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CITIZENS COMMUNICATIONS CO

Form 8-K

August 09, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): August 9, 2002

CITIZENS COMMUNICATIONS COMPANY
(Exact name of registrant as specified in its charter)

| | | |
|---|--|---|
| Delaware (State or other jurisdiction of incorporation) | 001-11001 (Commission File Number) | 06-0619596 (I.R.S. Employer Identification No.) |
|---|--|---|

3 High Ridge Park
Stamford, Connecticut 06905
(Address of Principal Executive Offices)

(203) 614-5600
(Registrant's Telephone Number, Including Area Code)

No Change Since Last Report

(Former name or former address, if changed since last report)

ITEM 9. Regulation FD Disclosure

On August 9, 2002, in accordance with Order No. 4-460 and pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934, sworn statements were filed with the Securities and Exchange Commission by the principal executive officer and the principal financial officer of Citizens Communications Company. Copies of each sworn statement are furnished as Exhibits 99.1 and 99.2 to this report.

On August 8, 2002, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the Quarterly Report on Form 10-Q filed by Citizens Communications Company for the Quarter ended June 30, 2002 was accompanied by certifications of the Principal Executive Officer and Principal Financial Officer with the Securities and Exchange Commission. Copies of each certification are furnished as Exhibits 99.3 and 99.4 to this report.

SIGNATURE

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CITIZENS COMMUNICATIONS COMPANY
(Registrant)

By: /s/ Robert J. Larson

Robert J. Larson
Vice President and Chief Accounting Officer

Date: August 9, 2002

INDEX TO EXHIBITS

| Exhibit No. ----- | Description ----- |
|----------------------|--|
| 99.1 | Statement Under Oath of Principal Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings |
| 99.2 | Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings |
| 99.3 | Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 99.4 | Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

Exhibit 99.1

Statement Under Oath of Principal Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings

I, Leonard Tow, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Citizens Communications Company, and, except as corrected or supplemented in a subsequent covered report:
 - * No covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - * No covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a

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report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with Citizens Communications Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

* Annual Report on Form 10-K filed with the Commission on March 12, 2002 of Citizens Communications Company.

* All reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Citizens Communications Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and

* Any amendments to any of the foregoing.

/s/ Leonard Tow
Leonard Tow
Chief Executive Officer and
Chairman of the Board of Directors
(Principal Executive Officer)

Subscribed and sworn to
before me this 7th day of
August, 2002.

August 7, 2002

/s/ Lisa M. Lombardo

Notary Public

My Commission Expires:
10/31/06

Exhibit 99.2

Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings

I, Jerry Elliott, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Citizens Communications Company, and, except as corrected or supplemented in a subsequent covered report:

* No covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and

* No covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with Citizens Communications Company's audit committee.

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(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- * Annual Report on Form 10-K filed with the Commission on March 12, 2002 of Citizens Communications Company.
- * All reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Citizens Communications Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- * Any amendments to any of the foregoing.

/s/ Jerry Elliott
Jerry Elliott
Chief Financial Officer
(Principal Financial Officer)

Subscribed and sworn to
before me this 7th day of
August, 2002.

August 7, 2002

/s/ Lisa M. Lombardo

Notary Public

My Commission Expires:
10/31/06

Exhibit 99.3

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350.
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Citizens Communications Company (the "Company") on Form 10-Q for the period ending June 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Leonard Tow, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Leonard Tow

Leonard Tow
Chief Executive Officer

August 7, 2002

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This certification is made solely for purpose of 18 U.S.C. Section 1350, subject to the knowledge standard contained therein, and not for any other purpose.

Exhibit 99.4

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350.
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Citizens Communications Company (the "Company") on Form 10-Q for the period ending June 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jerry Elliott, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Jerry Elliott

Jerry Elliott
Chief Financial Officer

August 7, 2002

This certification is made solely for purpose of 18 U.S.C. Section 1350, subject to the knowledge standard contained therein, and not for any other purpose.