

**BEFORE THE  
FLORIDA PUBLIC SERVICE COMMISSION**

IN RE:

JOINT APPLICATION OF CITIZENS )  
COMMUNICATIONS COMPANY, )  
CITIZENS TELECOMMUNICATIONS )  
COMPANY AND FRONTIER )  
COMMUNICATIONS OF AMERICA, INC. )  
FOR APPROVAL OF A REORGANIZATION )  
AND MERGER )

DOCKET NO. 030018-TP

**JOINT APPLICATION**

**COME NOW** Citizens Communications Company ("Citizens"), Citizens Telecommunications Company ("Citizens Telecommunications")<sup>1</sup> and Frontier Communications of America, Inc. ("Frontier Communications of America") (collectively the "Parties"), by their undersigned counsel, and hereby respectfully request that the Florida Public Service Commission (the "Commission") issue an Order approving an intra-company reorganization and merger transaction.

Specifically, Citizens owns two subsidiaries, Citizens Telecommunications and Frontier Communications of America that provide long distance telecommunications services to customers in the State of Florida. In order to gain operational efficiencies and to improve customer responsiveness, the Parties intend to effectuate a transaction whereby Frontier Communications of America will be merged into Citizens Telecommunications. Upon the conclusion of the transaction, the combined companies will provide service under the name "Frontier Communications of America, Inc."

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<sup>1</sup> Citizens Telecommunications Company d/b/a Citizens Communications Company

DOCUMENT NUMBER-DATE

00064 JAN-38

FPSC-COMMISSION CLERK

The Parties respectfully request that the Commission act upon this Joint Application expeditiously inasmuch as time is of the essence and the approval sought herein concerns a non-controversial, reorganization transaction between affiliated entities. In support of this Joint Application, the Parties hereby state as follows.

## II. DESCRIPTION OF THE PARTIES

### 1.

Citizens has had a long history of providing utility and telecommunications services throughout much of the United States. Prior to June 2001, Citizens owned incumbent local exchange carrier ("ILEC") subsidiaries operating approximately 1.4 million telephone access lines in Arizona, California, Idaho, Illinois, Minnesota, Montana, Nebraska, Nevada, New Mexico, New York, North Dakota, Oregon, Pennsylvania, Tennessee, West Virginia and Wisconsin. Prior to that date, Citizens primarily offered long distance telecommunications services to the customers of its ILEC subsidiaries through Citizens' wholly owned long distance subsidiary - Citizens Telecommunications.<sup>2</sup>

### 2.

In June 2001, Citizens purchased from Global Crossing Ltd. and Global Crossing North America, Inc. (formerly named Frontier Corp.) 100% of the stock of the former Frontier Corp.'s ILEC subsidiaries, which owned approximately 1.1 million telephone access lines in Alabama, Florida, Georgia, Illinois, Indiana, Iowa, Michigan, Minnesota, Mississippi, New York, Ohio, Pennsylvania and Wisconsin. As a result of that transaction, Citizens acquired Frontier

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<sup>2</sup> Citizens also controls New North Communications, Inc. that provides long distance service in Wisconsin and NewOp Communications Company which provides long distance service in New York. These entities are also being merged into Citizens Telecommunications Company, but are not certificated in Florida. Citizens also controls Electric Lightwave, Inc. which provides resold telecommunications services across the country and was issued a certificate of public convenience and necessity from the Florida Public Service Commission in Docket No. 961050. Electric Lightwave, Inc. is not a party to the proposed transaction.

Communications of America, which provides long distance telecommunications services to the customers of Frontier Corp.'s ILEC subsidiaries.

3.

Citizens Telecommunications is certificated to provide resold interexchange telecommunications services in the State of Florida.<sup>3</sup> Citizens Telecommunications has an approved tariff on file with the Commission that establishes the rates, terms and conditions for its intrastate long distance telecommunications services. Citizens Telecommunications currently serves over 500,000 long distance customer lines across the country.

4.

Frontier Communications of America is certificated to provide facilities-based telecommunications services, resold interexchange telecommunications services, prepaid debit card services and alternative local exchange services in the State of Florida.<sup>4</sup> Frontier Communications of America currently serves approximately 600,000 long distance customer lines across the country.

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<sup>3</sup> See Citizens Telecommunications Company, Inc. d/b/a Citizens Telecom's Application for a Certificate of Authority to Provide Interexchange Telecommunications Services, Docket No. 960379, Certificate No. 4465 (issued July 23, 1996); See also Request for Name Change on Interexchange Telecommunications Certificate No. 4465 from Citizens Telecommunications Company, Inc. d/b/a Citizens Telecom to Citizens Telecommunications Company, Inc. d/b/a Citizens Communications Company, Docket No. 970491.

<sup>4</sup> See Frontier Communications of America, Inc.'s Application for a Certificate of Authority to Provide Interexchange Telecommunications Services, Docket No. 000863, Certificate No. 7600 (issued October 20, 2000), and generally Company Code TJ341; See also Frontier Communications of America, Inc.'s Application for a Certificate of Authority to Provide Alternative Local Exchange Telecommunications Services, Docket No. 000862, Certificate No. 7599 (issued October 20, 2000).

### **III. DESCRIPTION OF PROPOSED TRANSACTION**

5.

Citizens currently has two subsidiaries, Citizens Telecommunications and Frontier Communications of America, that offer long distance telecommunications services to customers in Florida. During the past fifteen months, the long distance product offerings, pricing and promotional activities of such companies have become substantially the same. In addition, many of the functions performed by the employees of such subsidiaries have been informally combined. Consequently, the Board of Directors of Citizens, Frontier Communications of America and Citizens Telecommunications have determined that it would be advantageous both to their shareholders and to their customers to merge and consolidate the two subsidiaries' operations.

6.

The proposed merger transaction is a very simple one. Frontier Communications of America will be merged into Citizens Telecommunications, which will be the surviving corporation of the merger. All of the assets of every kind and description of Frontier Communications of America (including its Florida certificates) will be merged into and conveyed to Citizens Telecommunications. The separate corporate existence of Frontier Communications of America will thereupon cease. Each issued and outstanding share of common stock of Citizens Telecommunications will continue to be outstanding as a share of stock of Citizens Telecommunications, as the surviving corporation of the merger. Each issued and outstanding share of common stock of Frontier Communications of America, however, will be canceled and cease to exist by virtue of the merger. As a result of the merger, Citizens

Telecommunications will control the entirety of both subsidiaries' operations and will serve over 1.1 million long distance customer lines across the country.

7.

Upon the completion of the merger, Citizens Telecommunications will change its name to "Frontier Communications of America, Inc." and will continue to provide telecommunications services to the combined customer base. The certificates that were formerly held by Frontier Communications of America (*i.e.*, to provide facilities-based telecommunications services, resold interexchange telecommunications services, prepaid debit card services and alternative local exchange services) will remain with the merged legal entity. However, the merged entity will relinquish the certificate formerly held by Citizens Telecommunications to operate as an interexchange resale carrier in Florida.

#### **IV. FINANCIAL, MANAGERIAL AND TECHNICAL QUALIFICATIONS**

8.

The Parties possess all financial, managerial and technical qualifications necessary to complete the reorganization and merger contemplated herein. The Parties are lead by highly qualified management personnel, each of whom has extensive experience in the telecommunications industry. In fact, in the past, the Commission has previously found that each of Citizens Telecommunications and Frontier Communications of America possessed the financial, managerial and technical qualifications to provide various telecommunications services in the State of Florida. Moreover, as a wholly owned subsidiary of Citizens, the resulting entity has the financial assurance of its parent that it will be provided the financial resources necessary to operate its business on a continuous basis after the completion of the reorganization and merger.

V. **PUBLIC INTEREST, CONVENIENCE AND NECESSITY**

9.

Commission approval of the proposed transaction is in the public interest. Citizens seeks to consolidate the telecommunications operations of Citizens Telecommunications and Frontier Communications of America to form a more efficient and competitive telecommunications carrier. The reorganization and merger will enable the consolidated telecommunications entity to benefit from an increase in technical and financial resources and from a reduction in administrative redundancy. The combined depth of expertise will help to create a critical mass of employees, customers and technology. The combined and increased size will also provide an increased ability to focus on the combined customer base. With this additional size and expertise, the combined company will further eliminate numerous inefficiencies associated with operating two similar long distance entities.

10.

The proposed transaction will not affect the regulatory authority of the Commission over the combined entity or its operations. No new certificates of authority are necessary. The combined entity will continue to operate under the terms of the certificates of authority issued to Frontier Communications of America. Frontier Communications of America's and Citizens Telecommunications' tariff pricing, terms and conditions will be incorporated into one combined interexchange tariff and there will be no term or rate changes to existing customers as a direct result of the transaction. The existing local exchange price list of Frontier Communications of America will remain in effect for the new combined entity operating under the name of Frontier Communications of America.

11.

In addition, the proposed combination will cause no adverse impact upon any of the company's customers. The existing separate preferred interexchange carrier codes ("PIC") will be retained and utilized for existing Frontier Communications of America and Citizens Telecommunications customers. Customers will retain the same existing preferred interexchange carrier ("PIC") selection for both IntraLATA and InterLATA toll services. For the customers currently provided service by Frontier Communications of America, the transaction will be transparent. For customers currently provided service by Citizens Telecommunications, the only change will be to the name of the entity providing long distance service. The customers of Citizens Telecommunications will be properly notified of the name change. All customers will continue to be served in the same manner they are served today, with the same high level of service quality.

**VI. REQUEST FOR WAIVER OF HEARING**

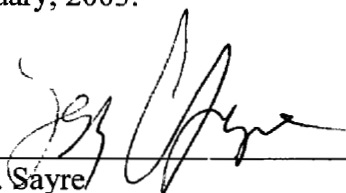
12.

Inasmuch as time is of the essence, the Parties respectfully request expeditious approval of the Joint Application and waiver of any requirements of notice and hearing.

**WHEREFORE**, the Parties respectfully request that this Commission:

1. Issue an Order approving this Joint Application in all respects, including without limitation the reorganization and merger described in this Joint Application;
2. Waive any requirement of notice and hearing in connection with the reorganization and merger described in this Joint Application; and
3. Grant any other and additional relief that the Commission may deem just and proper.

Respectfully submitted this second day of January, 2003.

  
\_\_\_\_\_  
Gregg C. Sayre  
Associate General Counsel and Asst. Secretary  
Frontier, A Citizens Communications Company



**ATTACHMENT A**  
**APPLICATION FOR TRANSFER OF CERTIFICATE**  
**TO PROVIDE ALTERNATIVE LOCAL EXCHANGE SERVICES**

## APPLICATION

1. This is an application for  (check one):
  - (  ) Original certificate (new company).
  - (  ) Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.
  - (  ) Approval of assignment of existing certificate: Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.
  - (  ) Approval of transfer of control: Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.
  
