

## Frontier Communications Corporation

### Nominating and Corporate Governance Committee Charter

This Nominating and Corporate Governance Committee Charter was adopted by the Board of Directors (the "Board") of Frontier Communications Corporation (the "Company") and amended through 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 Nominating and Corporate Governance Committee**

The Nominating and Corporate Governance Committee (the "Committee") is responsible for identifying, screening and reviewing individuals qualified to serve as directors and recommending to the Board candidates for nomination for election at the annual meeting of stockholders, consistent with criteria approved by the Board, and for taking a leadership role in shaping the corporate governance of the Company. The Committee will review and report periodically to the Board on matters that relate to the selection and qualification of members of the Board as well as the make-up of the Board and its various committees. The Committee will also develop and recommend to the Board a set of corporate governance principles applicable to the Company and oversee the evaluation of the Board and management. The Committee has expressly delegated its authority over the evaluation of management to the Compensation Committee.

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, director search and recruitment consultants or other advisors to assist 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, director search and recruitment consultants, and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee.

#### **Committee Membership**

The Committee will 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. Annually, the full Board will elect members to serve on the Committee and will designate one member to serve as the Chairman. The Chairman shall preside at meetings of the Committee and shall set agendas for meetings and determine the Committee's information needs, except as otherwise provided by action of the Committee. 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 of one or more members of the Committee. The Board may delegate any of the responsibilities of the Committee to another committee of the Board that is composed entirely of independent directors and has a published charter.

To fulfill its purposes, the Committee shall:

1. develop and recommend to the Board specific guidelines and criteria for selecting nominees to the Board;
2. identify, screen and review individuals qualified to serve as directors, consistent with criteria approved by the Board and recommend to the Board (i) those persons to be nominated for election to the Board by the stockholders at each annual meeting of stockholders, (ii) nominees to be elected by the Board to fill vacancies and newly created directorships and (iii) those directors qualified to serve as members of each committee and recommend individual directors to fill any vacancy that might occur on any committee;
3. develop a pool of potential director candidates for consideration in the event of a vacancy on the Board;
4. evaluate the performance of incumbent members of the Board to determine whether to recommend that they be nominated for reelection;
5. evaluate tenders of resignation from members of the Board due to change in their principal employment and whether to accept such resignation;
6. evaluate tenders of resignation from members of the Board who do not receive a "majority of votes cast" at an election of directors and recommend to the Board whether to accept such resignation;
7. develop and recommend to the Board procedures for the submission of recommendations for nominees to the Board by stockholders;
8. make recommendations to the Board concerning (i) the size and composition of the Board and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by the New York Stock Exchange (the "NYSE") listing standards, (ii) the size and composition of each standing committee of the Board and its committees;
9. review annually relationships between directors, the Company and the Company's executive officers and recommend to the Board whether each director qualifies as "independent" under the Board's definition of independence; and the applicable rules of the NYSE;
10. review, approve and ratify "related person transactions" pursuant to the Company's Related Person Transactions Policy;
11. review, at least annually, committee assignments and the policy with respect to the rotation of members of the committee and/or chairpersons, and report any recommendation to the Board;
12. recommend the number of regularly scheduled meetings of the Board and of key committees;
13. maintain oversight of Board operations and effectiveness;
14. review and oversee any director orientation or continuing director education programs established by the Company;
15. receive periodically from the Chief Executive Officer his or her recommendations regarding a successor to the development of other executive talent, and the overall executive needs of the Company;
16. review the nomination of executive officers and make recommendations to the Board of candidates to be elected as executive officers, consistent with the Company's Bylaws;

17. review on a periodic basis, and as necessary when issues arise, relations with stockholders and advise the Board on such issues;
18. review periodically with the Company's General Counsel new legislation, regulations and other developments affecting the Company's governance;
19. review the Company's Code of Conduct and Ethics and Guidelines and, when appropriate, recommend to the Board any changes, amendments or modifications that the Committee deems desirable;
20. coordinate and oversee the annual evaluation of the role and performance of the Board, its committees and management in the governance of the Company;
21. review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval;
22. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
23. make regular reports to the Board; and
24. perform such other duties and responsibilities as the Board may, from time to time, assign to the Committee.

### **Meetings**

The Committee will meet as often as necessary to carry out its responsibilities. Meetings may be called by the Chairman of the Committee or any two members of the Committee. Written minutes of each meeting will be duly filed in the Company records.