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August 27, 2016

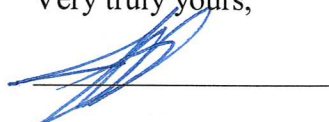
City of Cannon Falls  
Attn: Ron Johnson  
918 River Road  
Cannon Falls, MN 55009

**Re: Application of Frontier Communications of Minnesota, Inc. for Cable  
Communications Services Franchise in City of Cannon Falls, Minnesota**

Dear Mr. Johnson,

In response to the City of Cannon Falls' Notice of Intent to Franchise and Request for Proposals, please find one original copy of Frontier Communications of Minnesota, Inc.'s notarized application for a cable communications franchise in the City of Cannon Falls, Minnesota. Frontier reserves the right to make and redact any information it determines to be Trade Secret information. Your counsel Robert Vose has also been sent an electronic copy. Also check in the amount of \$7,500 payable to the City of Cannon Falls in full payment of its application fee will be hand delivered on August 29, 2016 at to your attention at City Hall. This application fee constitutes the City's "entire reasonable and necessary costs of processing a cable communications franchise" as contemplated in Minn. Stat. § 238.081Subd.(8).

Very truly yours,

  
James P. Campbell

cc: Robert Vose

## **CITY OF CANNON FALLS**

### **APPLICATION OF FRONTIER COMMUNICATIONS OF MINNESOTA, INC.**

#### **FOR A COMPETITIVE CABLE FRANCHISE**

Frontier Communications of Minnesota, Inc. ("Frontier") respectfully files this application for a competitive cable communications franchise with the City of Cannon Falls pursuant to the City of Cannon Falls published Notice of Intent to Franchise and Request for Proposals this 29th day of August, 2016.

#### **Background:**

##### **Overview of Frontier**

Frontier's motto is "We can help!" Frontier goes the extra mile for our customers and is extremely proud to serve our communities. Local engagement is more than a strategy to Frontier. It is in our DNA. Broadband and communications are central parts of daily life and are requirements for our communities to thrive and grow. Frontier takes seriously our responsibility to reliably deliver these services to the millions of customers we serve.

Frontier's parent company is Frontier Communications Corporation, Frontier Communications Corporation is an S&P 500 company and is included in the Fortune 1000 list of America's largest corporations. Frontier serves predominantly a mix of urban, suburban, and rural areas in 29 states across the United States. Frontier offers a variety of services to customers over its fiber-optic and copper networks, including video, high-speed internet, advanced voice and Frontier Secure digital protection solutions. Frontier Business Edge offers communications solutions to small, medium, and enterprise businesses.

##### **Frontier's Values**

Frontier is committed to its core value of being the leader in providing communications services to residential and business customers in its markets by putting our customers first, treating our customers, business partners, and employees with respect, keeping our commitments, being accountable at all times, being ethical in all of our dealings, being innovative and taking the initiative, being a team player, being active in our communities, doing right the first time and continuously improving, using resources wisely and always having a positive attitude.

## **Overview of Frontier in Minnesota**

Frontier is one of Minnesota's largest incumbent local exchange carriers and our Minnesota infrastructure is essential to the success of businesses large and small, educational institutions, healthcare facilities and public safety agencies in the communities we serve. Frontier's network is also critical to the support of other telecommunications (such as wireless carriers) and information service providers. All Frontier products and services offer 24/7/365 support from a 100% U.S.-based workforce.

Frontier employees live and work in the Minnesota communities they serve. They are our customers' friends and neighbors and the subject matter experts on the best communications technology for home and business. They are customer-focused and empowered to make the right decisions for the customer. Employees support programs and initiatives important to their communities and live Frontier's values every day. Recent examples include:

- A contributing business for the Farmington Veteran's Memorial.
- The lead (and original) sponsor of the Farmington all-female robotics STEM team.
- Sponsor of Dakota County Fair events
- Participant in South Metro home and art shows
- Provide professional guidance to students, mentoring students on career opportunities.
- Active members in local chamber of commerce organizations including: Burnsville, Farmington, Lakeville and Rosemount.
- Active with the Dakota County Technical College in establishing the new Telecom Technician certificate program.
- Contributing sponsor supporting Burnsville's Ames Center, since 2008.
- Major sponsor of the Burnsville International Fest.
- Creator and supporter of the America's Best Cities program, which gives an opportunity for communities to win money to support their local initiatives to improve their communities.

## **Frontier's Commitment to Our Customers**

Each of Frontier's markets across the 29 states we serve has a General Manager who is personally accountable for delivering extraordinary service. Decisions are made at the local level taking into account local needs and interests. In the South Metro Minnesota area, the General Manager is Darrell Hansen. Frontier's regional Vice President handling Minnesota is George Meskowski. Frontier's regional, state and local leadership are actively involved in day-to-day operations and personally see to it that customers in their



markets are receiving our best. From the CEO down, we are all accountable to our customers every day. When storms or natural disasters strike our regions, we are among the first to respond, and have the national resources to call upon. When members of our community fall on tough times, we pride ourselves on being there to support them. Our technicians work around the clock in some tough conditions to keep your services running smoothly. Know that when a person becomes a Frontier customer, they are signing up for over 28,600 employees at their back. Every day, our employees put the customer first.

### **Frontier's Commitment to Veterans**

Frontier is also an award-winning Veteran employer and proud to support those who served our nation. More than 1 out of every 10 Frontier employees is a veteran, reservist, and/or the spouse of a veteran. Frontier is a member of The Military Spouse Employment Partnership, The 100,000 Jobs Mission, The Employer Partnership of the Armed Forces, Honor and Remember, and Joining Forces.

Frontier Communications of Minnesota, Inc., the applicant, is a Minnesota Corporation in good standing and authorized to do business in the State of Minnesota.

**The following responds directly to the requested information set forth in the Request for Proposals pursuant to Minn. Stat. § 283.081 (4):**

**A. Plans for channel capacity, including both the total number of channels capable of being energized in the system and the number of channels to be energized immediately.**

Frontier's underlying technology allows for an almost unlimited channel capacity. While a final channel lineup has not been finalized at this time, please see "Exhibit A-channel lineup and programming packages" from another jurisdiction Frontier offers service. Frontier will provide the City with a copy of the actual channel lineup prior to launching service. Frontier also provides a robust library of Video on Demand content.

**B. A statement of the television and radio broadcast signals for which permission to carry will be requested from the Federal Communications Commission.**

Frontier will make all appropriate filings and preparations prior to the turn up of its video service including (1) filing a community registration with the FCC via FCC Form 322; (2) providing notice to local broadcasters and requesting either must-carry or retransmission consent election.



In its existing markets, Frontier complies with many additional federal requirements in providing its service, including all of the FCC requirements applicable to multichannel video programming distributors (such as equal employment opportunity and set-top box requirements), the FCC requirements applicable to EAS participants that are wireline video service providers, other FCC requirements applicable to provision of Vantage TV (Frontier Broadband Service in Minnesota) (such as receive-only earth station license requirements and annual regulatory fees for IPTV providers), and the Copyright Office requirements for cable systems filing semi-annual copyright statements of accounts and paying statutory license fees. Frontier does not file an FCC Form 327 relating to CARS microwave facilities because Frontier does not use such facilities in connection with the provision of Vantage TV. Similarly, Frontier does not file FCC Form 320 and FCC Form 321 as they relate to the use of aeronautical frequencies that are not applicable to the IPTV technology.

