

Frontier Communications Corporation

Audit Committee Charter

This Audit Committee Charter was adopted by the Board of Directors (the “Board”) of Frontier Communications Corporation (the “Company”) and amended as of December 10, 2015.

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 Audit Committee

The Audit Committee (the “Committee”) is a committee of the Board. The Committee is responsible for oversight of the Company’s independent auditors who shall report directly to the Committee. The Committee shall assist the Board in undertaking and fulfilling its responsibilities in overseeing (i) the integrity of the financial statements of the Company, (ii) the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company, (iii) the Company’s compliance with legal and regulatory requirements, (iv) the independence, qualifications and performance of the Company’s independent auditors, and (v) the qualifications and performance of the Company’s internal audit function. The Committee shall report regularly to the Board. The Committee shall prepare all reports concerning this Charter and the activities of the Committee required by regulations of the Securities and Exchange Commission (the “SEC”) or NASDAQ. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company and the authority to engage independent counsel and other advisors as it determines is necessary to carry out its duties. The Company shall provide funding required by the Audit Committee to discharge its responsibilities, including the payment of fees and expenses of the Company’s independent auditors and fees and expenses of other advisors and consultants retained pursuant to this Charter, as well as ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have the authority to retain, compensate, direct, oversee and terminate the Company’s independent auditor and any counsel, other auditors and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee.

Membership

The Committee shall consist of three or more directors, each of whom, in the judgment of the Board, meets the independence requirements of law, rules and regulations applicable to the Company, including the provisions of Section 10A of the Securities Exchange Act of 1934 (the “Exchange Act”), rules of the SEC and requirements of NASDAQ or other applicable securities exchange, each as in effect from time to time. Each member shall meet the financial literacy requirements of NASDAQ, as determined by the Board. At least one member of the Committee shall, in the judgment of the Board, have such accounting or financial experience as to qualify as an “audit committee financial expert,” as defined in the rules of the SEC.

The Board shall determine whether the service by a Committee member on the audit committees of more than two public companies in addition to the Company during the period of service on the Committee impairs his or her ability to fulfill the duties as a member of the Committee.

Powers and Responsibilities

The powers and responsibilities of the Committee are set forth below as a guide to fulfilling the Committee’s purposes, 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 purposes or assigned by the Board from time to time. These are in addition to powers and responsibilities that the members of the Committee may have as directors of the Company or as members of other committees of the Board. The Company's management is responsible for preparing the Company's financial statements and the independent auditors are responsible for auditing those statements. The Committee recognizes that Company management, including the internal audit staff, and the independent auditors have more time, knowledge and detailed information about the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditor's work.

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 Committee shall

1. Appoint, subject to non-binding stockholder ratification (and, if appropriate dismiss), evaluate, compensate and oversee (taking into account the opinions of management and the Company's internal auditor, where appropriate) the work of the independent auditor, who shall report directly to the Committee.
2. Meet with the independent auditors prior to the audit to review the scope, planning and staffing of the audit and approve in advance any audit and permitted non-audit services (including the estimated fees and terms thereof) to be provided by the independent auditor, and such other matters pertaining to such audit as the Committee may deem appropriate (with pre-approvals disclosed as required in the Company's periodic public filings).
3. Review a report by the independent auditors at least annually, describing: (i) the independent auditor's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors or the review of the independent auditors by the Public Company Accounting Oversight Board, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditors and the Company which may relate to the auditors' independence.
4. On an annual basis: (i) consider the independence of the independent auditors, including whether the provision by the independent auditor of permissible non-auditing services is compatible with independence; (ii) review a formal written statement from the independent auditor delineating all relationships between the independent auditor and the Company, consistent with Public Company Accounting Oversight Board Rule 3526 (as modified or supplemented), engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact its objectivity and independence and take, or recommend that the Board take, appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence; (iii) participate in the selection of, evaluate, and assure the regular rotation of, the lead audit partner as required by law, and consider whether, in the interest of assuring continuing independence of the independent auditor, the Company should regularly rotate its independent auditor.
5. Set clear hiring policies for employees or former employees of the independent auditors, review on a periodic basis and revise as necessary.
6. Review with management, the internal auditors and the independent auditors: (i) any significant findings during the year, including the status of previous audit recommendations; (ii) problems or difficulties encountered in the course of the audit work, including restrictions on the scope of activities or access to required information and disagreements with management; (iii) any changes required in the scope of the audit plan; (iv) the audit budget and staffing; (v) the coordination of

