

FRONTIER COMMUNICATIONS CORP

Form 11-K

June 15, 2018

United States Securities and Exchange Commission

Washington, D.C. 20549

Form 11-K

(Mark One)

Annual Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2017

or

Transition Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-11001

Frontier Communications 401(k) Savings Plan

(Full title of the Plan)

Frontier Communications Corporation

401 Merritt 7

Norwalk, CT 06851

(Name of issuer of the securities held

pursuant to the Plan and the address

of its principal executive offices)

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FRONTIER COMMUNICATIONS 401(k) savings plan

Financial Statements and Supplemental Schedule

December 31, 2017 and 2016

(With Report of Independent Registered Public Accounting Firm)

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FRONTIER COMMUNICATIONS 401(k) SAVINGS PLAN

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\* Schedules required by Section 2520.103-10 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



Report of Independent Registered Public Accounting Firm

To the Participants and Plan Administrator  
of the Frontier Communications 401(k) Savings Plan

Opinion on the Financial Statements

We have audited the accompanying statements of net assets available for benefits of the Frontier Communications 401(k) Savings Plan (the Plan) as of December 31, 2017 and 2016, the related statement of changes in net assets available for benefits for the year ended December 31, 2017, and the related notes to the financial statements (collectively, the financial statements). In our opinion, the financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2017 and 2016, and the changes in net assets available for benefits for the year ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on the Plan's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Plan in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Report on Supplemental Information

The supplemental information in the accompanying schedule of assets (held at end of year) as of December 31, 2017, has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental information is presented for the purpose of additional analysis and is not a required part of the financial statements but includes supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information in the accompanying schedule, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information in the accompanying schedule is fairly stated in all material respects in relation to the financial statements as a whole.

/s/ Inero & Co. CPAs, LLP

Certified Public Accountants

We have served as the Plan's auditor since the year ended December 31, 2004.

Inero & Co. CPAs, LLP

Certified Public Accountants

Rochester, New York

June 15, 2018

FRONTIER COMMUNICATIONS 401(k) SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2017 and 2016

	2017	2016
<b>ASSETS</b>		
Interest in Frontier Communications 401(k) Plans Master Trust, at fair value	\$ 2,691,552,335	\$ 2,560,166,374
Receivables:		
Notes receivable from participants	110,418,184	115,948,412
Participant contributions	-	4,295,947
Employer contributions	232,765	2,268,367
Total receivables	110,650,949	122,512,726
<b>LIABILITIES</b>		
Contributions Payable	472,385	-
Net assets available for benefits	\$ 2,801,730,899	\$ 2,682,679,100

See accompanying notes to financial statements.



## FRONTIER COMMUNICATIONS 401(k) SAVINGS PLAN

## Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2017

	2017
Additions to net assets attributed to:	
Investment income from Plan's interest in Frontier Communications 401(k) Plans Master Trust	\$ 320,671,496
Interest on notes receivable from participants	4,795,551
Contributions:	
Participants	114,845,465
Employer	43,319,567
Rollovers	7,697,039
Total contributions	165,862,071
Total additions	491,329,118
Deductions from net assets attributed to:	
Benefits paid to participants	(366,158,523)
Administrative and other expenses	(1,477,921)
Total deductions	(367,636,444)
Net increase in net assets available for benefits	123,692,674
Transfer out to Other Plans (see Note 1)	(4,640,875)
Net assets available for benefits:	
Beginning of year	2,682,679,100
End of year	\$ 2,801,730,899

See accompanying notes to financial statements.

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FRONTIER COMMUNICATIONS 401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2017 and 2016

(1) Description of the Plan

General

The following brief description of the Frontier Communications 401(k) Savings Plan (the “Plan”) provides general and limited information. Participants should refer to the Plan document for a more comprehensive description of the Plan’s provisions. Copies of the Plan document are available from the Plan sponsor.

