shares granted to her under the LTIP or other performance incentive plan pursuant to a performance-based vesting schedule will be vested with respect to any service requirement, but the number of shares earned will be based on actual performance against the pre-established goals (rather than at target, as provided in the 2010 Amendment). Mrs. Wilderotter is also entitled to receive reimbursement for any unreimbursed business expenses, any accrued but unpaid vacation and to elect and pay the cost for continued medical, dental and other health benefits and extended life insurance until the end of the severance period (or if earlier, the date on which

Mrs. Wilderotter becomes eligible to receive comparable benefits from any subsequent employer), for which we will provide a lump sum to her to offset the cost of these benefits.

The 2013 Amendment provides that Mrs. Wilderotter will serve as Chairman of the Board during the term of the 2013 Amendment but makes explicit that Mrs. Wilderotter would not have good reason to terminate her employment (and be entitled to the severance referred to above) in the event that she ceases to serve as Chairman of the Board if (a) she is not elected to the Board or (b) the Board of Directors has taken action to name another person to the position of Chairman of the Board following approval (with more votes cast for than against) of a stockholder proposal to have different persons serve as Chief Executive Officer and Chairman of the Board. Such Board action requires a determination that it is in the best interests of the Company relative to other alternatives.

Mrs. Wilderotter is not entitled to the above severance benefits if we do not renew the agreement at the end of a term. In that case, the vesting of restricted stock will be determined as if her service with the Company continued for an additional 12 months, and performance shares will vest pro rata and be paid at the conclusion of the performance period based on actual performance.

If Mrs. Wilderotter's employment is terminated due to her death or in connection with a disability, she or her estate will be entitled to payment of base salary for six months following the termination and a prorated portion of her bonus based on actual performance. In addition, all restricted stock will vest, and all performance shares will vest at the target level of shares granted.

In the event of a constructive termination following a change in control (each as defined in the employment agreement), Mrs. Wilderotter will be entitled to the amounts she would receive in connection with a termination by us without cause or by her with good reason, except that (a) the installments over 36 months will be converted to a lump sum if permissible under Section 409A, and (b) performance shares will vest at the target level of shares granted. In addition, if the successor following a change in control declines to assume Mrs. Wilderotter's equity awards (restricted stock and performance shares) and declines to replace them with equivalent awards, her equity awards will vest upon the change in control. To the extent Mrs. Wilderotter would be subject to any excise taxes under Section 280G of the Internal Revenue Code, the amounts she would be entitled to receive will be capped to avoid any excise tax unless the total payments to be received by her without regard to a cap would result in a higher after-tax benefit. Mrs. Wilderotter is responsible to pay any required excise tax.

The following table sets forth the amounts Mrs. Wilderotter would have been entitled to from us under the terms of her employment agreement had her employment been terminated as of December 31, 2013.

Termination Event	Base Salary (1)	Bonus (1)	Value of Accelerated Restricted Stock (2)	Value of Accelerated Performance Shares (3)	Benefits (4)	
Without cause or for good reason	\$ 3,075,000	\$ 4,612,500	\$ 8,136,389	\$ 2,522,620	\$ 50,570	\$
Death	\$ 512,500	\$ 768,750	\$ 8,136,389	\$ 2,522,620	\$ 15,073	\$
Disability	\$ 512,500	\$ 768,750	\$ 8,136,389	\$ 2,522,620	\$ 33,430	\$
Change-in-control	\$ 3,075,000	\$ 4,612,500	\$ 8,136,389	\$ 2,522,620	\$ 50,570	\$
Non-renewal of agreement			\$ 3,261,701	\$ 1,208,609		\$

With cause or  
without good  
reason

---

- (1) Base salary and two-thirds of the bonus amount payable in equal installments over 36 months. The remaining bonus amount payable in a lump sum within 2-1/2 months following the end of the calendar year of termination. Assumes bonus payout at target level with respect to termination upon death or in connection with a disability; payout may be more or less based on actual performance.
- (2) For termination without cause or for good reason, upon death or in connection with a disability or upon a change-in-control, amounts represent the dollar value of 1,749,761 shares of restricted stock held by Mrs. Wilderotter on December 31, 2013 based on the closing sales price

of \$4.65 per share of our common stock on December 31, 2013. For termination upon non-renewal of her employment agreement, amount represents the dollar value of 701,441 shares of restricted stock that would accelerate in such circumstance, based on the closing sales price of \$4.65 per share of our common stock on December 31, 2013.