2. Name of company: **Citizens Telecommunications Company**
  
3. Name under which the applicant will do business (fictitious name, etc.):  
**Frontier Communications of America, Inc.**
  
4. Official mailing address (including street name & number, post office box, city, state, zip code):  
**180 S. Clinton Ave.  
Rochester, NY 14646**

5. Florida address (including street name & number, post office box, city, state, zip code):

6. Structure of organization:

- |   |  |
|---|--|
| <input type="checkbox"/> Individual                     | <input type="checkbox"/> Corporation         |
| <input checked="" type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership            | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Other                          |  |

7. If individual, provide:

Name:

Title:

Address:

City/State/Zip:

Telephone No.: \_\_\_\_\_ Fax No.:

Internet E-Mail Address:

Internet Website Address:

8. If incorporated in Florida, provide proof of authority to operate in Florida:

(a) The Florida Secretary of State corporate registration number:

9. If foreign corporation, provide proof of authority to operate in Florida:

(a) The Florida Secretary of State corporate registration number:  
F95000002696

10. If using fictitious name-d/b/a, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida:

(a) The Florida Secretary of State fictitious name registration number:  
G02267900401

11. If a limited liability partnership, provide proof of registration to operate in Florida:

(a) The Florida Secretary of State registration number:

12. If a partnership, provide name, title and address of all partners and a copy of the partnership agreement.

Name:

Title:

Address:

City/State/Zip:

Telephone No.: \_\_\_\_\_ Fax No.:

Internet E-Mail Address:

Internet Website Address:

13. If a foreign limited partnership, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.

(a) The Florida registration number:

14. Provide F.E.I. Number(if applicable): 06-0879938

15. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Provide explanation.

None

(b) an officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

None

16. Who will serve as liaison to the Commission with regard to the following?

(a) The application:

Name: Christine Burke

Title: Manager, Regulatory

Address: 180 S. Clinton Ave.

City/State/Zip: Rochester, NY 14646

Telephone No.: 585-777-6719

Fax No.: 585-325-1355

Internet E-Mail Address: christine\_burke@frontiercorp.com

Internet Website Address: www.frontieronline.com

**(b) Official point of contact for the ongoing operations of the company:**

**Name: Christine Burke**  
**Title: Manager, Regulatory**  
**Address: 180 S. Clinton Ave.**  
**City/State/Zip: Rochester, NY 14646**  
**Telephone No.: 585-777-6719**      **Fax No.: 585-325-1355**  
**Internet E-Mail Address: christine\_burke@frontiercorp.com**  
**Internet Website Address: www.frontieronline.com**

**(c) Complaints/Inquiries from customers:**

**Name:**

**Title: Director, Customer Care**

**Address: 180 S. Clinton Ave.**

**City/State/Zip: Rochester, NY 14646**

**Telephone No.: on customer bill**      **Fax No.:**

**Internet E-Mail Address:**

**Internet Website Address: www.frontieronline.com**

**17. List the states in which the applicant:**

- (a) has operated as an alternative local exchange company.**  
**Applicant is currently certified for competitive local exchange in the states of : Arizona, California, Idaho, Montana, Nevada, New York, Oregon, Tennessee and Utah.**
- (b) has applications pending to be certificated as an alternative local exchange company.**  
**Applicant is in the process of filing to transfer or assign the existing CLEC certificates of Frontier Communications of America, Inc. to itself in the states of: Alabama, Georgia, Mississippi, Pennsylvania, Minnesota, Iowa, Illinois, Indiana, Michigan, Ohio and Wisconsin.**

**(c) is certificated to operate as an alternative local exchange company. Applicant is currently certified for competitive local exchange in the States of : Arizona, California, Idaho, Montana, Nevada, New York, Oregon, Tennessee and Utah.**

**(d) has been denied authority to operate as an alternative local exchange company and the circumstances involved.**

**None**

**(e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.**

**None**

**(f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.**

**None**

**18. Submit the following:**

**A. Managerial capability: give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.  
Attachment D**

**B. Technical capability: give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.**

**Attachment D**

**C. Financial capability.  
Attachment E**

The application should contain the applicant's audited financial statements for the most recent 3 years. If the applicant does not have audited financial statements, it shall so be stated.

The unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

1. the balance sheet:
2. income statement: and
3. statement of retained earnings.

**NOTE: *This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.***

Further, the following (which includes supporting documentation) should be provided:

1. written explanation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. written explanation that the applicant has sufficient financial capability to maintain the requested service.
3. written explanation that the applicant has sufficient financial capability to meet its lease or ownership obligations.




THIS PAGE MUST BE COMPLETED AND SIGNED

**APPLICANT ACKNOWLEDGMENT STATEMENT**

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax on all intra and interstate business.
3. **SALES TAX:** I understand that a sales tax must be paid on intra and interstate revenues.
4. **APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

**UTILITY OFFICIAL:**

Gregg C. Sayre  
Print Name

  
Signature

Assoc. General Counsel/Asst. Secretary  
Title

1/21/03  
Date

585-777-7270      585-263-9986  
Telephone No.      Fax No.

180 S. Clinton Ave. Rochester, NY 14646  
Address

THIS PAGE MUST BE COMPLETED AND SIGNED

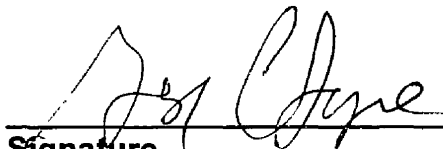
**AFFIDAVIT**

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083."

**UTILITY OFFICIAL:**

Gregg C. Sayre  
Print Name

  
Signature

Assoc. General Counsel/Asst. Secretary  
Title

1/21/03  
Date

585-777-7270                      585-263-9986  
Telephone No.                      Fax No.

180 S. Clinton Ave. Rochester, NY 14646  
Address

**INTRASTATE NETWORK (if available)**

**Chapter 25-24.825 (5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.**

**1. POP: Addresses where located, and indicate if owned or leased.**

1) \_\_\_\_\_ 2) \_\_\_\_\_  
\_\_\_\_\_

3) \_\_\_\_\_ 4) \_\_\_\_\_  
\_\_\_\_\_

**2. SWITCHES: Address where located, by type of switch, and indicate if owned or leased.**

1) \_\_\_\_\_ 2) \_\_\_\_\_  
\_\_\_\_\_

3) \_\_\_\_\_ 4) \_\_\_\_\_  
\_\_\_\_\_

**3. TRANSMISSION FACILITIES: POP-to-POP facilities by type of facilities (microwave, fiber, copper, satellite, etc.) and indicate if owned or leased.**

POP-to-POP

OWNERSHIP

1) \_\_\_\_\_

2) \_\_\_\_\_

3) \_\_\_\_\_

4) \_\_\_\_\_

**CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT**

I, Gregg C. Sayre Associate General Counsel of Frontier Communications of America, Inc. and current holder of Florida Public Service Commission Certificate Number # 7599 and 7600, have reviewed this application and join in the petitioner's request for an

- ( ) sale
- ( ) transfer
- ( x ) assignment

of the above-mentioned certificates.


**UTILITY OFFICIAL:**

Gregg C. Sayre  
Print Name

Assoc. General Counsel/Asst. Secretary  
Title

585-777-7270                      585-263-9986  
Telephone No.                      Fax No.

180 S. Clinton Ave. Rochester, NY 14646  
Address

  
Signature

1/2/03  
Date

**ATTACHMENT B**

**PROPOSED MERGER DOCUMENT**

**AND BOARD OF DIRECTORS APPROVAL**

**CERTIFICATE OF MERGER**  
*of*  
**FRONTIER COMMUNICATIONS OF AMERICA, INC.,**  
**NEW NORTH TELECOMMUNICATIONS, INC., and**  
**NEWOP COMMUNICATIONS CORPORATION**  
*into*  
**CITIZENS TELECOMMUNICATIONS COMPANY**

Pursuant to Title 8, Section 252(c) of the Delaware General Corporation Law and Sections 180.1103 and 180.1104 of the Wisconsin Business Corporation Law, the undersigned corporations executed the following Certificate of Merger:

**WITNESSETH THAT:**

WHEREAS, Frontier Communications of America, Inc. ("FCA") is a corporation duly organized on August 19, 1992, existing and in good standing under the laws of the State of Delaware, and

WHEREAS, New North Telecommunications, Inc. ("NNT") is a corporation duly organized on July 30, 1996, existing and in good standing under the laws of the State of Wisconsin, and

WHEREAS, NewOp Communications Corporation ("NOCC") is a corporation duly organized on May 9, 1995, existing and in good standing under the laws of the State of New York, and

WHEREAS, Citizens Telecommunications Company ("CTC") is a corporation duly organized on July 1, 1993, existing and in good standing under the laws of the State of Delaware, is qualified to conduct business in and in good standing under the laws of the States of New York and Wisconsin, and

WHEREAS, on the date of this Certificate of Merger, the total number of shares of capital stock of FCA, NNT, NOCC and CTC issued and outstanding is set forth below:

CORPORATION	CLASS OF STOCK	PAR VALUE	NUMBER OF SHARES OUTSTANDING
CTC	Common	\$10.00	100
FCA	Common	\$0.01	200
NNT	Common	\$1.00	1,000
NOCC	Common	No par value	200

WHEREAS, the Board of Directors of FCA, NNT, NOCC, and CTC deem it advantageous to the shareholders thereof to merge FCA, NNT, and NOCC into CTC in accordance with the applicable laws of the States of Delaware, New York and Wisconsin,

NOW THEREFORE, FCA, NNT, NOCC, and CTC and the respective Boards of Directors thereof do hereby approve, adopt, certify, execute and acknowledge the following Certificate of Merger, and do hereby prescribe and state the terms and conditions of said merger, the mode of carrying same into effect and such other pertinent matters as are required or permitted by law to be set forth herein as follows:

- FIRST:** FCA, NNT, and NOCC shall be merged into CTC (hereinafter sometimes referred to as the "Surviving Corporation") and the Surviving Corporation shall be governed by the laws of the State of Delaware and the Articles of Incorporation of CTC shall be the Articles of Incorporation for the Surviving Corporation.
- SECOND:** The terms and conditions of the merger and the mode of carrying the same into effect are as follows:
- Each of the Boards of Directors of each of FCA, NNT, and NOCC have approved the proposed merger, and upon the conditions herein set forth the Board of Directors of CTC has determined not to abandon the merger, then in such event, this Certificate of Merger (and such other documents and certificates as may be required by law) shall be signed, certified, acknowledged, filed and recorded pursuant to the applicable laws of the State of Delaware. When the merger herein provided shall become effective, the separate existences of FCA, NNT, and NOCC shall cease and FCA, NNT, and NOCC shall be merged into the Surviving Corporation in accordance with the provisions of the Certificate of Merger.
- THIRD:** The Boards of Directors of CTC and FCA, NNT, and NOCC have agreed that as of the effective date of the merger, all of the issued and outstanding shares of FCA, NNT, and NOCC shall cease to exist and be canceled, without further action and there shall be no conversion of any shares of FCA, NNT, or NOCC into shares of the Surviving Corporation.
- FOURTH:** Bylaws of CTC as presently in effect shall remain and be the Bylaws of the Surviving Corporation until altered or amended according to the provisions thereof.
- FIFTH:** The Board of Directors of the Surviving Corporation shall consist of the individuals who are the Directors of CTC at the time the merger becomes effective and the said persons shall be, and continue to be, Directors of the Surviving Corporation until the next ensuing meeting of its stockholders for the election of the Board of Directors and/or until their respective successors are elected and qualified.
- SIXTH:** The officers of the Surviving Corporation shall consist of the individuals who are the officers of CTC at the time the merger becomes effective and the said persons shall be, and continue to be, officers of the Surviving Corporation until the next ensuing meeting of its Board of Directors for the election of the officers and/or until their respective successors are elected and qualified.