(a) Background

The Plan is a defined contribution plan sponsored and managed by Frontier Communications Corporation (“Frontier” or the “Company” or the “Plan Administrator”). Under the terms of the Plan, employees are eligible to participate in the Plan immediately following the employee’s completion of 30 days of service (the “entry date”), provided that the employee is employed by a participating employer in an eligible class of employees. Leased employees, individuals not on the employer’s payroll, per diem and casual workers, temporary employees, and scholarship students are ineligible to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

In June 2015, Frontier acquired the defined assets and liabilities of a network services company. Under the terms of the agreements, former employees who were transferred to Frontier and covered by a former plan were transferred into the Plan.

On April 1, 2016, Frontier acquired certain properties from Verizon Communications Inc. (“Verizon”) in California, Texas, and Florida (the “CTF Acquisition”) pursuant to the February 5, 2015 Securities Purchase Agreement, as amended.

Additionally, under the terms of the agreements between Verizon and Frontier, Frontier established the Frontier Communications Corporate Services Inc. Savings and Security Plan for West Region (“The West Plan”) for former Verizon employees who were transferred to Frontier that provides benefits that are identical in all material respects to the benefits received by them under the Verizon Savings and Security Plan for West Region Hourly Employees. Effective December 30, 2016, the West Plan was merged into the Plan and assets were transferred from the West Plan into the Plan on December 31, 2016.

Effective January 25, 2017, members of Communications Workers of America, (“CWA” or “Union”) St. Marys local 2001 and Bluefield local 2276 in West Virginia were transferred out of the Plan. Assets totaling \$4,640,875 were transferred out of the Plan to Frontier Communications Corporate Services Inc. Savings and Security Plan for Mid-Atlantic Associates.

(b) Contributions

Eligible employees may contribute, in 1% increments, up to 75% of their annual eligible compensation in elective pre-tax deferrals through payroll deductions, subject to certain maximum contribution restrictions. The maximum contribution allowed for deferral for U.S. federal income tax purposes in 2017 was \$18,000.

In addition, eligible Company union employees covered by collective bargaining agreements may also elect to make after-tax contributions, in 1% increments of their annual eligible compensation, through

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Notes to Financial Statements

December 31, 2017 and 2016

payroll deductions up to 50% of the participant's eligible compensation reduced by the percentage of eligible compensation deferred through elective pre-tax deferrals.

The Plan allows for the election of Roth 401(k) contributions and regular after-tax contributions for non-union employees. No matching contributions are made with respect to regular after-tax contributions. Except for certain union employee Plan participants whom are eligible to receive matching contributions with respect to their Roth 401(k) and after tax contribution.

All employees eligible to make contributions under the Plan and who have attained or will attain age 50 before the close of the Plan year shall be eligible to make catch-up contributions in accordance with, and subject to the limitations of, Section 414(v) of the Internal Revenue Code ("IRC"). The maximum allowable catch-up contribution for 2017 was \$6,000. No matching contributions are made with respect to a participant's catch-up contributions.

On January 1, 2017, Frontier changed the employer contribution match for the 2017 Plan year to 50% of each non-bargaining participant's contribution up to 6% of each participant's eligible compensation. For the fiscal year ended December 31, 2016, Frontier matched 50% of each non-bargaining participant's contribution up to 8% of each participant's eligible compensation. Frontier contributions for participants covered by collective bargaining agreements are determined based on the terms of those agreements. Frontier contributions for non-union and union participants are allocated to Plan investments following the same method of allocation as that for participant-directed investments.

For certain union employees covered by collective bargaining agreements, Frontier may contribute Employer Fixed Contributions, Employer Matching Contributions, Discretionary Contributions and Special Transition-Year Contributions (each as defined by the Plan). Participants should refer to their respective bargaining agreements for all employer contribution requirements.

At December 31, 2017, the Plan has recorded a liability of \$472,385, for amounts refundable by the Plan to participants for contributions made in excess of amounts allowed under the IRC.

(c) Participant Accounts

Each participant's account is credited with the participant's contributions and an allocation of (a) Frontier's contribution and (b) investment earnings or losses, and charged with withdrawals and an allocation of administrative expenses. Allocations are based on each participant's investment election(s). The benefit to which a participant is entitled is the amount that can be provided from the participant's vested account.