In these areas where Frontier offers service, area, Frontier will negotiate retransmission or must carry agreements with the following stations:

- KTSP (ABC)
- WCCO (CBS)
- KMSP (FOX)
- KARE (NBC)
- WFTC (My Network)
- WUCW (CW)
- KSTC (This/Antenna)
- KTCA (PBS)
- WUMN (Univision)
- KPXM (ION)

The planned carriage of the stations identified above could include both primary and multicast signals of each station.

**C. A description of the proposed system design and planned operation, including at least the following items:**

**The following provides a general description of the technology and infrastructure:**

Frontier Communications' Vantage TV video offering is powered by Ericsson's Mediaroom software platform. Mediaroom is the world's #1 IPTV platform – one that is proven and widely adopted by Network Service Providers worldwide – with over 16.4 million subscriber households and 32 million connected devices running the software to date. Vantage TV is an innovative, scalable, and highly reliable video service designed to run over our IP enabled networks (xDSL, FTTP/FTTN, etc.). Our customers' satisfaction has been extremely high to date – relative to our competitor's video offerings in the same markets in which we are deployed.

Vantage TV's core product features include:

- Secure delivery of SD (Standard Definition), HD (High Definition) and 4K/UHD (Ultra High Definition) content – via integrated Digital Rights Management – to set-top Boxes on each TV.
- Superior HD, SD & UHD picture quality.
- WiFi-enabled set-top boxes are also a deployment option allowing our customers to place their TVs wherever they want in their homes.
- Live TV broadcast with instant channel change allowing super-fast navigation through our Interactive Programming Guide.
- Video On-Demand library that will contain more than 100,000 movies and shows.
- Total Home DVR records up to 6 shows at once and lets our customers pause, rewind and play back live TV and store over 170 hours of HD programming. We provide our customers with up to 1 Terabyte worth of on-premise storage capacity.
- Next generation EPG (Electronic Program Guide) and enhanced search functionality deliver real time results with a rich, new visual poster-art driven experience that allows our customers to easily discover and consume content on their terms.
- Integrated interactive applications include Social TV (access to Twitter and Facebook), Weather, Interactive Workout, Home Shopping Network and interactive games.

It is important to note that Vantage TV is more than just a “middleware” or a User Interface; it is an end-to-end platform that covers *all* video functional dependencies starting from Content Acquisition all the way through to Service Consumption. These are described below:

**Content Acquisition:** Frontier processes Live and On-Demand content through encoders and content packaging tools at our Video Headend in Fort Wayne, Indiana and Video Serving Offices (VSOs) in markets that we serve. Acquisition Servers (A-Servers) in our service delivery architecture encrypt streams, encapsulate in RTP and/or Smooth Streaming format, and put multicast streams out on our network for devices to seamlessly connect to and consume content.

**Content Protection:** Frontier secures all of the content it received through leveraged Digital Rights Management (DRM) and Public Key Infrastructure (PKI) systems, which in turn, establishes trust across its entire server environment and its set-top Box clients.

**Service Management.** Vantage TV leverages a complex TV Services management tool to configure and manage subscriber information, Live TV Services, Channel Line-Up / Channel Maps, and Video On Demand Services all from a web-based interface that our Video Operations team controls.

**Subscriber Management:** Frontier integrates Vantage TV with our internal Billing and Provisioning systems (OSS/BSS) in a seamless fashion to ensure the most efficient customer experience. We continuously monitor the system end to end and manage subscriber groups, entitlements, and user authentication to all content and packages, while at all times protecting customer information

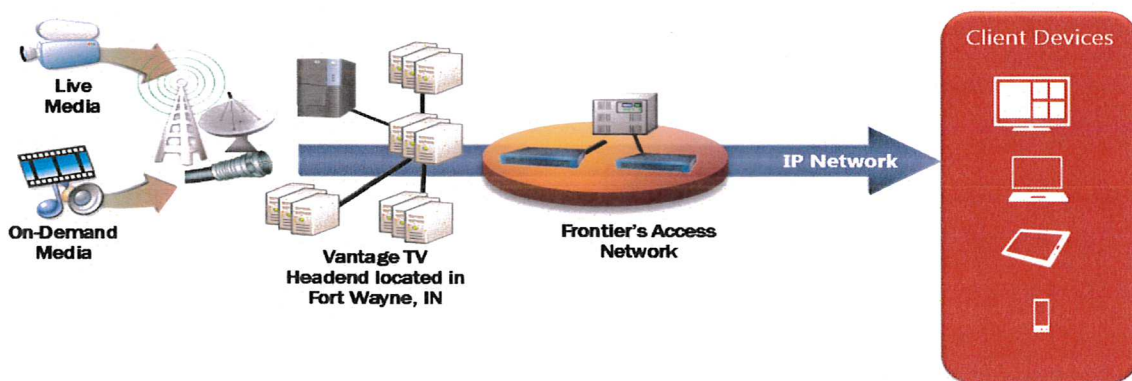
A subscriber group is essentially a category to which one or more client set-top boxes are associated with. For example, a single client device might be in the following subscriber groups: “HD-capable,” “Premium Content Package,” and/or “Suburban Illinois metro area.”

Subscriber groups also have Server clusters associated with them (for VOD and Linear TV Services). For example “South Metro” might be used to associate a subscriber group to a set of live channels, public-access channels, and correlated to a specific set of video distribution servers that provide content.

The TV Services Management tool then offers the ability to associate clusters of Servers with a subscriber group and to associate subscriber groups with client devices (propagating associated content rights and entitlements).

**Service Delivery:** Frontier delivers high-quality Live and Video-on-Demand content over our Managed IP Network to the customer premise. Distribution Servers (D-Servers) in our service delivery architecture buffer streams, generate instant channel change bursts, and do forward error packet correction.

**Service Consumption:** Frontier presents content to our customers’ TVs in a secure and reliable manner through Vantage TV’s client software. That software, which decrypts the stream (via SOC / System on a Chip), resides directly on our customers’ set-top boxes.





In summary, Vantage TV is an end to end software solution that enables Frontier to deliver next-generation TV experiences including standard and high-definition/ultra-high-definition live TV channels, video-on-demand (VOD), digital video recording (DVR) and connected entertainment experiences to our customers.

**The following responds directly to the requested information set forth in the Request for Proposals regarding a description of the proposed system design and planned operation:**

**1. The general area for location of antenna and headend, if known;**

Frontier has a "super head end" in Fort Wayne, Indiana which has a satellite "farm" used to download national content. This super head end has redundancy to receive terrestrial secondary feeds from Verizon, i.e., should an emergency interrupt service from one of its national content sources. The national content is encoded and then deployed over diverse 10 GIG circuits to the local head where the local content, including public, educational and government access channels, is inserted for delivery to end users. Customers in the City of Cannon falls will be served out of the head end in Apple Valley. Frontier will pick up the local broadcast signals via fiber circuits and/or will also capture those signals by antennae located at the local head end and /or as a back-up, precautionary measure.

**2. The schedule for activating cable and two-way capacity;**

While an exact launch date has yet to be determined, Frontier is working diligently to complete all necessary work and required testing and operational readiness reviews to offer service to customers upon successful execution of a Franchise Agreement. Frontier will meet with Commission and appropriate member jurisdictions to share the actual launch date when it becomes finalized.

**3. The type of automated services to be provided;**

As noted in Section B above, Frontier has provided a sample channel lineup. See Exhibit A. This illustrates the vast selection of content available to subscribers.

Vantage TV offers:

- Incredible 100% digital picture and sound.
- Total-home DVR with ability to record up to six shows at once and view on any TV with a set-top box.
- Instant channel change and super-fast navigation through our interactive program guide and Video on Demand.
- The ability to watch up to six different channels at once with Multi-View.