**SEVENTH:** From and after the effective date of the merger, the separate existences of FCA, NNT, and NOCC shall cease and the Surviving Corporation shall continue to conduct the business theretofore conducted by FCA, NNT, and NOCC; and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of FCA, NNT, and NOCC; and all property, real, personal and mixed, and all debts due or whatever account and all other choses in action and every other interest or belonging to or due to FCA, NNT, and NOCC shall be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein vested in FCA, NNT, and NOCC shall not revert or be in any way impaired by reason of the merger provided for hereby. From and after the effective date of the merger, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of FCA, NNT, and NOCC and any claim existing or action or proceeding pending by or against FCA, NNT, and NOCC may be prosecuted through judgment as if the merger had not taken place or the Surviving Corporation may be substituted in place of FCA, NNT, and NOCC. Neither the rights of creditors nor any liens upon the property of FCA, NNT, and NOCC shall be impaired by the consummation of the merger.

**EIGHTH:** Effective upon consummation of the merger, that ARTICLE FIRST of the Certificate of Incorporation of the Surviving Corporation shall be amended to read as follows:

**FIRST:** The name of the corporation is Frontier Communications of America, Inc.

**NINTH:** This Certificate of Merger, when filed, shall be effective as of 11:59 PM on the 31<sup>st</sup> day of December 2002.

**TENTH:** The Certificate of Merger is on file at Three High Ridge Park, Stamford, Connecticut, the place of business of the Surviving Corporation.

**ELEVENTH:** A copy of the Certificate of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder FCA, NNT, and NOCC.



IN WITNESS WHEREOF, said Surviving Corporation has caused this Certificate to be signed and executed by an authorized officer the 28<sup>th</sup> day of October, 2002.

**FRONTIER COMMUNICATIONS OF AMERICA, INC.**  
3 High Ridge Park, Stamford, Connecticut

By: [Signature]  
L. Russell Mitten, Secretary

**NEW NORTH TELECOMMUNICATIONS, INC.**  
3 High Ridge Park, Stamford, Connecticut

By: [Signature]  
L. Russell Mitten, Secretary

**NEWOP COMMUNICATIONS CORPORATION**  
3 High Ridge Park, Stamford, Connecticut

By: [Signature]  
L. Russell Mitten, Secretary

**CITIZENS TELECOMMUNICATIONS COMPANY**  
3 High Ridge Park, Stamford, Connecticut

By: [Signature]  
L. Russell Mitten, Secretary

Subscribed and Sworn to before me, a Notary Public, in and for the County of Fairfield and State of Connecticut, this 28<sup>th</sup> day of October, 2002.

[Signature]  
Notary Public

MILDRED L. HUDSON  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MAY 31, 2004

**CERTIFICATE OF MERGER**  
*of*  
**FRONTIER COMMUNICATIONS OF AMERICA, INC.**  
 (a Delaware corporation),  
**NEW NORTH TELECOMMUNICATIONS, INC.**  
 (a Wisconsin corporation), and  
**NEWOP COMMUNICATIONS CORPORATION**  
 (a New York corporation)  
*into*  
**CITIZENS TELECOMMUNICATIONS COMPANY**  
 (a Delaware corporation)

**Under Section 907 of the Business Corporation Law**

Pursuant to the provisions of Section 907 of the New York Business Corporation Law, being authorized officers of:

Frontier Communications of America, Inc., a Delaware Corporation;  
 New North Telecommunications, Inc., a Wisconsin Corporation;  
 NewOp Communications Corporation, a New York Corporation; and  
 Citizens Telecommunications Company, a Delaware Corporation,

hereby certify:

**FIRST:** (a) The names of the corporations proposing to merge are:

Frontier Communications of America, Inc. ("FCA"), a Delaware Corporation;  
 New North Telecommunications, Inc., a Wisconsin Corporation ("NNT");  
 NewOp Communications Corporation, a New York Corporation ("NOCC"); and  
 Citizens Telecommunications Company ("CTC") a Delaware Corporation

(b) The name of the surviving corporation that NOCC is proposing to merge into is CTC (the "Surviving Corporation").

**SECOND:** That the designation and number of shares outstanding, whether entitled to vote or not, and the designation and number of outstanding shares of each class and series entitles to vote as a class, if any, are as follows:

CORPORATION	CLASS OF STOCK	NUMBER OF SHARES OUTSTANDING	ENTITLED TO VOTE AS A CLASS
FCA	Common	200	N/A
NNT	Common	1,000	N/A
NOCC	Common	200	N/A
CTC	Common	100	N/A

**THIRD:** That FCA is a corporation duly organized on August 19, 1992, existing and in good standing under the laws of the State of Delaware; FCA qualified to conduct business in New York on May 9, 1997, and is in good standing under the laws of the State of New York; and

that NNT is a corporation duly organized on July 30, 1996, existing and in good standing under the laws of the State of Wisconsin; NNT is not authorized to conduct business in New York; and

that NOCC is a corporation duly organized on May 9, 1995, existing and in good standing under the laws of the State of New York; and

that CTC is a corporation duly organized on July 1, 1993, existing and in good standing under the laws of the State of Delaware, qualified to conduct business in New York on April 18, 1994, and is in good standing under the laws of the State of New York.

**FOURTH:** That the Boards of Directors of CTC and FCA, NNT, and NOCC have agreed that as of the effective date of the merger, all of the issued and outstanding shares of FCA, NNT, and NOCC shall cease to exist and be canceled, without further action and there shall be no conversion of any shares of FCA, NNT, or NOCC into shares of the Surviving Corporation.

**FIFTH:** That the bylaws of CTC as presently in effect shall remain and be the Bylaws of the Surviving Corporation until altered or amended according to the provisions thereof.

**SIXTH:** That the Board of Directors of the Surviving Corporation shall consist of the individuals who are the Directors of CTC at the time the merger becomes effective and the said persons shall be, and continue to be, Directors of the Surviving Corporation until the next ensuing meeting of its stockholders for the election of the Board of Directors and/or until their respective successors are elected and qualified.

**SEVENTH:** That the officers of the Surviving Corporation shall consist of the individuals who are the officers of CTC at the time the merger becomes effective and the said persons shall be, and continue to be, officers of the Surviving Corporation until the next ensuing meeting of its Board of Directors for the election of the officers and/or until their respective successors are elected and qualified.

**EIGHTH:** That from and after the effective date of the merger, the separate existences of FCA, NNT, and NOCC shall cease and the Surviving Corporation shall continue to conduct the business theretofore conducted by FCA, NNT, and NOCC; and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of FCA, NNT, and NOCC; and

all property, real, personal and mixed, and all debts due or whatever account and all other choses in action and every other interest or belonging to or due to FCA, NNT, and NOCC shall be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein vested in FCA, NNT, and NOCC shall not revert or be in any way impaired by reason of the merger provided for hereby. From and after the effective date of the merger, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of FCA, NNT, and NOCC and any claim existing or action or proceeding pending by or against FCA, NNT, and NOCC may be prosecuted through judgment as if the merger had not taken place or the Surviving Corporation may be substituted in place of FCA, NNT, and NOCC. Neither the rights of creditors nor any liens upon the property of FCA, NNT, and NOCC shall be impaired by the consummation of the merger.

**NINTH:** That the merger was adopted by the Board of Directors of FCA, NNT, NOCC, and CTC and subsequently approved by the sole holder of all of the outstanding shares entitled to vote of each of FCA, NNT, NOCC, and CTC.

**TENTH:** That the merger is permitted by the laws of the States of Delaware and Wisconsin and is in compliance therewith.

**ELEVENTH:** That the Surviving Corporation may be served with process in the State of New York in any action or special proceeding of the enforcement of any liability or obligation of any domestic corporation or of any foreign corporation previously amenable to suit in New York, which is a constituent corporation in such merger or consolidation, and for the enforcement, as provided in this chapter, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against CTC.

CTC agrees, further, that subject to the provisions of Section 623 of the New York Business Corporation Law, CTC will promptly pay the shareholders of each constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of this chapter relating to the right of shareholders to receive payment for their shares.

**TWELFTH** That the New York State Secretary of State is hereby designated as CTC's agent upon whom process may be served in the manner set forth in Section 306 of the New York Business Corporation Law, in any action or special proceeding, and a the Secretary of Sate shall mail a copy of any process against the Surviving Corporation to: Three High Ridge Park, Stamford, CT 06905.

**THIRTEENTH:** That all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by NOCC have been paid and a cessation franchise tax report (estimated for final) through the anticipate date of merger had been filed by NOCC. The said report, if estimated, is subject o amendment. CTC aggress that


it will, within 30 days after the filing of the certificate of Merger, file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by NOCC.

FOURTEENTH: This Certificate of Merger, when filed, shall be effective as of 11:59 PM on the 31<sup>st</sup> day of December 2002.

IN WITNESS WHEREOF said Surviving Corporation has caused this Certificate to be signed and executed by an authorized officer the 28<sup>th</sup> day of October, 2002.

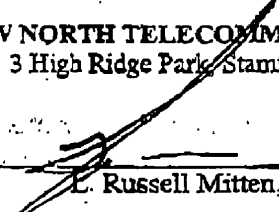
FRONTIER COMMUNICATIONS OF  
AMERICA, INC.  
3 High Ridge Park, Stamford, Connecticut

By:

  
L. Russell Mitten, Secretary

NEW NORTH TELECOMMUNICATIONS, INC.  
3 High Ridge Park, Stamford, Connecticut

By:

  
L. Russell Mitten, Secretary

NEWOP COMMUNICATIONS CORPORATION  
3 High Ridge Park, Stamford, Connecticut

By:

  
L. Russell Mitten, Secretary

CITIZENS TELECOMMUNICATIONS COMPANY  
3 High Ridge Park, Stamford, Connecticut

By:

  
L. Russell Mitten, Secretary

Sec. 180.1101,  
180.1105 & 180.1107,  
Wis. Stats.

State of Wisconsin  
Department of Financial Institutions

## ARTICLES OF MERGER – DOMESTIC AND FOREIGN FOR-PROFIT CORPORATIONS

A. Name and state of incorporation of the merging (**non-surviving**) corporation(s):

Name: Frontier Communications of America, Inc. New North Telecommunications, Inc.	DE WI State of Incorporation:
Name: NewOp Communications Corporation	NY State of Incorporation:

B. Name (prior to any amendment in the Plan of Merger to change the name) and state of incorporation of the surviving corporation:

Name: Citizens Telecommunications Company	DE State of Incorporation:
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C. The adopted Plan of Merger (the "Plan") is attached as Exhibit A.