- (3) For termination upon death or in connection with a disability or upon a change-in-control, amounts represent the dollar value of the 542,499 performance shares held by Mrs. Wilderotter on December 31, 2013 based on the closing sales price of \$4.65 per share of our common stock on December 31, 2013. For termination upon non-renewal of her employment agreement, amount represents the dollar value of 259,916 performance shares that would vest in such circumstance, based on the closing sales price of \$4.65 per share of our common stock on December 31, 2013. The number of performance shares used for termination without cause, for good reason or upon non-renewal of employment agreement assumes payout equal to the target level of shares granted.

- (4) Value of continued medical, dental, vision and life insurance benefits for Mrs. Wilderotter and her spouse, as applicable, under the terms of her employment agreement as described above.

**John M. Jureller**

We are party to a letter agreement with John M. Jureller, our Executive Vice President and Chief Financial Officer, dated December 18, 2012. The letter agreement provides for a target annual incentive bonus of 100% of his base salary.

If, within one year following a change in control (as defined in the letter agreement) of the Company, (a) Mr. Jureller is terminated by the Company without cause or (b) he terminates his employment as a result of (i) a material decrease in his base salary, target bonus or long term incentive compensation target from those in effect immediately prior to the change in control for any reason other than cause, (ii) a relocation of his principal office more than 50 miles from Stamford, Connecticut, or (iii) a material decrease in his responsibilities title or authority for any reason other than cause, subject to certain notice and cure provisions, Mr. Jureller will be entitled to two years of base salary and target bonus, all restrictions on restricted shares held by him will immediately lapse and his restricted shares shall become non-forfeitable and all performance shares granted to him under the LTIP or other performance incentive plan pursuant to a performance-based vesting schedule shall immediately be earned by him and become non-forfeitable, with the number of shares earned equal to the target level of shares granted.

The following table sets forth the amounts Mr. Jureller would have been entitled to from us had his employment been terminated as of December 31, 2013 following a change in control. Mr. Jureller would not be entitled to any severance amounts upon termination for any other reason.

<b>Termination Event</b>	<b>Base Salary (1)</b>	<b>Bonus (1)</b>	<b>Value of Accelerated Restricted Stock (2)</b>	<b>Value of Accelerated Performance Shares (3)</b>	<b>Total</b>
Change in control	\$ 1,000,000	\$ 1,000,000	\$ 697,500	\$ 496,797	\$ 3,194,297

- (1) Payable in a lump sum upon termination.

(2) Dollar value of 150,000 shares of restricted stock held by Mr. Jureller on December 31, 2013 based on the closing sales price of \$4.65 per share of our common stock on December 31, 2013.

(3) Dollar value of the 106,838 performance shares held by Mr. Jureller on December 31, 2013 based on the closing sales price of \$4.65 per share of our common stock on December 31, 2013. The number of performance shares used for this purpose is equal to the target level of shares granted.

**Donald R. Shassian**

Donald R. Shassian resigned as Executive Vice President and Chief Financial Officer effective February 27, 2013. Mr. Shassian entered into a Separation Agreement on December 17, 2012 pursuant to which he received his 2012 bonus at a 100% individual payout level and subject to the weighted 3P payout factor, and received \$140,000 in cash



on April 15, 2013, representing his prorated 2013 target bonus. In addition, on April 15, 2013, one-third of the performance shares, or 39,542 shares, awarded to Mr. Shassian on February 15, 2012 for the 2012-2014 measurement period under the LTIP vested and were paid out to Mr. Shassian in the form of cash, based on the average of the high and low price of the Company's common stock on March 29, 2013. Further, the restrictions on 21,703 shares of restricted stock held by Mr. Shassian lapsed on March 29, 2013. All other unvested restricted stock and unearned performance shares held by Mr. Shassian as of his departure

from the Company were cancelled and the company has no further obligations to Mr. Shassian under his employment arrangement.