- The ability to Pause, Fast Forward, Rewind live or recorded shows on up to eight TVs in your house.
- Next generation enhanced search which delivers real-time results by program name, actor/actress and other keywords across Live TV, Video On Demand and DVR recordings.
- Introducing Channel Peeks which maintains full-screen viewing while "peeking" into other programming.
  - Recent & DVR Peek allows you to preview and tune to any of the last five channels or DVR recordings.

**4. The number of channels and services to be made available for access cable broadcasting; and**

Frontier will carry the same number of PEG stations as the incumbent.

**5. A schedule of charges for facilities and staff assistance for access cable broadcasting;**

- i. Frontier will make all franchised cities' access channels available to its subscribers. For purposes of acquiring the signal, Frontier will pick up the particular City's access channel signals at the point(s) of origination via fiber facility and transport such content back to the local VSO for insertion in the channel lineup. At the point(s) of origination, Frontier will need rack space and power for its equipment to receive the signal(s) handed off by the City to Franchisee. Franchisee will pay for all facilities and equipment located on its side of the demarcation point where the City will hand off its content to Franchisee and as is industry practice the City will be responsible for all equipment on its side of the demarcation point.

**D. Terms and conditions under which particular service is to be provided to governmental and educational entities.**

Frontier will provide at no charge expanded basic service to all government buildings, schools, and public libraries located within its service footprint so long as those locations are capable of receiving service from Frontier and no other cable provider is providing service at such locations.

**E. A schedule of proposed rates in relation to the services to be provided and a proposed policy regarding unusual or difficult connection of services.**

Final rates have yet to be determined, please see "Exhibit B- sample rates" which are offered here for illustrative purposes.



**F. A time schedule for construction of the entire system with the time sequence for wiring the various parts of the area requested to be served.**

Frontier is still finalizing its initial footprint for the deployment of cable services within the City of Cannon Falls service area. Frontier's planned deployment is highly confidential. Pursuant to an executed franchise agreement(s), Frontier will meet regularly with the City and the Commission to discuss where service is available and any plans for additional deployment. Frontier is the second entrant into the wireline video market in the City of Cannon Falls. As a second entrant, investment in and expansion of Frontier's cable system should be driven by market success, and not a contractual requirement for ubiquitous coverage.

The following sets forth some critical background with respect to employment of both telecommunications and cable infrastructure. Initially, local telephone companies were granted monopolies over local exchange service in exchange for taking on a provider of last resort obligation- a duty to provide service - to customers in its service territory. Similarly, with respect to video services. The incumbent video provider (and its predecessors) operated as a monopoly over facilities-based video. In exchange for making the capital investment to deploy facilities, the incumbent cable company got 100 percent of the customers who wanted cable television.

Subsequently, with respect to telephone services, the federal and local governments effectively eliminated the local telephone monopolies and fostered robust competition. It should be noted that in doing so, the telecom second entrant had absolutely no obligation to build any facilities or to serve any particular location(s) at all. As the FCC noted, imposing build-out requirements on new entrants in the telecommunications industry would constitute a barrier to entry (13 FCC Red 3460, 1997). Cable companies were free to enter the telecom market on terms that made business and economic sense to them. This very environment was the catalyst for robust wireless and wireline competition and the proliferation of higher broadband speeds.

Congress became concerned about the lack of competition in the video world and in 1992 amended federal law to prohibit a local franchising authority from "unreasonably[y] refus[ing] to award an additional competitive franchise." 47 U.S.C. § 541(a)(1) provides a direct avenue for federal court relief in the event of such an unreasonable refusal. 47 U.S.C. § 555(a) and (b). Until the advent, however, of state statutes granting statewide cable franchises without a mandatory build requirement (e.g., Florida) or progressive cities willing to grant competitive franchises, cable monopolies continued to the detriment of consumers and competition. Level playing field requirements are just one example of barriers to competitive entry erected by cities at the behest of the cable monopolies.

Courts have ruled, however, that "level playing field" provisions do not require identical terms for new entrants. See, for example, *Insight Communications v. City of Louisville*, 2003 WL 21473455 (Ky. Ct. App. 2003), where the court found: There will never be an apple-to-apple comparison for Insight and other franchisee simply because



Insight is the incumbent which in its own right and through its predecessors has been the exclusive provider of cable services in the City of Louisville for almost thirty years. No new cable franchisee can ever be in the same position as a thirty-year veteran. *See also, In Cable TV Fund 14-A, Ltd. v. City of Naperville* (1997 WL 209692 (N.D. Ill)); and *New England Cable Television Ass'n, Inc. v. Connecticut DPUC* 717 A.2d 1276 (1998).

In sharp contrast to the monopoly provider, a second entrant faces a significant capital outlay with absolutely no assurance of acquiring customers; rather, it must compete with the monopoly incumbent and win each and every customer over. As Professor Thomas Hazlett of George Mason University has explained, "[i]ncumbents advocate build-out requirements precisely because such rules tend to limit, rather than expand, competition." The federal Department of Justice has also noted that "...consumers generally are best served if market forces determine when and where competitors enter. Regulatory restrictions and conditions on entry tend to shield incumbents from competition and are associated with a range of economic inefficiencies including higher production costs, reduced innovation, and distorted service choices." (Department of Justice Ex Parte, May 10, 2006, FCC MC Dkt 05-311)

The fact is that the incumbent cable provider has (1) an established market position; (2) all of the cable customers; and (3) an existing, in-place infrastructure. These disparate market positions make imposing a build-out requirement on a competitive entrant bad public policy. Under the guise of "level playing field" claims, incumbent cable operators seek to require new entrants to duplicate the networks the incumbents built as monopolies, knowing that such a requirement will greatly reduce, if not eliminate, the risk of competitive entry.

In 2007, the FCC issued its findings with respect to facilities based video competition and held as follows: (1) with respect to level playing field requirements, the FCC stated that such mandates "unreasonably impede competitive entry into the multichannel video marketplace by requiring local franchising authorities to grant franchises to competitors on substantially the same terms imposed on the incumbent cable operators (Para. 138); and (2) with respect to mandatory build out, the FCC held that "an LFA's refusal to grant a competitive franchise because of an applicant's unwillingness to agree to unreasonable build out mandates constitutes an unreasonable refusal to award a competitive franchise within the meaning of Section 621(a)(1) [47 U.S.C. § 541(a)(1)]."

Those two FCC holdings alone should put this entire matter to rest - level playing field requirements and unreasonable mandatory build requirements are barriers to competitive entry in the cable market and violate the federal Cable Act and the FCC's order. Minnesota, however, codified its requirements in a state law and the FCC expressly declined to "preempt" state laws addressing the cable franchising process.

It is clear, however, that the FCC did not intend to protect the Minnesota statute which mandates the imposition of barriers to entry on each and every local franchising authority. As various providers were trying to enter the competitive cable market and

encountering barriers such as level playing field requirements and mandatory build out provisions, many states passed statutes to facilitate competitive entry and to prevent local franchising authorities from erecting barriers to entry. Such laws were passed in 26 states including Florida, Missouri and North Carolina, where incumbent video providers have taken advantage of the streamlined process to enter a market without a mandatory build obligation. These laws have facilitated competitive entry as evidenced, for example, by the presence of four facilities based competitors in the Orlando, Florida market, including CenturyLink and Comcast. As such, these state laws are aligned and not in conflict with the FCC's and Congress' policies for promoting competition in the video distribution market.