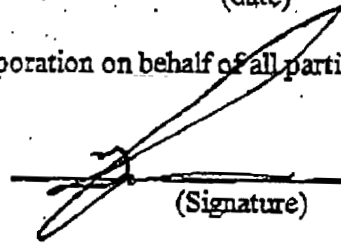
D. The Plan was approved by each foreign corporation that is a party to the merger in accordance with the laws of the state under which it was incorporated, and by each domestic corporation that is a party to the merger in accordance with (*select and (X) mark one of the following*)

Sec. 180.1103, Wis. Stats.      OR      ( ) Sec. 180.1104, Wis. Stats.  
*180.1107*

E. (OPTIONAL) These articles of merger, when filed, shall be effective (*See instructions. Select, complete and (X) mark one of the following*)

( ) At the time and date set by sec. 180.0123(1), Wis. Stats.      OR      (X) as of December 31, 2002  
(date)

F. Executed on 10/28/02 (date) by the surviving corporation on behalf of all parties to the merger.

  
\_\_\_\_\_  
(Signature)

Title: ( ) President (X) Secretary  
or other officer title \_\_\_\_\_

L. Russell Mitten  
(Printed Name)

This document was drafted by Virginia L. Coogle, Assistant Secretary  
(Name the individual who drafted the document)

Exhibit A - PLAN OF MERGER

I. Name and state of incorporation of the merging (non-surviving) corporation(s):

Name: Frontier Communications of America, Inc. New North Telecommunications, Inc.	State of DE Incorporation: WI
Name: NewOp Communications Corporation	State of NY Incorporation:

II. Name (prior to any amendment in the Plan of Merger to change the name) and state of incorporation of the surviving corporation:

Name: Citizens Telecommunications Company	State of DE Incorporation:
--	-------------------------------

III. State the terms and conditions of the merger:

Please see attached Certificate of Merger.

IV. State the manner and basis of converting the shares of each non-surviving corporation:

- (A) into shares, obligations or other securities of the surviving (or any other) corporation; or
- (B) into cash or other property, in whole or part:

Please see attached Certificate of Merger.

V. State any amendments to the surviving domestic corporation's articles of incorporation (see items B and C of the instructions):

Not applicable.

VI. State any other provisions:

Please see attached Certificate of Merger.

INSTRUCTIONS (Ref. sec. 180.1101, 1105 and 180.1107, Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE** of \$50.00 or more, payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3<sup>rd</sup> Floor, Madison WI, 53703). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature, per sec. 180.0120(3)(c), Wis. Stats. Upon filing, the information in this document becomes public and might be used for purposes other than that for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY.

ARTICLES OF MERGER - Domestic and Foreign, For-Profit Corporations

+  
Virginia L. Coogle  
Citizens Communications Company  
Three High Ridge Park  
Stamford, CT 06905

+  
> Your name, return address and phone number during the day: (203 ) 614 - 5135

INSTRUCTIONS (Continued)

- A. Enter the name and state of incorporation of the merging (non-surviving) corporations in item A.
- B. Enter the name and state of incorporation of the surviving corporation in item B. If the Plan of Merger includes an amendment changing the name of the survivor, state the name prior to giving effect to the amendment.
- C. **PLAN OF MERGER:** Supply the Plan of Merger as Exhibit A to the articles of merger. The plan of merger must contain all the information asked for in items I thru IV. If the plan includes an amendment to the articles of incorporation of the surviving domestic corporation's, enter the amendment in item V.
- D. In item D, indicate the statutory provision under which the Plan of Merger was approved with respect to the domestic corporation. Sec. 180.1103 generally requires that a merger be approved by the (voting) shareholders and directors of each domestic corporation that is a party to the merger. Sec. 180.1104 refers to parent-subsidary mergers. Review, select and mark (X) the applicable statutory reference.
- E. The effective date of the merger will be set by the provisions of sec. 180.0123(1), Wis. Stats., unless the articles declare a delayed effective date. Such delayed effective date must be within 90 days after the date the articles are received by the department for filing. There is no provision for declaring an effective date earlier than the date the articles of merger are received by the department for filing.
- F. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An officer of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is not empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

**FILING FEE** - Fee is \$50.00 for each domestic and licensed foreign corporation that is a party to the merger. If the articles of merger include an amendment to increase the authorized shares of the surviving domestic corporation, an additional fee may be due. Add one cent for each share the survivor will have authorized after the merger, less a credit at the same rate for each share presently authorized by each domestic corporation that is a party to the merger.



**NewOp Communications Corporation**

**CONSENT  
IN WRITING IN LIEU OF ANNUAL MEETING OF  
THE SOLE STOCKHOLDER**

The undersigned, being the Sole Stockholder of NewOp Communications Corporation (the "Company"), a corporation duly organized and validly existing under the laws of New York, hereby consent to the adoption of the following resolutions without a meeting, pursuant to Section 615 of the New York Business Corporation Law:

**RESOLVED**, that the proposed plan of merger among Frontier Communications of America, Inc., New North Telecommunications, Inc., Citizens Telecommunications Company and the Company, in the form presented to the Sole Stockholder, be and the same hereby is approved; and be it

**FURTHER RESOLVED**, that any officer of the Company be and each hereby is authorized to cause the Plan of Merger to be filed with the States of Delaware, New York and Wisconsin; and be it

**FURTHER RESOLVED**, that the officers of the Company be, and they hereby are, authorized, directed and empowered to do all things necessary to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has executed this Consent in Writing effective the 1st day of October, 2002

  
\_\_\_\_\_  
L. Russell Mitten, Secretary  
OGDEN TELEPHONE COMPANY

**NewOp Communications Corporation**

**UNANIMOUS CONSENT  
IN WRITING OF  
THE BOARD OF DIRECTORS**

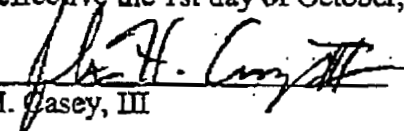
The undersigned, being all of the Directors of NewOp Communications Corporation (the "Company"), a corporation duly organized and validly existing under the laws of New York, hereby consent to the adoption of the following resolutions without a meeting, pursuant to Section 708(b) of the New York Business Corporation Law, and direct the filing of this consent with the minutes of the Board of Directors of the Company:

**RESOLVED**, that the proposed plan of merger among Frontier Communications of America, Inc., New North Telecommunications, Inc., Citizens Telecommunications Company and the Company, in the form presented to the Board of Directors, be and the same hereby is approved; and be it

**FURTHER RESOLVED**, that any officer of the Company be and each hereby is authorized to cause the Plan of Merger to be filed with the States of Delaware, New York and Wisconsin; and be it

**FURTHER RESOLVED**, that the officers of the Company be, and they hereby are, authorized, directed and empowered to do all things necessary to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent in Writing effective the 1st day of October, 2002.

  
\_\_\_\_\_  
John H. Gasey, III

\_\_\_\_\_  
Scott N. Schneider

\_\_\_\_\_  
Leonard Tow

**NewOp Communications Corporation**

**UNANIMOUS CONSENT  
IN WRITING OF  
THE BOARD OF DIRECTORS**

The undersigned, being all of the Directors of NewOp Communications Corporation (the "Company"), a corporation duly organized and validly existing under the laws of New York, hereby consent to the adoption of the following resolutions without a meeting, pursuant to Section 708(b) of the New York Business Corporation Law, and direct the filing of this consent with the minutes of the Board of Directors of the Company:

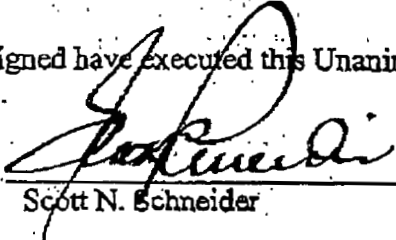
**RESOLVED**, that the proposed plan of merger among Frontier Communications of America, Inc., New North Telecommunications, Inc., Citizens Telecommunications Company and the Company, in the form presented to the Board of Directors, be and the same hereby is approved; and be it

**FURTHER RESOLVED**, that any officer of the Company be and each hereby is authorized to cause the Plan of Merger to be filed with the States of Delaware, New York and Wisconsin; and be it

**FURTHER RESOLVED**, that the officers of the Company be, and they hereby are, authorized, directed and empowered to do all things necessary to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent in Writing effective the 1st day of October, 2002.

\_\_\_\_\_  
John H. Casey, III

  
\_\_\_\_\_  
Scott N. Schneider

\_\_\_\_\_  
Leonard Tow

**NewOp Communications Corporation**

**UNANIMOUS CONSENT  
IN WRITING OF  
THE BOARD OF DIRECTORS**

The undersigned, being all of the Directors of NewOp Communications Corporation (the "Company"), a corporation duly organized and validly existing under the laws of New York, hereby consent to the adoption of the following resolutions without a meeting, pursuant to Section 708(b) of the New York Business Corporation Law, and direct the filing of this consent with the minutes of the Board of Directors of the Company:

**RESOLVED**, that the proposed plan of merger among Frontier Communications of America, Inc., New North Telecommunications, Inc., Citizens Telecommunications Company and the Company, in the form presented to the Board of Directors, be and the same hereby is approved; and be it

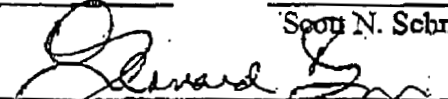
**FURTHER RESOLVED**, that any officer of the Company be and each hereby is authorized to cause the Plan of Merger to be filed with the States of Delaware, New York and Wisconsin; and be it

**FURTHER RESOLVED**, that the officers of the Company be, and they hereby are, authorized, directed and empowered to do all things necessary to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent in Writing effective the 1st day of October, 2002.

John H. Casey, III

Scott N. Schneider

  
Leonard Tow

**FRONTIER COMMUNICATIONS OF AMERICA, INC.**

**CONSENT  
IN WRITING IN LIEU OF ANNUAL MEETING OF  
THE SOLE STOCKHOLDER**

The undersigned, being the Sole Stockholder of Frontier Communications of America, Inc. (the "Company"), a corporation duly organized and validly existing under the laws of Delaware, hereby consent to the adoption of the following resolutions without a meeting, pursuant to Section 228 of the Delaware General Corporation Law:

**RESOLVED**, that the proposed plan of merger among New North Telecommunications, Inc., NewOp Communications Corporation, Citizens Telecommunications Company and the Company, in the form presented to the Sole Stockholder, be and the same hereby is approved; and be it

**FURTHER RESOLVED**, that any officer of the Company be and each hereby is authorized to cause the Plan of Merger to be filed with the States of Delaware, New York and Wisconsin; and be it

**FURTHER RESOLVED**, that the officers of the Company be, and they hereby are, authorized, directed and empowered to do all things necessary to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has executed this Consent in Writing effective the 1st day of October, 2002.

  
\_\_\_\_\_  
L. Russell Mitten, Secretary  
FRONTIER SUBSIDIARY TELCO INC.

FRONTIER COMMUNICATIONS OF AMERICA, INC.

UNANIMOUS CONSENT  
IN WRITING OF  
THE BOARD OF DIRECTORS

The undersigned, being all of the Directors of Frontier Communications of America, Inc. (the "Company"), a corporation duly organized and validly existing under the laws of Delaware, hereby consent to the adoption of the following resolutions without a meeting, pursuant to Section 141(f) of the Delaware General Corporation Law, and direct the filing of this consent with the minutes of the Board of Directors of the Company:

**RESOLVED**, that the proposed plan of merger among New North Telecommunications, Inc., NewOp Communications Corporation, Citizens Telecommunications Company and the Company, in the form presented to the Board of Directors, be and the same hereby is approved; and be it

**FURTHER RESOLVED**, that any officer of the Company be and each hereby is authorized to cause the Plan of Merger to be filed with the States of Delaware, New York and Wisconsin; and be it

**FURTHER RESOLVED**, that the officers of the Company be, and they hereby are, authorized, directed and empowered to do all things necessary to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent in Writing effective the 1st day of October, 2002.