### Daniel J. McCarthy

We are party to a letter agreement with Daniel J. McCarthy, our President and Chief Operating Officer, dated April 27, 2012, pursuant to which, if, within one year following a change in control (as defined in the letter agreement) of the Company, (a) Mr. McCarthy is terminated by the Company without cause or (b) he terminates his employment as a result of (i) a material decrease in his base salary, target bonus or long term incentive compensation target from those in effect immediately prior to the change in control for any reason other than cause, (ii) a material relocation of his principal office (with greater than 50 miles from our Stamford, Connecticut headquarters deemed to be material), or (iii) a material decrease in his responsibilities or authority for any reason other than cause, subject to certain notice and cure provisions, Mr. McCarthy will be entitled to two years of base salary and target bonus, all restrictions on restricted shares held by him will immediately lapse and his restricted shares shall become non-forfeitable and all performance shares granted to him under the LTIP or other performance incentive plan pursuant to a performance-based vesting schedule shall immediately be earned by him and become non-forfeitable, with the number of shares earned equal to the target level of shares granted.

The following table sets forth the amounts Mr. McCarthy would have been entitled to from us had his employment been terminated as of December 31, 2013 following a change in control. Mr. McCarthy would not be entitled to any severance amounts upon termination for any other reason. In addition, Mr. McCarthy is also entitled to his pension benefit as set forth under Pension Benefits.

<b>Termination Event</b>	<b>Base Salary (1)</b>	<b>Bonus (1)</b>	<b>Value of Accelerated Restricted Stock (2)</b>	<b>Value of Accelerated Performance Shares (3)</b>	<b>Total</b>
Change in control	\$ 1,150,000	\$ 1,150,000	\$ 2,545,001	\$ 981,471	\$ 5,826,472

(1) Payable in a lump sum upon termination.

(2) Dollar value of 547,312 shares of restricted stock held by Mr. McCarthy on December 31, 2013 based on the closing sales

price of  
\$4.65 per  
share of our  
common  
stock on  
December  
31, 2013.

- (3) Dollar value  
of the  
211,069  
performance  
shares held  
by Mr.  
McCarthy on  
December  
31, 2013  
based on the  
closing sales  
price of  
\$4.65 per  
share of our  
common  
stock on  
December  
31, 2013.  
The number  
of  
performance  
shares used  
for this  
purpose is  
equal to the  
target level  
of shares  
granted.

**Lois Hedg-peth**

We are party to a letter agreement with Lois Hedg-peth, our Executive Vice President, Strategy, dated April 10, 2012. The letter agreement provides for a target annual incentive bonus of 100% of her base salary. Additionally, Ms. Hedg-peth will be granted 50,000 shares of common stock on July 1, 2014 if she is still employed by the Company.

If, within one year following a change in control (as defined in the letter agreement) of the Company, (a) Ms. Hedg-peth is terminated by the Company without cause or (b) she terminates her employment as a result of (i) a material decrease in her base salary, target bonus or long term incentive compensation target from those in effect immediately prior to the change in control for any reason other than cause, (ii) a relocation of her principal office more than 50 miles from Stamford, Connecticut, or (iii) a material decrease in her responsibilities title or authority for any reason other than cause, subject to certain notice and cure provisions, Ms. Hedg-peth will be entitled to one year of base salary and 100% of her bonus target prorated for the plan year, all restrictions on restricted shares held by her will immediately lapse and her restricted shares shall become non-forfeitable and all performance shares granted to her under the LTIP or other performance incentive plan pursuant to a performance- based vesting schedule shall

immediately be earned by her and become non-forfeitable, with the number of shares earned equal to the target level of shares granted.

The following table sets forth the amounts Ms. Hedgpeth would have been entitled to from us had her employment been terminated as of December 31, 2013 following a change in control. Ms. Hedgpeth would not be entitled to any severance amounts upon termination for any other reason.

<b>Termination Event</b>	<b>Base Salary (1)</b>	<b>Bonus (1)</b>	<b>Value of Accelerated Restricted Stock (2)</b>	<b>Value of Accelerated Performance Shares (3)</b>	<b>Total</b>
Change in control	\$ 507,500	\$ 507,500	\$ 1,412,828	\$ 533,885	\$ 2,961,713

(1) Payable in a lump sum upon termination.