Minnesota's cable law, however, is quite the opposite. Minnesota's cable act dates back to the 1970s and directs each local franchising authority to impose not only a level playing field across a broad range of issues (many of which Frontier does not oppose), but also a five year mandatory build out requirement. Both of these provisions have been deemed to be barriers to entry by the FCC. The incontrovertible fact is that the law has been extremely successful in barring cable communications competition in the City of Cannon Falls: The City of Cannon Falls has not experienced any facilities-based competition because of the barriers to entry Minnesota codified in Chapter 238.

In support of this position, that the FCC's 2007 Order preempts Minn. Stat. Chapter 238, Franchisee notes the following:

- Conflict preemption: State law may be preempted without express Congressional authorization to the extent it actually conflicts with federal law where state law "stands as an obstacle to the accomplishment and execution of the full purposes and objectives of Congress." *English v. General Elec. Co.*, 496 U.S. 72, 79 (1990).
- Whether state law constitutes a sufficient obstacle is a matter of judgment to be informed by examining the federal statute as a whole and identifying its purpose and intended effects. *Crosby v. Nat'l Foreign Trade Council*, 530 U.S. 363 #372 (2000).
- Minn. Stat. § 238.08 mandates terms that each municipality must implement in granting a new or renewed cable franchise.
- Minn. Stat. § 238.084 sets forth the required contents of a franchise ordinance and sets forth very precise requirements in an initial franchise about the build: commence build within 240 days; must construct at least 50 plant miles per year; construction throughout the franchise area must be substantially completed within 5 years of granting the franchise; and these requirements can be waived by the franchising authority only upon occurrence of unforeseen events or acts of God.
- Section 621(a)(1) initially gave local authorities the authority to grant



franchises, but this broad grant resulted in exclusive franchises/monopolies. Congress "believe[d] that exclusive franchises are contrary to federal policy ... which is intended to promote the development of competition." H.R. Conf. Rep. No. 102-862, at 77 (1992).

- Legislative history clearly supports that Congress was focused on fostering competition when it passed the 1992 Act. *Qwest Broadband Servs. Inc. v. City of Boulder*, 151 F. Supp.1236, 1244 (D. Colo. 2001).
- In its 2007 order, the FCC found that "an LFA's refusal to grant a competitive franchise because of an applicant's unwillingness to agree to unreasonable build out mandates constitutes an unreasonable refusal to award a competitive franchise within the meaning of Section 621(a)(1)." The FCC order, however, targeted local and not state laws.
- Arguably, the Minnesota build requirements set forth in Section 238.084(m) are in conflict with Section 621(a)(1) and are, therefore, preempted.
- In the Boulder case, the court applied Section 621's prohibition on unreasonable refusals to grant franchises to find conflict preemption where local rules required voter approval for any new franchises.
- The mandatory build out in the Minnesota statute could be considered a de facto "unreasonable refusal" to grant a franchise and thus conflict with the pro-competition purpose set forth in Section 621(a)(1).
- In upholding the FCC's ruling, the Sixth Circuit stated that "while the [FCC] characterized build out requirements as 'eminently sensible' under the prior regime in which cable providers were granted community-wide monopolies, under the current, competitive regime, these requirements 'make entry so expensive that the prospective ... provider withdraws its application and simply declines to serve any portion of the community.'" *Alliance for Cmty Media v. FCC*, 529 F.3d 763, 771 (6th Cir. 2008).
- The FCC ruling targeted local rules and actions and the FCC refrained from preempting state regulation because it lacked "a sufficient record to evaluate whether and how such state laws may lead to unreasonable refusals to award additional competitive franchises." FCC Cable Franchising Order (FCC 06-180, at n.2 &126). That is not to say, however, that upon full consideration, the FCC would not find the Minnesota mandatory build requirements to constitute an unreasonable refusal under Section 621.
  - The franchising laws which were being enacted about the



time of the FCC order facilitated competitive entrants into the facilities based video market.

- In sharp contrast, the Minnesota statutes mandates individual cities and commissions to include onerous build out schedules which, standing alone, would run afoul of the FCC's order.

It should also be noted that at least two cities in Minnesota have chosen to award competitive franchises to second entrants without satisfying all the mandates of Chapter 238. *See Mediacom Minnesota, LLC v. City of Prior Lake*, Minn. Ct. of Appeals, A09-1379 (Unpublished decision, Filed June 22, 2010). In October 2014, the City of Owatonna awarded a competitive franchise to a second provider, and the franchise did not contain the five year build requirement set forth in Chapter 238. Rather, it contained a market success model expressly endorsed by the FCC. The competitor will provide service to 25 percent of the City of Owatonna and will have no further obligation to enable the provision of cable communications services until 48 percent of households in the footprint subscribe to its service. Similarly, CenturyLink has obtained over 70 franchises across the country and 40 franchises in Minnesota with an initial deployment commitment of 15%, with further expansion tied to market success. Not one has been overturned or challenged by the incumbent.

Finally, nothing in the *FCC's* Order on Reconsideration released in January of this year alters the above analysis.

**G. A statement indicating the applicant's qualifications and experience in the cable communications field, if any.**

Frontier Communications is an S&P 500 company and is included in the Fortune 1000 list of America's largest corporations.

**General Manager, Southeast Minnesota** (including South Metro): Darrell Hansen is currently the general manager overseeing Frontier's Southeast Minnesota operations. He has overall responsibility for the operations organization serving this area, including customer service and community relations. He began with one of our predecessor companies, Contel, in 1972 on a facility construction crew. He held various technical positions from 1972 to 1979 when he was promoted to a manager position. He retired in 2006 and returned a year later for a special project and was shortly thereafter promoted to his current General Manager position. He will be retiring at the end of April 2016 and a successor will be named in the near future.

**Area General Manager, Minnesota, Iowa and Nebraska:** George Meskowski is Frontier's Area General Manager with overall operations responsibility for the states of Minnesota, Iowa and Nebraska. He lives and has his office in the South Metro area. He has overall responsibility for the entire operations organization in the three states and is responsible for all customer service and community relations for these areas. George was formerly a general manager with Frontier in Michigan and Indiana prior to being promoted to his current position in 2014.

**President and Chief Executive Officer:** Daniel J. McCarthy became a member of the Frontier Board of Directors in May 2014. He has been President and Chief Operating Officer since April 2012 and was Executive Vice President and Chief Operating Officer from January 2006 to April 2012. Before this, he was Senior Vice President, Field Operations from December 2004 to December 2005, Senior Vice President, Broadband Operations from January 2004 to December 2004, and President and Chief Operating Officer of Electric Lightwave from January 2002 to December 2004.

Mr. McCarthy has been with Frontier Communications Corporation since 1990, when he joined the company's Kauai, Hawaii, electric division. In 1995, he moved to Flagstaff, Arizona, and assumed responsibility for the company's energy operations. In 2001 he was promoted to President and Chief Operating Officer of Citizens Public Services sector, responsible for the company's energy and water operations. He earned a bachelor's degree in marine engineering from the State University of New York Maritime College at Fort Schuyler, and holds an M.B.A. from the University of Phoenix.

In October 2013, he was appointed a Trustee of The Committee for Economic Development, a nonprofit, nonpartisan, business-led, public policy organization that combined with The Conference Board, a nonprofit business membership and research group organization. In December 2013, Mr. McCarthy was elected to the Board of Trustees of Sacred Heart University in Fairfield, Connecticut. He is also a member of the



Western Connecticut Health Network Corporate Advisory Council.

**Executive Vice President and Chief Financial Officer:** John M. Jureller is Executive Vice President and Chief Financial Officer. He joined Frontier Communications in January 2013 as Executive Vice President and Chief Financial Officer–Elect and became Chief Financial Officer on February 27, 2013.