  
John H. Casey, III

\_\_\_\_\_  
Scott N. Schneider

\_\_\_\_\_  
Leonard Tow

**FRONTIER COMMUNICATIONS OF AMERICA, INC.**

**UNANIMOUS CONSENT  
IN WRITING OF  
THE BOARD OF DIRECTORS**

The undersigned, being all of the Directors of Frontier Communications of America, Inc. (the "Company"), a corporation duly organized and validly existing under the laws of Delaware, hereby consent to the adoption of the following resolutions without a meeting, pursuant to Section 141(f) of the Delaware General Corporation Law, and direct the filing of this consent with the minutes of the Board of Directors of the Company:

**RESOLVED**, that the proposed plan of merger among New North Telecommunications, Inc., NewOp Communications Corporation, Citizens Telecommunications Company and the Company, in the form presented to the Board of Directors, be and the same hereby is approved; and be it

**FURTHER RESOLVED**, that any officer of the Company be and each hereby is authorized to cause the Plan of Merger to be filed with the States of Delaware, New York and Wisconsin; and be it

**FURTHER RESOLVED**, that the officers of the Company be, and they hereby are, authorized, directed and empowered to do all things necessary to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent in Writing effective the 1st day of October, 2002.

\_\_\_\_\_  
John H. Casey, III

  
\_\_\_\_\_  
Scott N. Schneider

\_\_\_\_\_  
Leonard Tow

FRONTIER COMMUNICATIONS OF AMERICA, INC.

UNANIMOUS CONSENT  
IN WRITING OF  
THE BOARD OF DIRECTORS

The undersigned, being all of the Directors of Frontier Communications of America, Inc. (the "Company"), a corporation duly organized and validly existing under the laws of Delaware, hereby consent to the adoption of the following resolutions without a meeting, pursuant to Section 141(f) of the Delaware General Corporation Law, and direct the filing of this consent with the minutes of the Board of Directors of the Company:

**RESOLVED**, that the proposed plan of merger among New North Telecommunications, Inc., NewOp Communications Corporation, Citizens Telecommunications Company and the Company, in the form presented to the Board of Directors, be and the same hereby is approved; and be it

**FURTHER RESOLVED**, that any officer of the Company be and each hereby is authorized to cause the Plan of Merger to be filed with the States of Delaware, New York and Wisconsin; and be it

**FURTHER RESOLVED**, that the officers of the Company be, and they hereby are, authorized, directed and empowered to do all things necessary to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent in Writing effective the 1st day of October, 2002.

John H. Casey, III

Scott N. Schneider

  
Leonard Tow



**CITIZENS TELECOMMUNICATIONS COMPANY**

**CONSENT  
IN WRITING IN LIEU OF ANNUAL MEETING OF  
THE SOLE STOCKHOLDER**

The undersigned, being the Sole Stockholder of Citizens Telecommunications Company (the "Company"), a corporation duly organized and validly existing under the laws of Delaware, hereby consents to the adoption of the following resolutions without a meeting, pursuant to Section 228 of the Delaware General Corporation Law:

**RESOLVED**, that the proposed plan of merger among Frontier Communications of America, Inc., New North Telecommunications, Inc., NewOp Communications Corporation and the Company, in the form presented to the Sole Stockholder, be and the same hereby is approved; and be it

**FURTHER RESOLVED**, that any officer of the Company be and each hereby is authorized to cause the Plan of Merger to be filed with the States of Delaware, New York and Wisconsin; and be it

**FURTHER RESOLVED**, that Article First of the Certificate of Incorporation of the Company be amended to read as follows:

**FIRST:** The name of the corporation is Frontier Communications of America, Inc.

and be it

**FURTHER RESOLVED**, that the officers of the Company be, and they hereby are, authorized, directed and empowered to do all things necessary to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has executed this Consent in Writing effective the 1st day of October, 2002.

  
\_\_\_\_\_  
L. Russell Mitten, Secretary  
CITIZENS COMMUNICATIONS COMPANY

**CITIZENS TELECOMMUNICATIONS COMPANY**

**UNANIMOUS CONSENT  
IN WRITING OF  
THE BOARD OF DIRECTORS**

The undersigned, being all of the Directors of Citizens Telecommunications Company (the "Company"), a corporation duly organized and validly existing under the laws of Delaware, hereby consent to the adoption of the following resolutions without a meeting, pursuant to Section 141(f) of the Delaware General Corporation Law, and direct the filing of this consent with the minutes of the Board of Directors of the Company:

**RESOLVED**, that the proposed plan of merger among Frontier Communications of America, Inc., New North Telecommunications, Inc., NewOp Communications Corporation and the Company, in the form presented to the Board of Directors, be and the same hereby is approved; and be it

**FURTHER RESOLVED**, that any officer of the Company be and each hereby is authorized to cause the Plan of Merger to be filed with the States of Delaware, New York and Wisconsin; and be it

**FURTHER RESOLVED**, that Article First of the Certificate of Incorporation of the Company be amended to read as follows:

**FIRST:** The name of the corporation is Frontier Communications of America, Inc.

and be it

**FURTHER RESOLVED**, that the officers of the Company be, and they hereby are, authorized, directed and empowered to do all things necessary to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent in Writing effective the 1st day of October, 2002.

  
\_\_\_\_\_  
John H. Casey, III

\_\_\_\_\_  
Scott N. Schneider

\_\_\_\_\_  
Leonard Tow

**CITIZENS TELECOMMUNICATIONS COMPANY**

**UNANIMOUS CONSENT  
IN WRITING OF  
THE BOARD OF DIRECTORS**

The undersigned, being all of the Directors of Citizens Telecommunications Company (the "Company"), a corporation duly organized and validly existing under the laws of Delaware, hereby consent to the adoption of the following resolutions without a meeting, pursuant to Section 141(f) of the Delaware General Corporation Law, and direct the filing of this consent with the minutes of the Board of Directors of the Company:

**RESOLVED**, that the proposed plan of merger among Frontier Communications of America, Inc., New North Telecommunications, Inc., NewOp Communications Corporation and the Company, in the form presented to the Board of Directors, be and the same hereby is approved; and be it

**FURTHER RESOLVED**, that any officer of the Company be and each hereby is authorized to cause the Plan of Merger to be filed with the States of Delaware, New York and Wisconsin; and be it.

**FURTHER RESOLVED**, that Article First of the Certificate of Incorporation of the Company be amended to read as follows:

**FIRST:** The name of the corporation is Frontier Communications of America, Inc.

and be it

**FURTHER RESOLVED**, that the officers of the Company be, and they hereby are, authorized, directed and empowered to do all things necessary to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent in Writing effective the 1st day of October, 2002.

\_\_\_\_\_  
John H. Casey, III

  
\_\_\_\_\_  
Scott N. Schneider

\_\_\_\_\_  
Leonard Tow

**CITIZENS TELECOMMUNICATIONS COMPANY**

**UNANIMOUS CONSENT  
IN WRITING OF  
THE BOARD OF DIRECTORS**

The undersigned, being all of the Directors of Citizens Telecommunications Company (the "Company"), a corporation duly organized and validly existing under the laws of Delaware, hereby consent to the adoption of the following resolutions without a meeting, pursuant to Section 141(f) of the Delaware General Corporation Law, and direct the filing of this consent with the minutes of the Board of Directors of the Company:

**RESOLVED**, that the proposed plan of merger among Frontier Communications of America, Inc., New North Telecommunications, Inc., NewOp Communications Corporation and the Company, in the form presented to the Board of Directors, be and the same hereby is approved; and be it

**FURTHER RESOLVED**, that any officer of the Company be and each hereby is authorized to cause the Plan of Merger to be filed with the States of Delaware, New York and Wisconsin; and be it

**FURTHER RESOLVED**, that Article First of the Certificate of Incorporation of the Company be amended to read as follows:

**FIRST:** The name of the corporation is Frontier Communications of America, Inc.

and be it

**FURTHER RESOLVED**, that the officers of the Company be, and they hereby are, authorized, directed and empowered to do all things necessary to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent in Writing effective the 1st day of October, 2002.

John H. Casey, III

Scott N. Schneider

  
Leonard Tow

**NEW NORTH TELECOMMUNICATIONS, INC.**

**CONSENT  
IN WRITING IN LIEU OF ANNUAL MEETING OF  
THE SOLE STOCKHOLDER**

The undersigned, being the Sole Stockholder of New North Telecommunications, Inc. (the "Company"), a corporation duly organized and validly existing under the laws of Wisconsin, hereby consent to the adoption of the following resolutions without a meeting, pursuant to Section 180.0704 of the Wisconsin Business Corporation Law:

**RESOLVED**, that the proposed plan of merger among Frontier Communications of America, Inc., NewOp Communications Corporation, Citizens Telecommunications Company and the Company, in the form presented to the Sole Stockholder, be and the same hereby is approved; and be it

**FURTHER RESOLVED**, that any officer of the Company be and each hereby is authorized to cause the Plan of Merger to be filed with the States of Delaware, New York and Wisconsin; and be it

**FURTHER RESOLVED**, that the officers of the Company be, and they hereby are, authorized, directed and empowered to do all things necessary to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has executed this Consent in Writing effective the 1st day of October, 2002.

  
\_\_\_\_\_  
L. Russell Mitten, Secretary  
RHINELANDER TELECOMMUNICATIONS, INC.

NEW NORTH TELECOMMUNICATIONS, INC.

UNANIMOUS CONSENT  
IN WRITING OF  
THE BOARD OF DIRECTORS

The undersigned, being all of the Directors of New North Telecommunications, Inc. (the "Company"), a corporation duly organized and validly existing under the laws of Wisconsin, hereby consent to the adoption of the following resolutions without a meeting, pursuant to Section 180.0821 of the Wisconsin Business Corporation Law and direct the filing of this consent with the minutes of the Board of Directors of the Company:

**RESOLVED**, that the proposed plan of merger among Frontier Communications of America, Inc., NewOp Communications Corporation, Citizens Telecommunications Company and the Company, in the form presented to the Board of Directors, be and the same hereby is approved; and be it

**FURTHER RESOLVED**, that any officer of the Company be and each hereby is authorized to cause the Plan of Merger to be filed with the States of Delaware, New York and Wisconsin; and be it

**FURTHER RESOLVED**, that the officers of the Company be, and they hereby are, authorized, directed and empowered to do all things necessary to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent in Writing effective the 1st day of October, 2002.

  
\_\_\_\_\_  
John W. Casey, III

\_\_\_\_\_  
Scott N. Schneider

\_\_\_\_\_  
Leonard Tow

NEW NORTH TELECOMMUNICATIONS, INC.