(2) Dollar value of 303,834 shares of restricted stock held by Ms. Hedg-peth on December 31, 2013 based on the closing sales price of \$4.65 per share of our common stock on December 31, 2013.

(3) Dollar value of the 114,814 performance shares held by Ms. Hedg-peth on December 31, 2013 based on the closing sales price of \$4.65 per share of our common stock on

December  
31, 2013.  
The number  
of  
performance  
shares used  
for this  
purpose is  
equal to the  
target level  
of shares  
granted.

**Cecilia K. McKenney**

We are party to a letter agreement with Cecilia K. McKenney, our Executive Vice President, Human Resources and Administrative Services, dated January 13, 2006 and amended in December 2008 in connection with the deferred compensation rules imposed by Section 409A. The letter agreement provides for a target annual incentive bonus of 60% of her base salary, which was increased to 75% commencing in 2008 and to 100% commencing in 2010.

If, within one year following a change in control (as defined in the letter agreement) of the Company, (a) Ms. McKenney is terminated by the Company without cause or (b) she terminates her employment as a result of (i) a material decrease in her base salary, target bonus or long term incentive compensation target from those in effect immediately prior to the change in control for any reason other than cause, (ii) a material relocation of her principal office (with greater than 50 miles from our Stamford, Connecticut headquarters deemed to be material), or (iii) a material decrease in her responsibilities or authority for any reason other than cause, subject to certain notice and cure provisions, Ms. McKenney will be entitled to one year of base salary and target bonus, all restrictions on restricted shares held by her will immediately lapse and her restricted shares shall become non-forfeitable and all performance shares granted to her under the LTIP or other performance incentive plan pursuant to a performance-based vesting schedule shall immediately be earned by her and become non-forfeitable, with the number of shares earned equal to the target level of shares granted.

The following table sets forth the amounts Ms. McKenney would have been entitled to from us had her employment been terminated as of December 31, 2013 following a change in control. Ms. McKenney would not be entitled to any severance amounts upon termination for any other reason.

<b>Termination Event</b>	<b>Base Salary (1)</b>	<b>Bonus (1)</b>	<b>Value of Accelerated Restricted Stock (2)</b>	<b>Value of Accelerated Performance Shares (3)</b>	<b>Total</b>
Change in control	\$ 350,000	\$ 350,000	\$ 1,386,616	\$ 490,738	\$ 2,577,354

(1) Payable in a lump sum upon termination.

(2) Dollar value of 298,197 shares of restricted stock held by Ms. McKenney on December 31, 2013 based on the closing sales price of \$4.65 per share of our common stock on December 31, 2013.

(3) Dollar value of the 105,535 performance shares held by Ms. McKenney on December 31, 2013 based on the closing sales price of \$4.65 per share of our common stock on December 31, 2013. The number of performance shares used for this purpose is equal to the target level of shares granted.

#### **Compensation Committee Interlocks and Insider Participation**

The Compensation Committee currently consists of Ms. Reeve, as Chair, and Mr. Bynoe, Ms. Ruesterholz, Ms. Segil and Mr. Wick. None of our executive officers served as: (i) a member of the compensation committee (or other board

committee performing equivalent functions or, in the absence of any such committee, the entire board of directors) of another entity, one of whose executive officers served on our Compensation Committee; (ii) a director of another entity, one of whose executive officers served on our



Compensation Committee; or (iii) a member of the compensation committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire board of directors) of another entity, one of whose executive officers served as one of our directors.

### **Compensation Policy Risk Analysis**

Management annually reviews our compensation policies and practices applicable to all of our employees, including the named executive officers, for the purpose of evaluating the risks to our company arising from such policies and practices. Each component of the Company's compensation program is evaluated for any risks to the Company associated with such compensation. Included in these evaluations is an analysis of the likelihood that such compensation components would influence behaviors or decision-making and impact the Company's risk profile. For 2013, risk controls, both entity-level and compensation-related, were identified and evaluated. These controls included:

Corporate  
governance and  
Enterprise Risk  
Management  
policies;

Oversight of  
the Company's  
compensation  
practices and  
policies by the  
Compensation  
Committee,  
including the  
use of negative  
discretion with  
respect to  
payouts;

The Company's  
compensation  
program  
design,  
including the  
mix of cash  
and equity  
compensation,  
short- and  
long-term  
incentive  
compensation,  
fixed and  
variable  
compensation  
and  
company-wide

and individual goals and targets, the use of multiple performance metrics based on the Company's 3P goals (People, Product and Profit), which include financial and other quantitative and qualitative measurements, the use of modest leverage multipliers, and maximum payout limits (in terms of dollars and percentages of base salary); and

Stock ownership guidelines for the Company's executive officers.