- audit efforts in order to monitor completeness of coverage, reduction of redundant efforts, and the effectiveness of audit resources; (vi) accounting adjustments that were noted or proposed by the independent auditors and that were “posted” or “passed” (as immaterial or otherwise); and (vii) any management letter proposed to be issued, by the independent auditors.
7. Oversee the resolution of disagreements between management and the independent auditors regarding financial reporting.
 8. Meet to review and discuss with management, the independent auditors and the internal auditors the quality and adequacy of the Company’s financial reporting processes, internal controls and disclosure controls and procedures, including whether there are any significant deficiencies in the design or operation of such processes, controls and procedures, material weaknesses in such processes, controls and procedures, any corrective actions taken with regard to such deficiencies and weaknesses and any fraud involving management or other employees with a significant role in such processes, controls and procedures.
 9. Review the Company’s financial statements, including: (i) prior to public release, reviewing with management and the independent auditor the Company’s annual and quarterly financial statements to be filed with the SEC, including (a) the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” (b) any certifications regarding the financial statements or the Company’s internal accounting and financial controls and procedures and disclosure controls and procedures filed with the SEC by the Company’s senior executive and financial officers and (c) the matters required to be discussed with the independent auditor by the applicable Statement of Auditing Standards (or successor provisions); (ii) with respect to the independent auditor’s annual report and certification, before release of the annual audited financial statements, meeting separately with the independent auditor without any management member present and discussing the adequacy of the Company’s system of internal accounting and financial controls and the appropriateness of the accounting principles used in and the judgments made in the preparation of the Company’s audited financial statements and the quality of the Company’s financial reports; (iii) meeting separately, periodically, with management, with internal auditors (or other personnel responsible for the internal audit function) and with the independent auditor; and (iv) making a recommendation to the Board regarding the inclusion of the audited annual financial statements in the Company’s Annual Report on Form 10-K to be filed with the SEC.
 10. Review with management and the independent auditor any material financial or non-financial arrangements that do not appear on the Company’s financial statements that are brought to the attention of the Committee.
 11. Prepare a report to be included in the Company’s annual proxy statement stating whether or not the Committee: (i) has reviewed the audited financial statements with management; (ii) has discussed with the independent auditor the matters required to be discussed by the applicable Statement of Auditing Standards (or successor provisions); (iii) has received the written disclosure and letter from the independent auditor (delineating all relationships it has with the Company) and has discussed with the independent auditor its independence; and (iv) based on the review and discussions referred to above, the members of the Committee recommended to the Board that the audited financials be included in the Company’s Annual Report on Form 10-K for filing with the SEC.
 12. Review analyses prepared by management or the independent auditor of significant accounting and financial reporting issues and judgments made in connection with the preparation of the Company’s financial statements, including: (i) analyses of all critical accounting policies and practices used; (ii) off-balance sheet financial structures; (iii) the effects of GAAP methods on the Company’s financial statements, and of non-GAAP financial information, including the use of “pro forma” or “adjusted” financial data included in financial reporting; and (iv) major issues

- regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles.
13. Review matters that have come to the attention of the Committee through reports to the Committee from management, legal counsel, and others, that relate to the status of compliance or disclosure with laws, regulations, internal policies and controls, and that may be expected to be material to the Company's financial statements.
 14. Review with management and the independent auditor the potential effect of regulatory and accounting initiatives on the Company's financial statements.
 15. Review with management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies.
 16. Review with management the Company's earnings press releases, as well as financial information and any guidance provided to analysts and ratings agencies, including the use of "pro forma" or "adjusted" financial data. Such review may be done generally (consisting of reviewing the types of information to be disclosed and the types of presentations to be made) and need not be in advance of each earnings release or each instance in which the Company provides any guidance.
 17. Discuss with the Company's General Counsel legal matters that may have a material impact on the Company's financial statements or compliance policies.
 18. Review and discuss with management, the senior internal auditor, and the independent auditor: (i) the guidelines for the internal controls over financial reporting; (ii) reportable conditions that are identified in the implementation of the internal controls; (iii) the occurrence of fraud (whether material or not) that involves management or other employees of the Company who have a significant role in internal control over financial reporting; (iv) significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data; and (v) any significant audit steps adopted in light of such control deficiencies.
 19. Review the appointment and replacement of the Chief Financial Officer, the Chief Accounting Officer (or such other officer acting as the principal accounting officer), the Compliance Committee Chair, and the senior internal auditor.
 20. Review and discuss with management, the internal auditor and the independent auditor (i) the guidelines and policies to govern the process by which the Chief Executive Officer and senior management assess and manage the Company's exposure to risk, including the Company's Enterprise Risk Management process and (ii) the Company's major financial, operational and reputational risk exposures and the steps management has taken to monitor and control such exposures and advise the Board with respect to such exposures.
 21. Review reports from management, the Company's senior internal auditor, and the independent auditor regarding the Company's compliance with applicable legal requirements and the Company's Code of Ethics. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Ethics.
 22. Approve procedures for the treatment of complaints received by the Company regarding accounting, internal controls over financial reporting or auditing matters. Establish procedures for (i) the receipt, retention and treatment of complaints from employees on accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submissions by Company employees of comments regarding questionable accounting or auditing matters.

23. Review management expense accounts and perquisites, including management's use of corporate assets, and consider the results of the review of these areas, including compliance with policies and procedures, with the senior internal auditor or the General Counsel.
24. Review with the senior internal auditor, at least quarterly, plans, activities, staffing and organizational structure to ensure effectiveness and independence of the function.
25. Review and approve the annual internal auditing budget and assess the appropriateness of resources allocated to internal auditing.
26. Approve, through the Chairman of the Committee, the performance evaluation and compensation decisions related to the senior internal auditor.
27. Conduct an annual performance evaluation of the Committee.
28. Review this Charter annually in light of the operations and responsibilities of the Committee and recommend to the Board amendments as the Committee deems appropriate.
29. Undertake such additional activities within the scope of its functions as the Committee may from time to time determine or as may otherwise be required by law, the Company's Bylaws, Certificate of Incorporation or the Board.
30. Report regularly to the Board on (i) any issues that arise with respect to the quality or integrity of the Company's financial statements, the accounting and financial reporting processes and audits of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, or the performance of the internal audit function and (ii) on any other matters the Committee deems appropriate or the Board requests.
31. Maintain written minutes of Committee meetings and other records of activities to be duly filed in the Company records, and make reports of meetings of the Committee to the Board at its next regularly scheduled meeting.

Meetings

The Committee shall meet as often as it determines is necessary to fulfill its responsibilities, but not less frequently than quarterly. Meetings may be called by the Chairman of the Committee or a majority of the members of the Committee. The Committee shall meet periodically alone and in separate executive sessions with management, the senior internal auditor and the independent auditors.

Amendment

This Charter may be amended only by the affirmative vote of the Board.