UNANIMOUS CONSENT  
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THE BOARD OF DIRECTORS

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\_\_\_\_\_  
John H. Casey, III

  
\_\_\_\_\_  
Scott N. Schneider

\_\_\_\_\_  
Leonard Tow

**NEW NORTH TELECOMMUNICATIONS, INC.**

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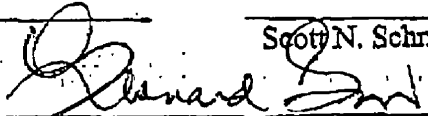
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\_\_\_\_\_  
John H. Casey, III

\_\_\_\_\_  
Scott N. Schneider

  
\_\_\_\_\_  
Leonard Tow



**ATTACHMENT C**  
**AUTHORITY TO TRANSACT BUSINESS**  
**AND ARTICLES OF INCORPORATION**

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for CITIZENS TELECOMMUNICATIONS COMPANY, a Delaware corporation authorized to transact business in the State of Florida, qualified on June 2, 1995, as shown by the records of this office.

The document number of this corporation is F95000002696.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Sixth day of June, 1995



CR2EO22 (1-95)

*Sandra B. Northam*

Sandra B. Northam  
Secretary of State

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. CITIZENS TELECOMMUNICATIONS COMPANY
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present)

2. DELAWARE (State or country under the law of which it is incorporated)
3. 06-0879938 (FEI number, if applicable)

4. JULY 1, 1993 (Date of Incorporation)
5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. Anticipated in Summer 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. c/o Prentice Hall/CSC
32 Loockerman Ste. 100, Dover, DE 19901
(Current mailing address)

8. To engage in any lawful act or activity for which corporations are permitted to be organized in Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:
Name: THE PRENTICE-HALL CORPORATION SYSTEMS, INC.
Office Address: 1201 HAYS STREET, SUITE 105
TALLAHASSEE, Florida, 32301
(Zip Code)

FILED
95 JUL -2 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Carol K. Dolan
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

DIRECTOR:  
~~Vice Chairman~~ Rodney Egdorf

Address: 3 High Ridge Park

Stamford, CT

Director: Leonard Tow

Address: 3 High Ridge Park

Stamford, CT

Director: Daryl Ferguson

Address: 3 High Ridge Park

Stamford, CT

B. OFFICERS

President: Rodney Egdorf

Address: 3 High Ridge Park

Stamford, CT

Vice President: Daniel Lazarek

Address: 3 High Ridge Park

Stamford, CT

Secretary: Charles J. Weiss

Address: 3 High Ridge Park

Stamford, CT

Treasurer: Robert J. DeSantis

Address: 3 High Ridge Park


Stamford, CT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 JUN -2 PM 3:42

FILED

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Charles J. Weiss, Secretary  
(Typed or printed name and capacity of person signing application)



CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

OF

FRONTIER LONG DISTANCE OF AMERICA, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is

FRONTIER LONG DISTANCE OF AMERICA, INC.

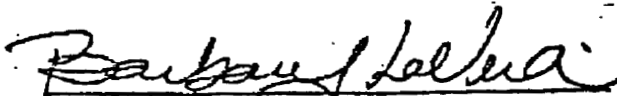
2. The certificate of incorporation of the corporation is hereby amended by striking out Article One thereof and by substituting in lieu of said Article[s] the following new Article[s]:

Article one of the Certificate of Incorporation is amended to read as follows:

1. The name of the corporation is: FRONTIER COMMUNICATIONS OF AMERICA, INC.

3. The amendment[s] of the certificate of incorporation herein certified has [have] been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Signed on 6/2/00



Barbara J. LaVerdi, Assistant Secretary

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 06/06/2000  
001286296 - 2307210

Office of the Secretary of State

---

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FRONTIER LONG DISTANCE OF AMERICA, INC.", CHANGING ITS NAME FROM "FRONTIER LONG DISTANCE OF AMERICA, INC." TO "FRONTIER COMMUNICATIONS OF AMERICA, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2307210 8100

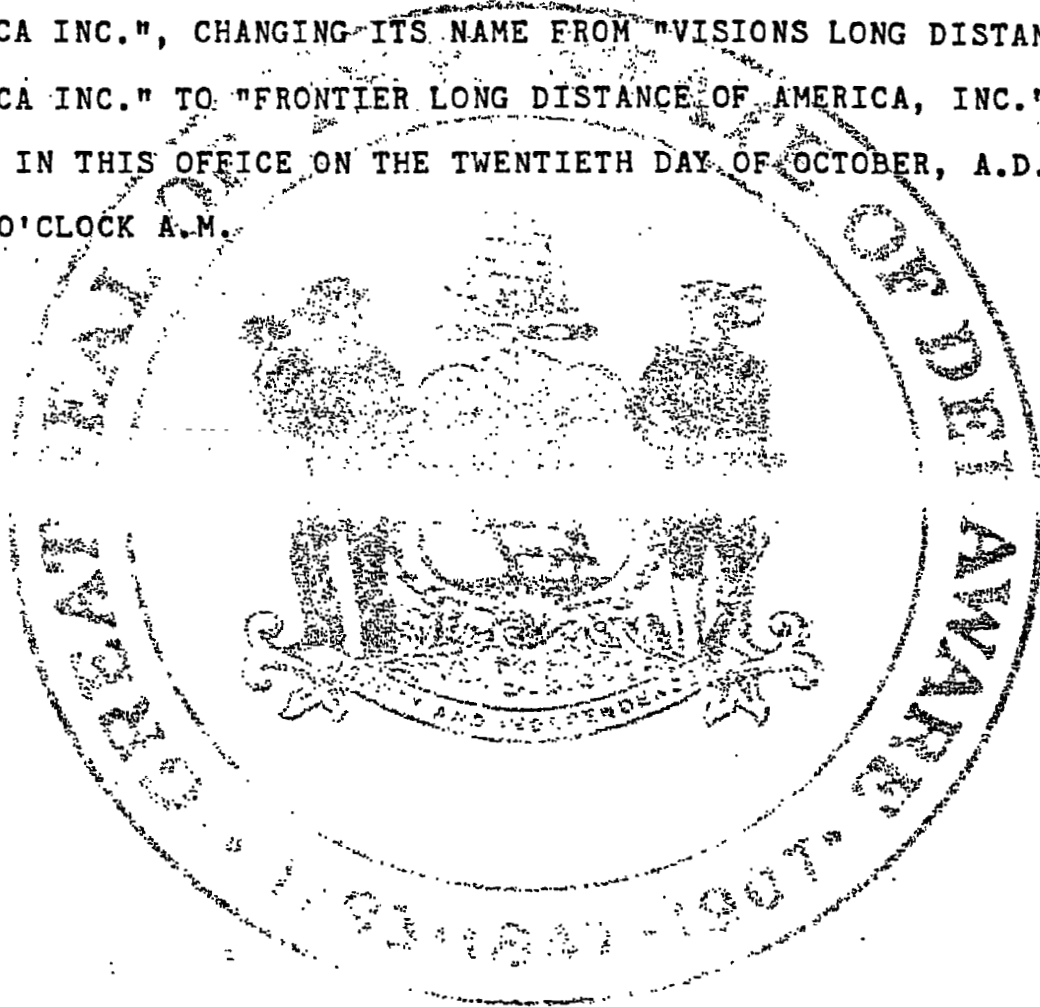
001286296

AUTHENTICATION: 0480328

DATE: 06-06-00

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VISIONS LONG DISTANCE AMERICA INC.", CHANGING ITS NAME FROM "VISIONS LONG DISTANCE AMERICA INC." TO "FRONTIER LONG DISTANCE OF AMERICA, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF OCTOBER, A.D. 1994, AT 9 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2307210 8100

944205388

AUTHENTICATION: 7282874

DATE: 10-27-94



CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

VISIONS LONG DISTANCE AMERICA INC.

VISIONS LONG DISTANCE AMERICA INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

**FIRST:** That at a meeting of the Board of Directors resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling for a meeting of the stockholders of said corporation, the resolution setting forth the proposed is as follows:

**RESOLVED,** That the Certificate of Incorporation of this corporation be amended by changing the Article(s) thereof numbered so that, as amended said Article(s) shall be and read as follows:

**FIRST:** The Name of the corporation is: **FRONTIER LONG DISTANCE OF AMERICA, INC.**

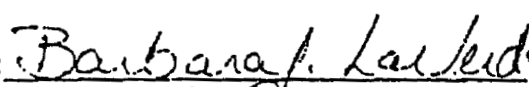
**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stock holders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation law of the State of Delaware.

**FOURTH:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said has caused its corporate seal to be hereunto affixed and this certificate to be signed by Jeremiah T. Carr, its President & CEO, and Barbara J. LaVerdi its Assistant Secretary, this 13<sup>th</sup> day of OCTOBER, 1994.

By:   
Jeremiah T. Carr, President & CEO

By:   
Barbara J. LaVerdi, Assistant Secretary



Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "VISIONS LONG DISTANCE AMERICA INC." FILED IN THIS OFFICE ON THE NINETEENTH DAY OF AUGUST, A.D. 1992, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO KENT COUNTY RECORDER OF DEEDS ON THE NINETEENTH DAY OF AUGUST, A.D. 1992 FOR RECORDING.

\* \* \* \* \*



*Michael Ratchford*

SECRETARY OF STATE

AUTHENTICATION: \*3563493

DATE: 08/19/1992

922325117

STATE OF DELAWARE  
CERTIFICATE OF INCORPORATION  
OF  
VISIONS LONG DISTANCE AMERICA INC.

I, (We) the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the corporation is:

VISIONS LONG DISTANCE AMERICA INC.

SECOND: The registered office of the corporation in the State of Delaware is to be located at 32 Lockerman Square, Suite L-100, in the City of Dover, County of Kent.<sup>14901</sup> The name of its registered agent is The Prentice-Hall Corporation System, Inc.

THIRD: The nature of the business, and the objects and purposes proposed to be transacted, promoted and carried on, are to do any and all things therein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

To do any lawful act or thing for which corporations may be organized under the General Corporation Law of the State of Delaware.

Without limiting the scope and generality of the foregoing, the corporation may engage in the following activities:

Long distance telecommunication service.

FOURTH: The total number of shares which the corporation is authorized to issue is 200 shares .01 par value itemized as follows:

CLASS	SERIES (IF ANY)	NUMBER OF SHARES	PAR VALUE/SHARE OR ARE THEY WITHOUT PAR VALUE
Common		200	.01 Par Value

FIFTH: The name and address of each incorporator(s) is/are as follows:

Julie Espinoza  
500 Central Avenue  
Albany, NY 12206

SIXTH: The directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchises of this Corporation.

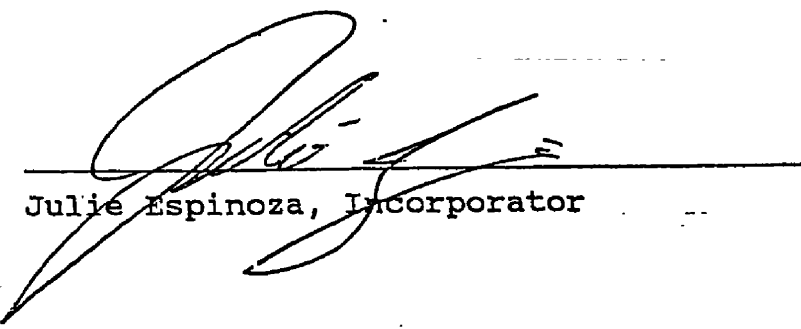
With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have authority to dispose, in any manner, of the whole property of this Corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this Corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book, or document of this Corporation; except as conferred by Law or the By-Laws, or by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside the State of Delaware, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Delaware.