In February 2014, management reviewed its findings with the Compensation Committee at a meeting at which the Compensation Committee and management engaged in an in-depth discussion of the findings. Based on its review of management's risk assessment of our company's compensation policies, practices and controls and the Compensation Committee's evaluation of management's assessment, the Compensation Committee determined that such policies and practices are not reasonably likely to have a material adverse effect on our company.

**ADVISORY VOTE ON EXECUTIVE COMPENSATION  
(Item 2 on the Proxy Card)**

The Company and its board of directors are committed to excellence in governance and recognize the interests that our stockholders have expressed in our executive compensation program. As part of our commitment, in 2009, the board of directors voluntarily adopted a Corporate Governance Guideline, commonly known as "Say-on-Pay," to annually provide stockholders with the opportunity to endorse or not endorse compensation paid to the Company's named executive officers through consideration of the following non-binding advisory resolution:

**Resolved, that the compensation paid to the Company's named executive officers, as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, compensation tables and accompanying narrative discussion, is hereby approved.**

We believe that our executive compensation philosophy and programs reinforce our pay for performance culture and are strongly aligned with the long-term interests of our stockholders. The Compensation Committee, which oversees and approves the compensation philosophy and programs, engages in an extensive process to align executive pay, both short- and long-term, with the Company's performance and the interests of stockholders. The Compensation Discussion and Analysis section of this proxy statement provides a comprehensive review of the Company's executive compensation philosophy and programs and the rationale for executive compensation decisions, and the accompanying tables and narrative provide details on the compensation paid to the Company's named executive officers. We urge you to read this disclosure prior to voting on this proposal.

Our existing say on pay policy is consistent with Section 14A of the Securities Exchange Act of 1934 adopted in July 2010 as part of Title IX of the Dodd-Frank Wall Street Reform and Consumer Protection Act, which now requires the proposal. Because your vote is advisory, it will not be binding upon the board. However, the Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements. Stockholders who want to communicate with our board or any specific director, including the Lead Director, any non-management director, the non-management directors as a group, any independent director or the independent directors as a group, on executive compensation or any other matter of stockholder concern, can do so by writing to such director or group of directors at: Frontier Communications Corporation, Three High Ridge Park, Stamford, Connecticut 06905. Any communication will be forwarded to the director or directors to whom it is addressed.

In accordance with the wishes of our stockholders and best practices, we will provide a say on pay vote annually and the next say on pay vote will be included in our 2015 proxy statement.

The board of directors recommends a vote **FOR** this proposal.

**SECURITIES AUTHORIZED FOR ISSUANCE  
UNDER EQUITY COMPENSATION PLANS**

The following table provides information as of December 31, 2013 regarding compensation plans (including individual compensation arrangements, but not including qualified employee benefit plans and plans available to stockholders in a pro rata basis) under which our equity securities are authorized for issuance.

Plan Category	(a)  Number of securities to be issued upon exercise of outstanding options, warrants and rights (1)	(b)  Weighted-average exercise price of outstanding options, warrants and rights (1)	(c)  Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (1)
Equity compensation plans approved by security holders	3,186,722	\$ 5.73	18,432,664
Equity compensation plans not approved by security holders			
<b>Total</b>	<b>3,186,722</b>	<b>\$ 5.73</b>	<b>18,432,664</b>

(1) Columns (a) and (c) reflect the number of performance shares under the LTIP that may be released at the end of the 2012-2014 and 2013-2015 Measurement Periods assuming achievement of target performance. The weighted-average exercise price

shown in column  
(b) does not take  
these performance  
shares into  
account.