From 2008 through 2012, Mr. Jureller was Senior Vice President, Finance and Operations for the Resources Group of General Atlantic LLC, a global growth private equity firm managing \$17 billion around the globe.

Before this, he was Chief Financial Officer of WestPoint International, Inc., with overall financial responsibility for a \$900 million company. He was responsible for all financial matters, including public financial reporting, taxation, internal audit and corporate finance. From 2003 through 2006, Mr. Jureller was a member of the Corporate Turnaround & Restructuring practice of AlixPartners, LLC. His responsibilities gave him wide exposure to telecommunications, including cable, wireless and internet services. Previously, he was Chief Financial Officer of Trans-Resources, Inc.; Senior Vice President, Corporate Development at Gartner, Inc.; and Senior Vice President, Finance and Corporate Development at Caribiner International, Inc. Early in his career, Mr. Jureller held increasingly senior financial roles at PepsiCo World Trading Company, Inc., Emcor Group, Inc., and General Electric Capital Corporation. Mr. Jureller began his career in finance at Bankers Trust Company. Mr. Jureller earned a B.S. with Distinction and an M.B.A. in Finance from Cornell University. He sits on the Board of Directors of White Plains Hospital in White Plains, New York and is a member of the hospital's Finance Committee.

**Executive Vice President, Frontier Secure and Administration:** Cecilia K. McKenney is Executive Vice President, Frontier Secure and Administration, responsible for Frontier Secure, Human Resources, Marketing, and Product Development. Before this, she was responsible for Human Resources, Sales Operations, Corporate Communications and Public Relations. She was Executive Vice President, Human Resources and Call Center Sales & Service from February 2008 to May 2012. Ms. McKenney joined the company as Senior Vice President, Human Resources in February 2006. She is a member of the company's Senior Leadership Team and reports to the CEO.

Frontier Secure, a service of Frontier Communications, offers products and services to protect every aspect of digital life, including computer security, cloud backup & sharing, the connected home, identity protection, equipment protection and 24/7 U.S.-based premium technical support. Its products and services are sold nationwide directly to consumers and small businesses, and wholesale through strategic partnerships. Prior to Frontier, Ms. McKenney was Group Vice President of Headquarters Human Resources for the Pepsi Bottling Group, Inc. (PBG) in Somers, New York, responsible for all Human Resources functions supporting PBG's worldwide operations. Her organization supported PBG's headquarters and call center in addition to providing long-term strategic



direction and day-to-day business support for Staffing, Compensation and Benefits, Diversity, Training, Talent Development and Human Resources Systems.

Ms. McKenney joined the Pepsi-Cola Company in 1989 in its headquarters-based employee benefits group. She became Human Resources Manager in Pepsi-Cola's Northeast Business Unit in 1992. In less than two years, Ms. McKenney transferred to Northern California to manage HR issues for the company's San Francisco market. In 1995, she was appointed Director of Human Resources for PBG's California Business Unit. When PBG became an independent company near the end of 1998, Ms. McKenney was appointed Vice President, Staffing and Diversity at Company's headquarters. In 2000, she was promoted to Vice President, Headquarters Human Resources and was named Group Vice President, Headquarters Human Resources, in 2004.

Prior to Pepsi, Ms. McKenney worked for Mutual of New York and L.F. Rothschild in Human Resource and Management roles. She earned a bachelor's degree in business administration from Franklin & Marshall College and is a Certified Employee Benefits Specialist.

Ms. McKenney is a member of The Leadership Council of Franklin & Marshall College and a member of the Board of Directors of The Child Care Council of Westchester County, Inc. In May 2014, she was honored with the HR Leader Award in the Large Company category at the 2014 Fairfield County HR People of the Year Awards. The awards are given each year by The Southern Connecticut Chapter of the Society for Human Resource Management to recognize individuals whose performance and contributions have significantly benefited their organizations, the Human Resources profession and the community.

**Executive Vice President, External Affairs:** Kathleen Quinn Abernathy is Executive Vice President, External Affairs, responsible for the company's governmental and regulatory affairs. From March 2010 to June 2012, she was Chief Legal Officer and Executive Vice President, Regulatory and Governmental Affairs. Prior to joining Frontier, she was a Partner at Wilkinson Barker Knauer LLP, advising clients on a wide range of legal, policy and regulatory issues related to telecommunications and the media. Before this, she was a Partner at the law firm of Akin Gump Strauss Hauer & Feld, LLP.

Ms. Abernathy served as a Commissioner with the Federal Communications Commission (FCC) from 2001-2005. While a Commissioner, she chaired the Federal-State Joint Board on Universal Service and participated as a U.S. representative in numerous international bilateral and multilateral negotiations, including the 2002 International Telecommunication Union (ITU) Plenipotentiary Conference and the 2003 ITU World Radiocommunications Conference. She was appointed by the ITU to chair the 2004 ITU Global Symposium for Regulators.

Prior to joining the FCC, Ms. Abernathy was Vice President for Public Policy at BroadBand Office Communications; Vice President for Regulatory Affairs at US West; and Vice President for Federal Regulatory Affairs at AirTouch Communications. Earlier

in her career, she was Legal Advisor to two FCC commissioners and a Special Assistant to the agency's General Counsel.

Ms. Abernathy has received numerous honors and awards in recognition of her contributions to the profession. In 2011 she was named one of the "Top Ten Women in Telecom" by Fierce Telecom and honored by Legal Momentum with an "Aiming High Award." She was featured in Chambers USA's "Leaders in their Field" in the Telecom, Broadcast & Satellite: Regulatory category (2009); included in the Washington, DC edition of Super Lawyers (2009, 2010); and named one of Washington's Top Lawyers by Washingtonian magazine (2007, 2009).

Ms. Abernathy served on Frontier Communications' board of directors from April 2006 through February 2010. She is currently on the boards of the John Gardner Fellowship Association, which is affiliated with U.C. Berkley, and Stanford University and Children Now. She also serves on the board of ISO New England Inc., the operator of New England's bulk power and wholesale electricity markets.

Ms. Abernathy received her B.A. magna cum laude from Marquette University and her J.D. from Catholic University of America's Columbus School of Law, where she was a Distinguished Practitioner in Residence. She is a member of the District of Columbia Bar and the Federal Communications Bar Association, of which she is a Past-President, and has served as an adjunct professor at Georgetown University Law Center and The Columbus School of Law.

**Senior Vice President, General Counsel Secretary:** Mark D. Nielsen joined Frontier in March 2014 as Senior Vice President, General Counsel, and Secretary. Prior to this, he was Associate General Counsel and Chief Compliance Officer for Danbury, Conn.-based Praxair Inc. From 2007 to 2009, he was a Vice President and Assistant General Counsel of defense contractor Raytheon Co. Before that, Mr. Nielsen served as Chief Legal Counsel, and then Chief of Staff, to Massachusetts Governor Mitt Romney (2004-2007).

Mr. Nielsen began his legal career in 1990 as an associate with the Hartford law firm of Murtha, Cullina LLP. He also served three two-year terms in the Connecticut Legislature, one term in the House (1993-1995) followed by two terms in the Senate (1995-1999).

Mr. Nielsen graduated from Harvard College magna cum laude and Phi Beta Kappa. He earned his law degree, cum laude, from Harvard Law School.

**H. An identification of the municipalities (including contact information for the municipal officials in each community) in which the applicant either owns or operates a cable communications system, directly or indirectly, or has outstanding franchises for which no system has been built.**



Please see Exhibit C for a list of jurisdictions Frontier or an affiliate of Frontier holds a cable franchise agreement pursuant either to local agreement or statewide franchise authority.