It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall, except where otherwise specified in said paragraph, be in nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Certificate of Incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

IN WITNESS WHEREOF, I (we) have hereunto set my (our) hand(s) and seal this 17th day of August, 1992.



---

Julie Espinoza, Incorporator



Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY VISIONS LONG DISTANCE AMERICA INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

\* \* \* \* \*



612261100

Michael Ratchford, Secretary of State

AUTHENTICATION: \*3592796

DATE: 09/17/1992

**ATTACHMENT D**  
**MANAGEMENT PROFILES**

**Robert Braden**  
*Executive Vice President, ILEC Sector*  
Frontier, A Citizens Communications Company

Robert Braden has been Executive Vice President of ILEC operations for Frontier, a Citizens Communications Company, since December 2001. Mr. Braden is responsible for all ILEC operations, and oversees all sector-centralized functions based in Rochester, including revenue assurance, marketing, product development, engineering, regulatory and information technology. Mr. Braden is also Chief Executive Officer of Electric Lightwave, Inc.

Mr. Braden had joined Electric Lightwave as President, Chief Operating Officer, and Director in January 2001. Before that, Mr. Braden was Vice President of Business Development at Citizens Communications. Prior to Citizens, Mr. Braden was Senior Vice President of Business Development and Senior Vice President of International Operations at Centennial Communications, responsible for the successful launch of the company's telecom services business in Puerto Rico. He also held the positions of Vice President of Business Development at Century Communications and P&L positions with Metromedia Paging, Omni Communications, VMX, Inc., and Hoffmann-LaRoche Inc. Mr. Braden holds a B.S. and M.A. from West Virginia University.



## **L. Todd Wells**

*Eastern Region Vice President*

Frontier, A Citizens Communications Company

L. Todd Wells is vice president, eastern region, for Frontier, A Citizens Communications Company. Wells previously served as Citizens' vice president, finance and planning, overseeing strategy, finance, budget and results for an organization generating more than \$900 million revenues with a workforce of 3,700 employees. Wells joined Citizens' long-distance company in June 1995 as director, finance. In that position, he managed the accounting and finance functions for the long-distance entity. He was named director, financial planning, for Citizens Communications in January 1996. In that role, he was responsible for the financial aspects of the annual operating business plan. Before Citizens Communications, Wells practiced as a certified public accountant in New York State for 10 years, specializing in management consulting and auditing services.

**Angela Christian**  
*Vice President of Customer Care*  
Frontier, A Citizens Communications Company

Angela Christian is primarily responsible for exceeding customer service performance standards, established by the State Public Service Commissions. She is also responsible for achieving revenue targets, through the sale of various products and services, by the efforts of her call center representatives. Christian has more than 700 people in her call centers and help desk operations in two states.

More than 600 of those employees work at customer call centers based in New York, Minnesota and Arizona. In addition, she oversees more than 100 employees who handle customer inquires for Frontier's Internet help desk. She is also responsible for fostering and maintaining positive relationships with several union constituencies.

Christian has more than 20 years of telecom and management experience at Frontier and Rochester Telephone. During that time she has supplemented her extensive background with engineering and vendor-specific trafficking programs. Christian first began her career with the company in 1979, where she worked in a variety of roles and capacities until she was promoted to the position of repair supervisor/foreman in 1994.

Within two years she was promoted to Manager of customer service/sales and within a few months she was promoted again to the position of Director of customer service and sales. Christian was recently promoted to her current position of consumer customer care director, and was put in charge of the remote call centers in Burnsville, Monroe and the Internet help desk.

**Laurie A. Maffett**  
*Vice President of Regulatory and Carrier Services*  
Frontier, A Citizens Communications Company

In her position as Vice President of Regulatory and Carrier Services for Frontier, A Citizens Communications Company, Laurie Maffett is charged with all state and federal regulatory issues and planning. Her duties include Public Service Commission (PSC) and FCC administration of the various regulatory plans, filings for price regulation in the various states she oversees, pricing and tariff filings, participation in regulatory proceedings, and all regulatory accounting functions. She also has responsibility for Capital Recovery for the telephone group.

Her work with the Service Results Group includes reporting analysis of all service metrics, as well as ensuring accuracy and adherence to the service metric definitions. This group is also responsible for surveying customer satisfaction with the company's consumer call center representatives.

Maffett joined Frontier Corporation in 1991 as a senior analyst in the regulatory matters department with responsibility for the regional telephone companies. She was promoted to manager of that department in 1994, was promoted to Director of Regulatory and Operator Services in 1995 and assumed her current position in 2001. Prior to joining Frontier, she was a senior accountant at Price Waterhouse.

Maffett holds a bachelor's degree in accounting from Rochester Institute of Technology and an MBA with a concentration in finance from the William E. Simon Business School at the University of Rochester. A certified public accountant since 1989, she is a member of the New York State Society of CPAs and the American Institute of CPAs.

**William D. Hammond**  
*Vice President of Product Management*  
Frontier, A Citizens Communications Company

Bill Hammond is vice president of product management for Frontier, A Citizens Communications Company . In this position, he is responsible for the development and rollout of new services as well as product lifecycle management within Frontier's ILEC properties. Previously, Hammond was responsible for product development as it related to CLEC, private line, networks and conferencing, which includes pricing, promotion and distribution. Frontier currently operates one of the largest CLEC operations in the country, encompassing nearly two-thirds of the nation's access lines.

Prior to assuming this position, Hammond led a multi-disciplined group charged with planning, organizing and implementing Frontier Corporation's transition to an open market structure. He served as vice president of finance and administration for Frontier Communications of Rochester at its inception. Frontier Communications of Rochester is the competitive integrated services provider that resulted from the Frontier Open Market Plan.

Since joining Frontier Corporation in 1984, his assignments have included acquisition analysis, financial forecasting, financial planning and investor relations. He was promoted to corporate manager-business planning in 1986, and appointed director of Pennsylvania telephone subsidiaries in 1988. In 1990 he was named vice president for the mideast region, overseeing the operations of subsidiary telephone companies in Pennsylvania, Michigan and Indiana. Before joining Frontier, Hammond spent eight years at Kendor Music Publishing as chief editor and controller.

Hammond is a graduate of the University of Rochester's Eastman School of Music, and earned a master's degree in business administration from St. Bonaventure University.

**ATTACHMENT E**  
**FINANCIAL INFORMATION**

Additional SEC documents available at  
<http://www.shareholder.com/czn/edgar.cfm>



Citizens Communications  
3 High Ridge Park  
Stamford, CT 06905  
203.614.5600  
Web site: [www.czn.net](http://www.czn.net)

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**FOR IMMEDIATE RELEASE**

**Contacts:**

Michael A. Zarrella  
Vice President  
Corporate Development  
203.614.5179  
[mzarrell@czn.com](mailto:mzarrell@czn.com)

Brigid M. Smith  
Assistant Vice President  
Corporate Communications  
203.614.5042  
[bsmith@czn.com](mailto:bsmith@czn.com)

## **Citizens Communications Reports Third-Quarter Results; Continues Debt Reduction**

**Stamford, Conn., Nov. 7, 2002** — Citizens Communications (NYSE:CZN) today reported revenues of approximately \$520 million from its ILEC operations for the quarter ended Sept. 30, 2002. Adjusted EBITDA (operating income plus depreciation and amortization) margin for the ILEC improved to 54 percent for the quarter and the ILEC segment had capital expenditures of \$67.6 million.

The company achieved a net debt to annualized Adjusted EBITDA ratio for the quarter of 4.0x, reaching the targeted year-end ratio one quarter early. The company prepaid \$53 million of debt during the quarter and ended the quarter with over \$479 million in cash. Since the beginning of the year, Citizens has retired \$718 million of debt or 12 percent of the total debt outstanding at Dec. 31, 2001.

The company remains focused on and committed to the continuing improvement of its balance sheet through the generation of free cash flow applied to further debt reduction. In addition, the sale of the company's Kauai, Hawaii, electric business for \$215 million in cash closed on Nov. 1, 2002. Giving effect to this transaction, the company's ratio of net debt to annualized Adjusted EBITDA for the third quarter would have been 3.9x. The sale of the company's Arizona Electric and Gas divisions for \$230 million in cash is expected to close during the second half of 2003. The net proceeds from these sales will be used to further reduce debt.

For the third quarter 2002 consolidated results were revenues of \$669 million, operating loss of \$969 million, capital expenditures of \$82 million, free cash flow of \$118 million, and the net loss was \$700 million.

Consolidated operating loss and net loss include non-cash pre-tax impairment charges of \$1,074 million (approximately \$696 million net of tax benefits) related to a reduction of the carrying value of the company's Electric Lightwave division as well as write downs of the carrying values of the company's Arizona Gas and Electric, Vermont Electric and The Gas Company in Hawaii divisions to reflect the difference between anticipated proceeds from the sales of these utility assets and their book values.

### *Telecommunications*

Third-quarter 2002 revenue from the company's ILEC operations was a record \$519.8 million, up \$12.6 million or 2.5 percent from \$507.2 million in the third quarter of 2001, primarily due to continued increases in penetration of data and long-distance products.

The company had approximately 2.46 million primary access lines at Sept. 30, 2002 compared to approximately 2.49 million at Sept. 30, 2001. The decrease of approximately 1 percent is the result primarily of a continuing difficult economy but has been more than offset by the addition of almost 42,000 DSL subscribers during this period. DSL additions often replace second lines, which accounts for a portion of the reduction in primary access line count. Taking into account DSL subscriptions, total lines grew by more than 11,500, or 0.5 percent since Sept. 30, 2001.

— MORE —

Adjusted EBITDA for the third-quarter of 2002 was \$280.2 million, an increase of \$29.6 million or 12 percent compared to the prior year quarter. The adjusted EBITDA margin for the third-quarter of 2002 increased to 54 percent from 49 percent in the third quarter of 2001, reflecting increases in high-margin revenues, an ongoing focus on increased productivity, success in the integration of Frontier and the efficiencies achieved from consolidation of the company's activities. The company continues to focus on achieving an Adjusted EBITDA run rate margin of approximately 55 percent as it exits 2002.

Third-quarter 2002 revenue from Electric Lightwave totaled \$41.3 million, Adjusted EBITDA (operating income plus depreciation, amortization and impairment charges) was \$4.5 million, capital expenditures were \$2.5 million and operating cash flow (Adjusted EBITDA minus capital expenditures) was approximately \$2 million. This was the first quarter in its history that ELI produced operating cash flow.

#### *Public Service*

The gas and electric segments accounted for \$107.7 million of third-quarter 2002 consolidated revenue, \$19.7 million of Adjusted EBITDA, \$11.5 million of capital expenditures, and approximately \$8.2 million of operating cash flow.