## AUDIT COMMITTEE REPORT

The Audit Committee is responsible, under its charter, for oversight of our independent registered public accounting firm, which reports directly to the Audit Committee. The Audit Committee has the authority to retain and terminate the independent registered public accounting firm, to review the scope and terms of the audit and to approve the fees to be charged. The Audit Committee monitors our system of internal control over financial reporting, and management's certifications as to disclosure controls and procedures and internal controls for financial reporting. Our management and independent registered public accounting firm, not the Audit Committee, are responsible for the planning and conduct of the audit of our consolidated financial statements and determining that the consolidated financial statements are complete and accurate and prepared in accordance with U.S. generally accepted accounting principles.

The Audit Committee has met and held discussions with management, our senior internal auditor and our independent registered public accounting firm (with and without management and our senior internal auditor present) and has reviewed and discussed the audited consolidated financial statements and related internal control over financial reporting with management and our independent registered public accounting firm.

The Audit Committee has also discussed with our independent registered public accounting firm the matters required to be discussed by Auditing Standard No. 16, Communications with Audit Committees.

Our independent registered public accounting firm also provided the Audit Committee with the written disclosures and the letter required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence, and the Audit Committee discussed with our independent registered public accounting firm that firm's independence.

Based upon the review and discussions referred to above, the Audit Committee recommended to the board of directors that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013 for filing with the SEC. The Audit Committee selected KPMG LLP as our independent registered public accounting firm for the fiscal year ended December 31, 2014, which is being presented to stockholders at the meeting for ratification.

Submitted by:  
Edward Fraioli, Chair  
Leroy T. Barnes, Jr.  
James S. Kahan  
Howard L. Schrott

*The information contained in the foregoing report shall not be deemed to be soliciting material or to be filed with the Securities and Exchange Commission, nor shall the information be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates it by reference in a filing.*

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES**

In accordance with the Sarbanes-Oxley Act of 2002, the rules of the SEC and the Audit Committee Charter, the Audit Committee pre-approves all auditing and permissible non-auditing services that will be provided by KPMG LLP, our independent registered public accounting firm.

The following table sets forth the fees for professional audit services paid by us to KPMG LLP, our independent registered public accounting firm:

	<b>2013</b>	<b>2012</b>
Audit Fees	\$ 3,700,000	\$ 3,675,000
Audit-Related Fees	165,000	260,000
Tax Fees	67,382	20,578
All Other Fees	641,129	
<b>Total</b>	<b>\$ 4,573,511</b>	<b>\$ 3,955,578</b>

**Audit Fees**

Audit fees relate to professional services rendered in connection with the audit of our annual consolidated financial statements included on Form 10-K and internal control over financial reporting, the review of our quarterly financial statements included in our Quarterly Reports on Form 10-Q, and audit services provided in connection with other subsidiary audit reports. These fees were approved by the Audit Committee.

**Audit-Related Fees**

Audit-related fees for 2013 relate to professional services performed in connection with the Company's registered debt offering during the year.

Audit-related fees for 2012 relate to professional services performed in connection with the Company's registered debt offerings during the year.

**Tax Fees**

Tax fees for 2013 relate to professional services rendered in connection with the preparation of transactional tax filings.

Tax fees for 2012 relate to professional services rendered in connection with the preparation of transactional tax filings.

**All Other Fees**

For 2013, fees are for professional services rendered in connection with the pending acquisition of the AT&T properties in Connecticut.

**RATIFICATION OF SELECTION OF INDEPENDENT  
REGISTERED PUBLIC ACCOUNTING FIRM  
(Item 3 on the Proxy Card)**

The board of directors recommends that the stockholders ratify the selection of KPMG LLP, registered public accounting firm, as the independent registered public accounting firm to audit our accounts and those of our subsidiaries for 2014. The Audit Committee approved the selection of KPMG LLP as our independent registered public accounting firm for 2014. KPMG LLP is currently our independent registered public accounting firm.

The board of directors recommends a vote **FOR** this proposal.