**I. Plans for financing the proposed system, which must indicate every significant anticipated source of capital and significant limitations or conditions with respect to the availability of the indicated sources of capital. This information should include:**

**1. Current financial statement**

Frontier's ultimate parent company is Frontier Communications Corporation. Frontier Communications Corporation's most recent Form 10-K (along with all other SEC filings) may be found here: <http://investor.frontier.com/sec.cfm>.

**2. Proposed sources and uses of funds for the construction project**

Frontier's parent company is Frontier Communications Corporation. Frontier Communications Corporation is an S&P 500 company and is included in the Fortune 1000 list of America's largest corporations with reported fourth quarter 2015 revenue of \$1,413 million and operating income of \$182 million. Frontier does not require any unique or additional funding sources (i.e. special notes or bonds) in order to deploy its Vantage TV service in this, or any other market.

**3. Financial budgets for the next three (3) years**

Please see response to Section I (4) below.

**4. Documentation regarding the commitment of funds, and**

As a publicly traded company, Frontier releases a very limited amount of forward-looking information for the company as a whole, but it does not provide forward-looking information at the individual market level because it could lead to incorrect or inappropriate assumptions or conclusions by its current and potential investors regarding the business as a whole. Given the extremely sensitive nature of the information contained in the requested pro forma, Frontier cannot file this information as part of its application.

**5. Any other information that applicant determines would be useful in evaluating its financial qualifications.**

Please see response to Section I (1) above.



**J. A statement of ownership detailing the corporate organization of the applicant, if any, including the names and addresses of officers and directors and the number of shares held by each officer or director, and intercompany relationship, including the parent, subsidiary or affiliated company.**

Frontier Communications of Minnesota, Inc. operates as a subsidiary of Frontier Communications Corporation. Frontier Communications Corporation's Board of Directors believes that the purpose of corporate governance is to ensure that Frontier maximize stockholder value in a manner consistent with legal requirements and the highest standards of integrity. The Board has adopted and adheres to corporate governance practices which the Board and senior management believe promote this purpose, are sound and represent best practices. We continually review these governance practices, Delaware law (the state in which we are incorporated), the rules and listing standards of the NASDAQ Exchange and SEC regulations, as well as best practices suggested by recognized governance authorities.

Frontier's Board of Directors' Code of Business Conduct and Ethics reflects Frontier's commitment to maintain a culture of integrity, honesty and accountability when dealing with our business partners, our customers, our stockholders and each other. It is intended to help us focus on areas of ethical risk, recognize and deal with ethical issues, and to provide us with the resources and procedures. The code applies to all of Frontier's directors, officers and employees, including those at Frontier's subsidiaries and affiliates.

Directors:

Pamela D. Reeve, Chairman

Leroy T. Barnes Jr., Director

Peter C.B. Bynoe, Director

Diana S. Ferguson, Director

Edward Fraioli, Director

Daniel J. McCarthy, Director

Virginia P. Ruesterholz, Director

Howard L. Schrott, Director

Larraine D. Segil, Director

Mark Shapiro, Director

Myron A. Wick, III, Director

Officers:

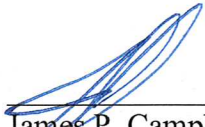
Chief Executive Officer and President	Daniel McCarthy
Executive Vice President, External Affairs	Kathleen Quinn Abernathy
Executive Vice President and Chief Financial Officer	John M. Jureller
Executive Vice President, and Chief Custom Office	Cecilia K McKenney
Executive Vice President, Field Operations	John Lass
Executive Vice President and Chief Technology Officer	Steve Gable
Senior Vice President, General Counsel, Secretary	Mark D. Nielsen
Executive Vice President and Chief People Officer	Kathleen Weslock

Contact information for the members of Frontier's Board of Directors and Management, as well as their profiles, may be found at <http://investor.frontier.com/directors.cf> and Frontier's Management's profiles found at <http://investor.frontier.com/management.cfm>.

For information concerning the number of shares held by each officer or director of Frontier, please see Frontier Communications Corporation's most recent Form 10-K (along with all other SEC filings) found at: <http://investor.frontier.com/sec.cfm>.

**K. A notation and explanation of omissions or other variations with respect to the requirements of the proposal.**

None at this time.

  
James P. Campbell, Attorney-in-fact for Frontier  
Campbell Killin Brittan and Ray, LLC  
270 Saint Paul Street Suite 200  
Denver, CO 80206

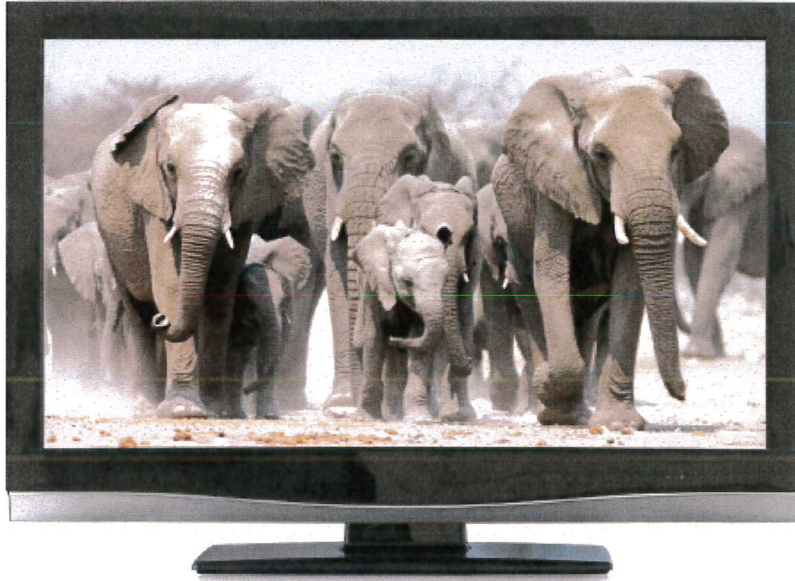
Subscribed and sworn to before me  
this 27<sup>th</sup> day of August.

  
\_\_\_\_\_  
Notary public

Anna Pfalmer  
Notary Public  
State of Colorado  
Notary ID 20084028323  
My Commission Expires August 14, 2020

# Exhibit A





## Vantage™TV

DURHAM, NC

### CHANNEL DIRECTORY

By channel name and package

**Frontier**  
COMMUNICATIONS

## FEATURES OF YOUR VANTAGE TV REMOTE CONTROL



## UPGRADE TO THIS WINNING COMBO

**Get the ultimate in entertainment freedom!** Our exclusive Wireless Receiver lets you enjoy TV virtually anywhere in your home. Design your room to suit your style—you're no longer tied to your TV outlet! And our Point Anywhere Remote Control doesn't require lineal-sight, so it works however you aim it—even through cabinets and walls. **Add them both for amazing flexibility and convenience.**

Go to **Frontier.com** to order.

