



Frontier Communications Corporation

Compensation Committee Charter

This Compensation Committee Charter was adopted by the Board of Directors (the "Board") of Frontier Communications Corporation (the "Company") and amended as of July 31, 2008.

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as the context of the Company's Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.

Purpose of the Compensation Committee

The Compensation Committee (the "Committee") is responsible for approving and evaluating the director and officer compensation plans, policies, and programs of the Company, including (i) determining and approving the compensation of the Company's Chief Executive Officer ("CEO"); (ii) reviewing and approving compensation levels for the Company's other executive officers; (iii) reviewing the compensation of the Company's directors and making recommendations to the Board in respect thereof; (iv) reviewing and approving management incentive compensation policies and programs; (v) reviewing and approving equity compensation programs for employees, and exercising discretion in the administration of such programs; and (vi) producing an annual report on executive compensation for inclusion in the Company's proxy statement.

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, compensation consultants or other advisors to assist it in carrying out its activities. The Company shall provide adequate resources to support the Committee's activities, including compensation of the Committee's counsel, consultants and other advisors. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel, compensation consultants, and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee.

Committee Membership

The Compensation Committee shall consist of no fewer than three directors who satisfy the independence requirements of the New York Stock Exchange and who, in the opinion of the Board, are independent of management and free from any relationship that would interfere with the exercise of independent judgment. In addition, no director may serve unless he or she (i) is a "Non-employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended and (ii) satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

The members of the Compensation Committee shall be appointed annually by the Board on the recommendation of the Nominating and Corporate Governance Committee. The Board will designate one of the members to serve as the Chairman. Each member of the Committee will serve until the next annual meeting of the Company or until he or she resigns or is removed from the Committee by a majority vote of the full Board.

Committee Authority and Responsibilities

The following responsibilities are set forth as a guide to fulfilling the Committee's purpose, with the understanding that the Committee's activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time.

The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised or one or more members of the Committee.

To fulfill its purposes, the Committee shall:

1. oversee and approve the Company's overall management compensation philosophy and policy;
2. annually review and approve corporate goals and objectives relevant to the CEO's compensation, including annual performance objectives;
3. evaluate at least annually the performance of the CEO against corporate goals and objectives, including the annual performance objectives for the CEO, determine and approve the compensation level (including any discretionary incentive awards) for the CEO based on this evaluation and report on the same to the other non-management directors. The Committee will review, as appropriate, any agreement or understanding relating to the CEO's employment, incentive compensation, or other benefits based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee will consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years;
4. oversee evaluation of management. The Nominating and Corporate Governance Committee has expressly delegated its authority over this matter to the Committee;
5. annually review and approve, for the CEO and the other senior executives of the Company, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive compensation opportunity level, (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits. The Board expressly delegates its authority over such matters to the Committee;
6. review periodically and recommend to the Board, the compensation of all directors;
7. review the Company's incentive compensation plans and equity-based plans and recommend to the Board changes in such plans as needed. The Committee shall have and shall exercise all authority of the Board with respect to the administration of such plans;
8. review on a periodic basis the Company's management compensation programs, including any management incentive compensation plans, to determine whether they are appropriate, properly coordinated and achieve their intended purposes(s), and recommend to the Board any appropriate modifications or new plans or programs;
9. review and approve all grants of awards, including the award of shares or options to purchase shares, pursuant to the incentive and equity-based compensation plans of the Company.
10. coordinate the Company's retirement plans as they relate to directors, the CEO and other members of senior management with the Company's Retirement Plan Committee;
11. make regular reports to the Board;
12. review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval; and
13. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter.

Meetings

The Committee will meet as often as necessary to carry out its responsibilities. Meetings may be called by the Chairman of the Committee and the full Board. All meetings of the Committee will be held pursuant to the Bylaws of the Company with regard to notice and waiver, and written minutes of each meeting will be duly filed in the Company records. Reports of meetings of the Committee will be made to the Board at its next regularly scheduled meeting.