**ANNUAL REPORT AND COMPANY INFORMATION**

A copy of our 2013 Annual Report to Stockholders is being furnished to stockholders concurrently herewith. Stockholders may request another free copy of our 2013 Annual Report from:

Frontier Communications Corporation  
Attn: Investor Relations Department  
Three High Ridge Park  
Stamford, Connecticut 06905  
Telephone: (866) 491-5249  
e-mail: [ir@ftr.com](mailto:ir@ftr.com)

**PROPOSALS BY STOCKHOLDERS**

Proposals that stockholders wish to include in our proxy statement and form of proxy for presentation at our 2015 annual stockholders meeting must be received by us no later than November 30, 2014. Such proposals also must comply with SEC regulations under Rule 14a-8 of the Securities Exchange Act of 1934 regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Proposals should be addressed to:

Secretary  
Frontier Communications Corporation  
Three High Ridge Park  
Stamford, Connecticut 06905  
Fax: (203) 614-4651

For a stockholder proposal that is not intended to be included in our 2015 proxy statement under Rule 14a-8, our bylaws require the stockholder's written proposal be submitted to our Secretary at the address above:

On or  
after the  
close of  
business  
on  
January  
14, 2015;  
and

On or  
before



the close  
of  
business  
on  
February  
13, 2015.

In such a case, the notice of proposal must meet certain requirements set forth in our bylaws. Such proposals are not required to be included in our proxy materials.

If the date of the stockholder meeting is moved more than 30 days before or after the anniversary of our annual meeting for the prior year, then notice of a stockholder proposal that is not intended to be included in our proxy statement under Rule 14a-8 must be received not less than a reasonable time, as determined by our board, prior to the printing and mailing of proxy materials for the applicable annual meeting.

**Frontier Communications Corporation  
Three High Ridge Park  
Stamford, Connecticut 06905**

**2014 Annual Meeting of Stockholders  
10:00 a.m., Eastern Daylight Savings Time, May 14, 2014  
Three High Ridge Park  
Stamford, Connecticut 06905**

**ADVANCE REGISTRATION**

Attendance at the meeting is limited to our stockholders, or their authorized representatives, and our guests. If you plan to attend or send a representative to the meeting, please notify us by marking the Advance Registration box on your proxy.

You may view this proxy statement and our Annual Report at the following Internet web site: [www.proxyvote.com](http://www.proxyvote.com). An advance registration form may be submitted (for registered stockholders only) by selecting the proxy statement, the advance registration form and then clicking on the submit button once you have completed the form.

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### **Information about Delivery of Stockholder Material**

#### ***“Householding”***

In an effort to minimize costs and the amount of duplicate material a household receives, we are sending one annual report and proxy statement to accounts sharing the same last name and address. If you would like another copy, and/or wish to receive financial reports for each account in your household in the future, please contact Frontier’s investor relations department by phone at 1-866-491-5249; by mail at 3 High Ridge Park, Stamford, CT 06905; or by email at [ir@ftr.com](mailto:ir@ftr.com).

#### ***Vote Your Proxy Online***

You can use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M., Eastern Daylight Saving Time, the day before the meeting date. Have your proxy card in hand when you access the website ([www.proxyvote.com](http://www.proxyvote.com)), and follow the instructions to obtain your records and to create an electronic voting instruction form. There is no charge to you for this service, but there may be costs associated with access to the Internet, such as usage charges for your Internet service provider and/or telephone companies.

#### ***Electronic Delivery of Future Proxy Material***

After submitting your proxy vote online, you may elect to receive future proxy material (annual report, proxy statement, etc.) from Frontier electronically. Before exiting [www.proxyvote.com](http://www.proxyvote.com), click the button for “Electronic Delivery” and enter your email address. Then click the button indicating your consent to receive future information in an electronic format. Next year, you will receive an email providing information about where to locate the annual report and proxy statement online and how to vote these shares.

**Important Notice Regarding the Availability of Proxy  
Materials for the Annual Meeting:**  
The Combined Document is available at  
[www.proxyvote.com](http://www.proxyvote.com).

M67157-P46996-Z62369

## **FRONTIER COMMUNICATIONS CORPORATION**

### **Proxy Solicited on Behalf of Board of Directors**

The undersigned hereby appoints Leroy T. Barnes, Jr., Howard L. Schrott and Myron A. Wick, III or any of them with full power of substitution, proxies to vote at the Annual Meeting of Stockholders of Frontier Communications Corporation (the "Company") to be held on Wednesday, May 14, 2014, at 10:00 a.m. Eastern Daylight Saving Time, at our offices at 3 High Ridge Park, Stamford, CT 06905, and at any adjournments thereof, hereby revoking any proxies heretofore given, to vote all shares of common stock of the company held or owned by the undersigned as directed, and in their discretion upon such other matters as may come before the meeting or any adjournment thereof.