Free cash flow is Adjusted EBITDA minus capital expenditures, interest expense and cash taxes. EBITDA is a measure commonly used to analyze companies on the basis of operating performance. EBITDA is not a measure of financial performance nor is it an alternative to cash flow as a measure of liquidity and may not be comparable to similarly titled measures of other companies. The information in this press release should be read in conjunction with the financial statements and footnotes contained in our Form 10-Q to be filed with the Securities and Exchange Commission.

#### *About Citizens Communications*

More information about Citizens can be found at [www.czn.net](http://www.czn.net).

*This document contains forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the statements. These and all forward-looking statements (including oral representations) are only predictions or statements of current plans that are constantly under review by the company. All forward-looking statements may differ from actual results because of, but not limited to, changes in local and national economies, the state of the telecommunications industry, changes in market conditions for debt and equity securities, the nature and pace of technological changes, the number and effectiveness of competitors in the company's markets, success in overall strategy, changes in legal or regulatory policy, changes in legislation, the mix of products and services offered in the company's markets, the effects of acquisitions and dispositions and the ability to effectively integrate businesses acquired. These important factors should be considered in evaluating any statement contained herein and/or made by the company or on its behalf. The foregoing information should be read in conjunction with the company's filings with the U.S. Securities and Exchange Commission including, but not limited to, reports on Forms 10-K and 10-Q. The company does not intend to update or revise these forward-looking statements to reflect the occurrence of future events or circumstances.*

###

TABLES TO FOLLOW

**Citizens Communications Company**  
**Consolidated Financial Data**  
(unaudited)

	For the quarter ended September 30,			For the nine months ended September 30,		
	2002	2001	%	2002	2001	%
			Change			Change
<i>(Amounts in thousands - except per-share amounts)</i>						
<b>Income Statement Data</b>						
<b>Continuing operations</b>						
Revenue	\$ 668,831	\$ 661,121	1%	\$ 2,010,604	\$ 1,791,144	12%
Cost of services	115,795	123,214	-6%	357,819	477,107	-25%
Other operating expenses (1)	248,678	273,011	-9%	760,958	680,637	12%
Depreciation and amortization (2)	199,611	193,662	3%	564,163	413,734	36%
Reserve for telecommunications bankruptcies	-	-	0%	17,805	-	100%
Restructuring and other expenses	(273)	13,002	-102%	21,912	13,002	69%
Loss on impairment (3)	1,074,058	-	100%	1,074,058	-	100%
Operating income (loss)	(969,038)	58,232	-1764%	(786,111)	206,664	-480%
Investment and other income (loss), net	13,859	3,070	351%	(62,725)	16,495	-480%
Gain on sale of assets	1,901	139,304	-99%	1,901	139,304	-99%
Interest expense	118,012	125,005	-6%	364,226	262,691	39%
Income tax expense (benefit)	(371,186)	39,610	-1037%	(424,688)	49,183	-963%
Income (loss) from discontinued operations, net of tax	-	7,199	-100%	(1,478)	11,675	-113%
Gain on disposal of water segment, net of tax	-	-	0%	169,326	-	100%
Extraordinary expense-discontinuation of Statement of Financial Accounting Standards No. 71, net of tax	-	43,631	-100%	-	43,631	-100%
Cumulative effect of change in accounting principle (4)	-	-	0%	(39,812)	-	-100%
Carrying cost of equity forward contracts	-	1,003	-100%	-	13,650	-100%
Net income (loss) available to common shareholders	(700,104)	(1,444)	-48384%	(658,437)	4,983	-13314%
<b>Other Financial Data</b>						
Adjusted EBITDA from continuing operations (5)	\$ 304,358	\$ 264,896	15%	\$ 891,827	\$ 633,400	41%
Total capital expenditures (6)	81,644	128,250	-36%	244,203	309,605	-21%
Free cash flow (7)	118,177	4,653	2440%	242,782	54,191	348%
Long-term debt (8)	5,219,346	5,783,591	-10%	5,219,346	5,783,591	-10%
Total debt (8)	5,360,566	5,939,558	-10%	5,360,566	5,939,558	-10%
Less: Cash and cash equivalents	479,236	180,418	166%	479,236	180,418	166%
Net debt	4,881,330	5,759,140	-15%	4,881,330	5,759,140	-15%
Net debt to annualized Adjusted EBITDA	4.0	5.4	-26%	4.1	6.8	-40%
Interest coverage	2.6	2.1	24%	2.4	2.4	0%
Shares of common stock outstanding	282,221	280,036	1%	282,221	280,036	1%
Weighted average shares outstanding	280,778	286,175	-2%	280,540	271,911	3%
Net (loss) income available to common shareholders (9)	\$ (2.49)	\$ (0.01)		\$ (2.35)	\$ 0.02	

(1) Includes \$5,119,000 and \$17,665,000 of acquisition assimilation expenses for the three and nine months ended September 30, 2001, respectively.

(2) Includes \$12,800,000 of accelerated depreciation for the nine months ended September 30, 2002 (none for the three months ended September 30, 2002) related to the closing of our Plano, Texas facility. Also includes \$33,223,000 and \$53,611,000 of goodwill amortization for the three and nine months ended September 30, 2001, respectively.

(3) Shown as the pre-tax amount.

(4) Write-off of ELI's goodwill.

(5) Adjusted EBITDA is operating income plus depreciation and amortization, the reserve for telecommunications bankruptcies, restructuring and other expenses and loss on impairment. Adjusted EBITDA is a measure commonly used to analyze companies on the basis of operating performance. It is not a measure of financial performance under generally accepted accounting principles and should not be considered as an alternative to net income as a measure of performance nor an alternative to cash flow as a measure of liquidity and may not be comparable to similarly titled measures of other companies.

(6) Excludes \$110,000,000 of previously leased facilities purchased by ELI in April 2002.

(7) Free cash flow is operating income plus depreciation and amortization and loss on impairment minus interest expense, cash income taxes and cash capital expenditures.

(8) Excludes equity units. Total debt includes current portion of long term debt.

(9) Calculated based on weighted average shares outstanding.



**Citizens Communications Company**  
**Financial and Operating Data**  
(unaudited)

<i>(Dollars in thousands, except operating data)</i> <b>TELECOMMUNICATIONS (1)</b>	For the quarter ended September 30,			For the nine months ended September 30,		
	2002	2001	%	2002	2001	%
			Change			Change
<b>Select Income Statement Data</b>						
<b>Revenue</b>						
Access services	\$ 168,526	\$ 165,416	2%	\$ 503,694	\$ 393,768	28%
Local services	219,764	218,016	1%	650,690	457,868	42%
Long distance and data services	77,918	71,860	8%	227,248	135,144	68%
Directory services	26,443	25,253	5%	78,497	46,942	67%
Other	27,126	26,657	2%	82,365	49,613	66%
ILEC revenue	519,777	507,202	2%	1,542,494	1,083,335	42%
Electric Lightwave	41,311	52,249	-21%	133,845	173,308	-23%
<b>Total revenue</b>	<b>561,088</b>	<b>559,451</b>	<b>0%</b>	<b>1,676,339</b>	<b>1,256,643</b>	<b>33%</b>
<b>Expenses</b>						
Network access expense	58,218	62,077	-6%	174,774	129,238	35%
Other operating expenses (2)	218,187	248,330	-12%	675,638	571,417	18%
Depreciation and amortization (3)	199,385	193,175	3%	563,807	407,142	38%
Reserve for telecommunications bankruptcies	-	-	0%	17,805	-	100%
Restructuring and other expenses	(273)	13,002	-102%	21,912	13,002	69%
Loss on impairment (4)	656,658	-	100%	656,658	-	100%
<b>Total expenses</b>	<b>1,132,175</b>	<b>516,584</b>	<b>119%</b>	<b>2,110,594</b>	<b>1,120,799</b>	<b>88%</b>
<b>Adjusted EBITDA and Capital Expenditure Data</b>						
ILEC Adjusted EBITDA (5)	\$ 280,175	\$ 250,618	12%	\$ 818,617	\$ 548,662	49%
ILEC Adjusted EBITDA margin	54%	49%	10%	53%	51%	4%
ILEC capital expenditures	\$ 67,601	\$ 107,680	-37%	\$ 205,480	\$ 242,032	-15%
ELI Adjusted EBITDA (5)	4,508	(1,574)	-386%	7,310	7,326	0%
ELI capital expenditures (6)	2,547	5,758	-56%	8,203	19,852	-59%
<b>Operating Income (Loss)</b>						
ILEC	\$ 131,239	\$ 64,602	103%	\$ 324,067	\$ 187,957	72%
ELI	(702,326)	(21,735)	-3131%	(758,322)	(52,113)	-1355%
<b>Operating Data</b>						
ILEC access lines	2,460,022	2,490,464	-1%	2,460,022	2,490,464	-1%
ILEC switched access minutes of use (in millions)	3,067	3,102	-1%	9,183	6,854	34%
Employees	7,397	8,687	-15%	7,397	8,687	-15%
ILEC average monthly revenue per average line	\$ 70.26	\$ 67.84	4%	\$ 69.36	\$ 68.90	1%

(1) Includes our Incumbent Local Exchange Carrier (ILEC) and Electric Lightwave, Inc. (ELI) businesses.

(2) See footnote (1) on first page.

(3) See footnote (2) on first page.

(4) Shown as the pre-tax amount.

(5) See footnote (5) on first page.

(6) See footnote (6) on first page.

**Citizens Communications Company**  
**Financial and Operating Data**  
(unaudited)

<i>(Dollars in thousands)</i> <b>GAS AND ELECTRIC SECTORS (1)</b>	For the quarter ended September 30,			For the nine months ended September 30,		
	2002	2001	%	2002	2001	%
<b>Select Income Statement Data</b>						
Revenue	\$ 107,743	\$ 101,670	6%	\$ 334,265	\$ 534,501	-37%
Gas, electric energy and fuel oil purchased	57,577	61,137	-6%	183,045	347,869	-47%
Other operating expenses	30,491	24,681	24%	85,320	109,220	-22%
Depreciation and amortization (2)	226	487	-54%	356	6,592	-95%
Loss on impairment	417,400	-	100%	417,400	-	100%
<b>Operating income (loss)</b>	<b>(397,951)</b>	<b>15,365</b>	<b>-2690%</b>	<b>(351,856)</b>	<b>70,820</b>	<b>-597%</b>
<b>Other Financial Data</b>						
Adjusted EBITDA (3)	\$ 19,675	\$ 15,852	24%	\$ 65,900	\$ 77,412	-15%
Capital expenditures	11,496	14,812	-22%	30,520	47,721	-36%
Assets held for sale (4)	749,154	1,093,939	-32%	749,154	1,093,939	-32%

- (1) Our Louisiana and Colorado gas operations were disposed of by sale on July 2, 2001 and November 30, 2001, respectively. The sale of these operations affects comparability of data presented.
- (2) Our gas and electric operations are reported as "held for sale". Accordingly, we ceased to record depreciation expense effective October 1, 2000 and January 1, 2001, respectively.
- (3) Adjusted EBITDA is operating income plus depreciation and amortization and loss on impairment (see footnote (5) on first page).
- (4) Consists of \$64,710,000 of current assets and \$684,444,000 of long-lived assets (including property, plant and equipment) of our utility divisions that have not been sold.