

FRONTIER COMMUNICATIONS CORP  
Form 424B5  
September 18, 2009  
Table of Contents

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities offered</b>	<b>Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee(1)</b>
8.125% Senior Notes due 2018	\$ 590,646,000	\$ 32,958.05

(1) Calculated in accordance with Rule 457(r)

**Filed Pursuant to Rule 424(b)(5)**  
**File No. 333-158391**

PROSPECTUS SUPPLEMENT TO PROSPECTUS DATED APRIL 3, 2009

**\$600,000,000**

**Frontier Communications Corporation**

**8.125% Senior Notes due 2018**

The notes will mature on October 1, 2018. Interest will accrue from October 1, 2009, and the first interest payment date will be April 1, 2010.

We may, at our option, redeem some or all of the notes at any time, by paying a make-whole premium, plus accrued and unpaid interest, if any, to the date of the redemption. See Description of the Notes Optional Redemption.

The notes will be our senior obligations. The notes will rank equally with all of our other unsecured senior indebtedness from time to time outstanding.

The notes will not be listed on any exchange or quoted on any automated dealer quotation system. Currently, there is no public market for the notes.

This offering is not conditioned on the closing of the announced transaction between Frontier and Verizon Communications Inc. ( Verizon ) providing for the spin-off of Verizon's local exchange business in certain territories and the subsequent merger of the spun-off entity with and into Frontier, nor is this offering subject to an escrow arrangement or a mandatory redemption feature in the event such transaction is not consummated.

**Investing in the notes involves risks. See Supplemental Risk Factors beginning on page S-15 for a discussion of factors that you should consider carefully before investing in the notes.**

Edgar Filing: FRONTIER COMMUNICATIONS CORP - Form 424B5

	<b>Price to Public(1)</b>	<b>Underwriting Discounts and Commissions</b>	<b>Proceeds to Frontier</b>
Per Note	98.441%	2.000%	96.441%
Total	\$590,646,000	\$12,000,000	\$578,646,000

(1) Plus accrued interest, if any, from October 1, 2009, if settlement occurs after that date. Delivery of the notes in book-entry form will be made on or about October 1, 2009.

**Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.**

*Joint Book-Running Managers*

**Credit Suisse**

**Citi**  
*Co-Managers*

**J.P. Morgan**

**Barclays Capital**

**Deutsche Bank Securities**

**Morgan Stanley**

**RBS**

**UBS Investment Bank**

The date of this prospectus supplement is September 17, 2009.

**Table of Contents**

**TABLE OF CONTENTS  
PROSPECTUS SUPPLEMENT**

	<b>Page</b>
<u>ABOUT THIS PROSPECTUS SUPPLEMENT</u>	S-i
<u>CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	S-ii
<u>SUMMARY</u>	S-1
<u>SUPPLEMENTAL RISK FACTORS</u>	S-15
<u>USE OF PROCEEDS</u>	S-30
<u>CAPITALIZATION</u>	S-31
<u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	S-32
<u>DESCRIPTION OF THE BUSINESS</u>	S-75
<u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u>	S-83
<u>DESCRIPTION OF OTHER INDEBTEDNESS</u>	S-93
<u>DESCRIPTION OF THE NOTES</u>	S-97
<u>MATERIAL UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS</u>	S-112
<u>BENEFIT PLAN INVESTOR CONSIDERATIONS</u>	S-117
<u>UNDERWRITING</u>	S-119
<u>NOTICE TO CANADIAN RESIDENTS</u>	S-122
<u>LEGAL MATTERS</u>	S-123
<u>EXPERTS</u>	S-123
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	S-123
<u>INCORPORATION BY REFERENCE</u>	S-123
<u>INDEX FINANCIAL STATEMENTS</u>	F-1

**PROSPECTUS**

<u>ABOUT THIS PROSPECTUS</u>	1
<u>OUR COMPANY</u>	1
<u>RISK FACTORS</u>	2
<u>USE OF PROCEEDS</u>	2