The Point Anywhere Remote Control is intended and sold for use only with VantageTV receivers. May not be compatible with all entertainment systems or capable of accepting every programming code for other devices. Limited one-year replacement-only warranty. See enclosed User Guide for further information. Go to Frontier.com for details. Technical restrictions apply; may not be available to all customers.  
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## DURHAM, NC CHANNEL DIRECTORY

### Guide Channels

Adult Only On Demand	956
DVR App	9999
Frontier Account Manager App	9910
Vantage TV On Demand	1

### Basic

EVINE Live	19
HSN	6
QVC	12
WARZ_LP	34
WFLA (CW)	22
WNCN (NBC)	17
WRAL (CBS)	5
WRAY (IND)	30
WRAX (FOX)	13
WRFX (ION)	47
WTNC (UniMas)	26
WTVB (ABC)	11
WUNC (PBS)	4
WUVC (Univision)	40

### Prime

A&E	132
AMC	119
American Heroes (aka Military Channel)	259
Animal Planet	252
As Seen On TV	37
AWE (aka Wealth TV)	147
BBC America	122
BET	155
BET Gospel	516
BET Jams	508
BET Soul	522
Boomerang	327
Bravo	181
BTN	650
BUY TV	228
BuyIt	196
BuyIt2	247
BYU	567
C-SPAN	230
C-SPAN2	231
C-SPAN3	232
Cartoon Network	325
Centric	515
Chiller	153
clio	161
CMT	525
CMT Music	527
CNBC	216
CNN	202
Comedy Central	140
Cooking Channel	456
Crime & Investigation Network	163
Daystar	563
Discovery Channel	120
Discovery Family (aka The Hub)	335
Disney Channel	302
Disney Jr.	306
Disney XD	304
DIY Network	454
E! Entertainment Television	134
ESPN	602
ESPN Classic	603
ESPN2	606
ESPNNews	604
ESPNU	605
Esquire Network	380
EWTN	562
EWTN Espanol	3077
FamilyNet	566
FM	182
Food Network	452
Fox Business Network	211

Fox News Channel	210
Fox Sports 1	651
Fox Sports 2	652
Freeform	178
Frontier Shopping 1	84
Frontier Shopping 4	429
FS Carolinas (FS South)	745
FS Southeast (SportsSouth)	729
fuse	535
Fusion	206
FX	129
FX Movie Channel	792
FOX	128
FYI (aka BLO)	272
GAC	529
Galavision	3003
Golf Channel	641
GSN	173
H2	257
Hallmark Channel	117
Hallmark Movies & Mysteries	123
HGTV	450
History	256
HLN	203
HSN	424
HSN2	425
IFC	797
INSP	564
Investigation Discovery	260
Jewelry Television	197
Justice Central	166
Lifetime Television	360
LMN	362
LOGO	183
MC 70s	5129
MC 80s	5128
MC 90s	5127
MC Adult Alternative	5116
MC Alternative	5115
MC Blues	5146
MC Classic Country	5134
MC Classic Rock	5118
MC Classical Masterpieces	5110
MC Contemporary Christian	5125
MC Country Hits	5133
MC Dance/EDM	5103
MC Easy Listening	5148
MC Gospel	5111
MC Hip-Hop and R&B	5105
MC Hip-Hop Classics	5107
MC Hit List	5101
MC Indie	5104
MC Jazz	5145
MC Kidz Only!	5124
MC Light Classical	5150
MC Max	5102
MC Metal	5114
MC Mexicana	5138
MC Musica Urbana	5137
MC Party Favorites	5122
MC Pop & Country	5131
MC Pop Hits	5121
MC Pop Latino	5136
MC R&B Classics	5109
MC R&B Soul	5110
MC Rap	5106
MC Reggae	5112
MC Rock	5113
MC Rock Hits	5117
MC Singers & Swing	5147
MC Smooth Jazz	5144
MC Soft Rock	5119
MC Solid Gold Oldies	5130
MC Sounds of the Season	5141
MC Soundscapes	5143
MC Teen Beats	5123
MC Throwback Jamz	5108
MC Today's Country	5132
MC Toddler Tunes	5125
MC Tropicales	5139
MC Y2K	5126
MGM	116
MSNBC	215

MTV	502
MTV Hits	509
MTV Live	505
MTV Tr3s	3142
MTV2	504
mtvU	510
Music Choice Play	5100
Net Geo Wild	266
National Geographic Channel	265
NBC Sports Network	640
NBC Universo (aka mun2)	3009
Nick Jr.	320
Nick Toons	318
Nick2	316
Nickelodeon	314
One America News Network	208
OWN	170
Oxygen	368
QVC	420
QVC+	421
RLTV	175
Science	258
Smile of a Child TV	340
SonLife Broadcasting Network	580
Spike TV	145
Sprout	337
Sundance TV	798
Syfy	151
TBN	560
TBS	112
TCM	790
TeenNick	322
The Church Channel	565
The Time Life Channel	229
The Word Network	575
TLC	250
TNT	108
Travel Channel	254
truTV	164
TV Land	138
TV One	157
tvMall	367
Universal	105
UpLift TV	571
USA Network	124
Vellu TV	82
Velocity	104
VH1	518
VH1 Classic	520
WE	372
WGN America	180

### Extreme

AXS TV	102
Baby First TV	310
BBC World News	207
CBS Sports Network	643
CCTV News (aka CCTV-9)	3602
CNBC World	217
CNN (CNN International)	205
Destination America	465
El Rey	466
ESPN College Extra	614
ESPN College Extra	615
ESPN College Extra	616
ESPN College Extra	617
ESPN College Extra	618
ESPN College Extra	619
ESPN College Extra	620
ESPN College Extra	621
FOX Deportes	3114
FUNimation (Rebranded to Toky)	484
Life (aka Discovery Fit & Health)	468
Lifetime Real Women	364
Military History	276
MLB Network	634
NASA TV	264
NBA TV	632
NFL Network	630
NHK World	221
Ovation	385

Pivot	492
RealzChannel	799
SEC Network	607
Smithsonian Channel	118
Univision Deportes	658

### Ultimate

5StarMAX	840
ActionMAX	836
Baby TV	330
Cinemax	832
Encore	932
Encore Action	938
Encore Black	942
Encore Classic	934
Encore Espanol	943
Encore Family	944
Encore Suspense	936
Encore Westerns	940
EPIX	891
EPIX 2	893
EPIX Drive-In	896
EPIX Hits	894
ESPN Deportes	3113
ESPN Goal Line/Buzzer Beater/ Bases Loaded	613
FLIX	890
Fox College Sports - Atlantic	647
Fox College Sports - Central	648
Fox College Sports - Pacific	649
FS Arizona	762
FS Detroit	737
FS Florida	720
FS Midwest	748
FS Prime Ticket	774
FS San Diego	776
FS Southwest	753
FS West	772
FS Wisconsin	744
Havoc TV	490
HBO	802
HBO Comedy	810
HBO Family	806
HBO Latino	814
HBO Signature	808
HBO Zone	812
HBO2	804
HDNet Movies	103
IndiePlex	914
MAX Latino	866
MoreMAX	834
MovieMAX	842
MoviePlax	909
New England Sports Network	711
Outdoor Channel	680
OuterMAX	844
RetroPlex	916
SHORTS	789
Showtime	852
Showtime Beyond	860
Showtime Extreme	858
Showtime Family Zone	862
Showtime Next	864
Showtime Showcase	856
Showtime Too	854
Showtime Women	866
Sports Time Ohio	735
Sportsman Channel	642
Starz	902
Starz Cinema	908
Starz Comedy	910
Starz Edge	904
Starz in Black	906
Starz Kids & Family	912
Sun Sports	722
ThrillerMAX	838
TMC	882
TMC Xtra	884
TVG2	672
World Fishing Network	679
YES Network	705



### Sports Tier

MLB Strike Zone	635
NFL RedZone	629
PAC 12 Bay Area	760
PAC 12 Los Angeles	761
PAC 12 Network	759

### Subscription

NBA League Pass 1/MLS Direct Kick	681
NBA League Pass 2/MLS Direct Kick	682
NBA League Pass 3/MLS Direct Kick	683
NBA League Pass 4/MLS Direct Kick	684
NBA League Pass 5/MLS Direct Kick	685
NBA League Pass 6/MLS Direct Kick	686
NBA League Pass 7/MLS Direct Kick	687
NBA League Pass 8/MLS Direct Kick	688
NBA League Pass 9/MLS Direct Kick	689