If the undersigned holds shares of Frontier common stock under the Frontier Communications 401(k) Savings Plan, the Frontier Communications Corporate Services Inc. Management 401(K) Plan, the Frontier Communications Corporate Services Inc. Savings and Security Plan for West Region Hourly Employees and/or the Frontier Communications Corporate Services Inc. Savings and Security Plan for Mid-Atlantic Associates, this proxy represents the number of shares allocable to the undersigned under the Plan(s) as well as other shares registered in the undersigned's name. The undersigned hereby authorizes and directs Fidelity Investments, as the Trustee under the Plans, to vote all shares of stock allocated to the undersigned under the provisions of the Plans and appoints Leroy T. Barnes, Jr., Howard L. Schrott and Myron A. Wick, III or any of them, with full power of substitution, proxies to vote at the Annual Meeting of Stockholders of the Company to be held on Wednesday, May 14, 2014, at 10:00 a.m. Eastern Daylight Saving Time, at our offices at 3 High Ridge Park, Stamford, CT 06905, and at any adjournments thereof. Said Trustee is authorized and directed to execute and deliver a written proxy appointing such individuals to act as proxies as directed, and, in their discretion, upon such other matters as may come before the meeting or any adjournment thereof.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in FAVOR of the election of all directors and the adoption of Proposal 2 and Proposal 3.**

**Address Changes/Comments:**

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

**Continued and to be signed on reverse side**

**FRONTIER COMMUNICATIONS CORPORATION**  
**3 HIGH RIDGE PARK**  
**STAMFORD, CT 06905**

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Daylight Saving Time the day before the meeting date. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via email or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Daylight Saving Time the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M67156-P46996-Z62369 KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY  
**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**FRONTIER COMMUNICATIONS CORPORATION**

	<b>For All</b>	<b>Withhold All</b>	<b>For All Except</b>
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**The Board of Directors recommends that you vote FOR the following:**

- |                             |          |          |                            |
|-----------------------------|----------|----------|----------------------------|
| 1. Election of Directors    | <b>£</b> | <b>£</b> | <b>£</b>                   |
| <b>Nominees:</b>            |          |          |                            |
| 01) Leroy T. Barnes, Jr.    |          |          | 07) Howard L. Schrott      |
| 02) Peter C.B. Bynoe        |          |          | 08) Lorraine D. Segil      |
| 03) Edward Fraioli          |          |          | 09) Mark Shapiro           |
| 04) Daniel J. McCarthy      |          |          | 10) Myron A. Wick, III     |
| 05) Pamela D.A. Reeve       |          |          | 11) Mary Agnes Wilderotter |
| 06) Virginia P. Ruesterholz |          |          |                            |

To withhold authority to vote for any individual nominee(s), mark “For All Except” and write the number(s) of the nominee(s) on the line below.

**The Board of Directors recommends you vote For Against Abstain FOR the following proposal:**

- |    |                                                                           |          |          |          |
|----|---------------------------------------------------------------------------|----------|----------|----------|
| 2. | To consider and vote upon an advisory proposal on executive compensation. | <b>£</b> | <b>£</b> | <b>£</b> |
|----|---------------------------------------------------------------------------|----------|----------|----------|

**The Board of Directors recommends you vote FOR the following proposal:**

- |    |                                                        |          |          |          |
|----|--------------------------------------------------------|----------|----------|----------|
| 3. | To ratify the selection of KPMG LLP as our independent | <b>£</b> | <b>£</b> | <b>£</b> |
|----|--------------------------------------------------------|----------|----------|----------|

registered  
public  
accounting  
firm for 2014.

**NOTE:** The named  
proxies are authorized  
to vote upon such  
other business as may  
properly come before  
the meeting or any  
adjournment thereof.

For address  
changes  
and/or  
comments,  
please  
check this   
box and  
write them  
on the back  
where  
indicated.

Please  
indicate  
if  
you  
plan    
to  
attend  
this  
meeting.

**Yes No**

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date Signature (Joint Owners) Date