### Hispanic Tiers

Azteca America	3019
Azteca Corazon	3020
Bandamax Estados Unidos	3146
Boomerang en Espanol	3053
Canal SUR	3111
Centroamerica TV	3044
Cine Estelar	3124
Cine Latino	3126
Cine Mexicano	3134
Cine Nostalgia	3125
CNN en Espanol	3110
De Pelicula	3128
De Pelicula Clasico	3129
Discovery en Espanol	3102
Discovery Familia	3103
Disney XD en Espanol	3052
ForoTV	3108
Fox Life (aka Utilisima)	3049
GolTV (Spanish)	656
History en Espanol	3104
HITN	3055
MEGA TV	3008
Maxicanal	3021
Multimedios	3065
Nat Geo Mundo	3101
Nuestra Tela	3026
Pasiones	3018
Ritmoson Latino EUA	3149
TBN Enlace USA	3078
Tela N (aka Latele Novela)	3017
Telafe Internacional	3035
Telehit	3143
Television Dominicana	3047
Television Espanola	3029
tlNovelos	3016
TV Chile	3032
V-me Kids	3058
Viendo Movies	3132
WAPA America	3013

### International

Arabic Radio & Television (ART)	3732
CCTV-4	3603
Channel One Russia	3882
CTI-Zhong Tian	3604
ET-Global	3632
ET-News	3631
GMA Pinoy	3683
MBC America	3643
Phoenix North America Chinese Channel (Chinese-Mandarin)	3606
Rai Italia	3802
Saigon Broadcasting Television Network (SBTN)	3662
SET Asia	3704
The Filipino Channel	3682
TV Asia	3703
TV Japan	3680
TV Polonia	3862
TV5MONDE	3832
Zee TV	3702

### PPV

HD PPV Events	106
TVN Event TV	107

### A La Carte

Fox Soccer Plus	653
Playboy TV	952
Playboy TV en Espanol	954

Get answers 24/7 at **Frontier.com/helpcenter** or call **1.800.921.8101**.

\*Channel and programming availability subject to change without notice. For your most current channel lineup, please visit **Frontier.com**.

Channel/content available for viewing in Multiview is based on TV package and additional programming purchased.


00537\_CLU\_Durham\_NC\_WEB\_021116

# Exhibit B



## Vantage TV

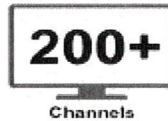
- Incredible 100% digital picture and sound
- Total-home DVR with ability to record up to six shows at once and view on any TV with a set-top box\*
- Instant channel change and super-fast navigation through our interactive program guide and Video on Demand
- See up to six different channels at once with Multi-View
- Pause, Fast Forward, Rewind live or recorded shows on up to 8 TVs in your house
- Next generation enhanced search delivers real-time results by program name, actor/actress and other keywords across Live TV, Video On Demand and DVR recordings
- Introducing Channel Peeks: maintains full-screen viewing while "peeking" into other programming
  - Recent & DVR Peek allows you to preview and tune to any of the last five channels or DVR recordings

Call 1.888.481.0526 or  Chat Live



## Taking innovation to the next level

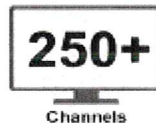
The new visual guide offers the option of full screen, Picture-in-Picture enabled view of what is airing now (On Now), earlier (Just Missed) or is coming up (On Next) with one-touch buttons to record. Channel Peeks maintain full screen viewing while "peeking" into other options including: Recent Peek enables a customer to preview and tune to any of the last five channels viewed, DVR Peek enables a customer to preview and tune to any of the last five DVR recordings viewed, Channel and Browse Peek surfaces rich details for On Now, On Next and Just Missed Content and Options Peek enables quick access to settings or filters



### Vantage™ TV Prime

Over 200 popular digital channels including National Geographic Channel and NBC Sports, as well as great family programming.

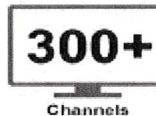
Starting at **77** / Month\* for 12 months. TV equipment charges apply.



### Vantage™ TV Extreme

Over 250 popular digital channels including HBO, Cinemax, Fox Sports, our Sports Package and more.

Starting at **92** / Month\* for 12 months. TV equipment charges apply.



### Vantage™ TV Ultimate

Over 300 channels including favorites like HBO, our Sports Package and The Movie

Channel. Starting at **124** / Month\*\* for 12 months. TV equipment charges apply.

## VantageTV

Exceptional entertainment programming at your fingertips. Crystal clear, 100% digital.

Vantage TV provides the Best in Entertainment Programming. Vantage TV delivers crystal-clear, 100% digital picture and sound, and with over 300 channels of family favorites, blockbuster movies, and sports, there's a TV package for everyone!

Our most comprehensive package, Ultimate includes 300+ popular digital channels including HBO, Cinemax, Fox Sports and more.

Wireless set-top boxes are available so you can record your favorite shows to watch later, commercial-free. Take it one step further. Your favorite shows go wherever you go? Many of your favorite networks and shows are available for streaming on mobile devices as part of your TV plan through partner apps and the Vantage TV website. View it on your laptop or computer - never miss a cliffhanger, the winning homerun or season finale! You can also watch thousands of the latest movies, hottest TV shows, and Pay Per View events On Demand! Frontier offers free installation.

Need help? Check out our useful information by visiting the [Frontier Help Center](#). We're proud to say our Technical and Customer Support teams are available 24/7 to answer any additional questions you might have.

\*The number of channels that can be streamed simultaneously is dependent upon the bandwidth to the home and how your home is provisioned.

\*\*Limited-time offer for qualified Frontier residential customers adding new Vantage TV. Service subject to availability. Monthly DVR and any additional set-top box charges for wired and wireless boxes apply. Limit four wireless set-top boxes per household, a one-time equipment fee of \$49 applies per box. TV price guaranteed for 12 months. After 12-month promotional period, then-current everyday monthly price applies and is subject to change upon 30 days notice. All TV prices, fees, charges, packages, programming, features, functionality and offers subject to change. Minimum system requirements and other terms and conditions apply. Taxes, governmental and other Frontier-imposed surcharges apply. Offer includes waiver of TV installation fees. TV activation fee applies. Frontier reserves the right to withdraw this offer at any time. Other restrictions apply. ©2016 Frontier Communications Corporation.

<https://frontier.com/VantageTV>

# Exhibit C



### Cable Franchises Held by Frontier Communications Affiliates

State	Area Covered
Indiana	State-issued franchise
Oregon	Beaverton
Oregon	Cornelius
Oregon	Durham
Oregon	Forest Grove
Oregon	Hillsboro
Oregon	King City
Oregon	Lake Oswego
Oregon	Rivergrove
Oregon	Tigard
Oregon	Tualatin
Oregon	Washington County
Oregon	Fairview
Oregon	Gresham
Oregon	Troutdale
Oregon	Wood Village
Oregon	City of Damascus
Oregon	City of Dundee
Oregon	City of Happy Valley
Oregon	City of McMinnville
Oregon	City of Newberg
Oregon	City of Sherwood
Oregon	City of Wilsonville
Oregon	Clackamas County
Oregon	Clackamas County
Oregon	Multnomah County
Washington	Bellevue
Washington	Bothell
Washington	Brier
Washington	Camas
Washington	City of Bothell
Washington	City of Edmonds
Washington	City of Everett
Washington	City of Kenmore
Washington	City of Lynnwood