## FRONTIER COMMUNICATIONS 401(k) SAVINGS PLAN

## Notes to Financial Statements

December 31, 2017 and 2016

## (d) Vesting

Participants are vested immediately in their individual contributions plus the allocated earnings thereon. Participants become 100% vested in Frontier contributions and the related earnings on Frontier contributions upon disability, death or attainment of normal retirement age while an employee. Except as otherwise noted, for any other termination of employment, the vesting schedule for Frontier contributions and related earnings is as follows:

Years of Service	Vesting Percentage
Less than 2 years	0 %
2 years but less than 3 years	40 %
3 years but less than 4 years	60 %
4 years but less than 5 years	80 %
5 years or more	100 %

Employees that were previously part of the Frontier Communications Corporate Services Inc. Savings and Security Plan for West Region Hourly Employees that was merged into the Plan as of December 31, 2011 are fully vested after three years of service. Certain employees that were previously part of the former AT&T 401(k) Plans that were merged into the Plan as of December 31, 2014 are fully vested after three years of service. Certain employees that were previously part of the former Verizon 401(k) Plans that were merged into the Plan during 2016 are fully vested after 3 years of service. Certain other employees, Frontier union employees and certain other employees covered by collective bargaining agreements are immediately 100% vested in all contributions and allocated earnings thereon.

## (e) Notes Receivable from Participants

Participants in the Plan may request to borrow up to the lesser of 50% of their vested account balance or \$50,000. The interest rate paid by the participant is equal to the prime interest rate in effect at the beginning of the month in which the loan is processed plus 1%, and remains fixed at that rate for the term of the loan. The maximum loan repayment period is five years, or currently up to fifteen years for the purchase of a primary residence. Loan repayments are after tax, and are credited to each participant's account as the payments are made. A participant may repay a loan in full at any time by remitting his/her payment directly to the trustee of the Plan, Fidelity Management Trust Company (the "Trustee"). Any distribution following a participant's termination of employment is reduced by any loan balance

outstanding at the time of such distribution.

(f) Payment of Benefits

Participants may keep any portion of their account in the Plan beyond the attainment of age 70 ½. Inactive participants, after age 70 ½, must take the required minimum distribution of their balances on or before April 1st of the calendar year after they retire.

Upon termination of employment or permanent disability, a participant is entitled to receive a lump-sum distribution in cash, or stock for any balance invested in the Verizon Communications Inc. Common Stock Fund, AT&T Common Stock Fund, or the Frontier Communications Corporation Common Stock Fund, for the vested portion of his/her account. Participants may also elect to receive between 2 and 20 annual installments or monthly installments over a period equal to the life expectancy



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of the participant. If the value of the terminating participant's vested account balance does not exceed \$1,000, the participant's balance will be distributed automatically at that time.

In-service withdrawals from a participant's vested account balance are also permitted under limited circumstances such as attaining age 59 ½ or financial hardship.

(g) Forfeitures

Forfeitures of nonvested Frontier contributions are applied first to the payment of Plan administrative expenses, to the extent not previously paid by Frontier, with any excess being applied to reduce future contributions of Frontier.

Forfeited nonvested Frontier contributions of approximately \$979,000 were used to partially fund Frontier contributions for the year ended December 31, 2017. As of December 31, 2017, forfeited nonvested Frontier contributions that remained to be used by Frontier totaled approximately \$932,000.

(h) Administrative Expenses

The administrative expenses of the Plan are paid by the Plan or by Frontier. The majority of Plan administrative expenses paid by participants relate to investment management fees which are deducted from participant account balances.

(i) Dividends

Dividends attributable to the participant's interest in the Frontier Communications Corporation Common Stock Fund are reinvested in the Frontier Communications Corporation Common Stock Fund, unless the participant elects, in a manner approved by the Retirement Plan Committee of the Frontier Board of Directors, to receive dividends entirely in cash. All cash dividends are received by the Trustee, and distributed to participants in cash no later than 90 days after the close of the Plan year.

(j) Investments

The Plan's investments are in a Master Trust, which provides for the investment of assets of the Plan and another Frontier sponsored retirement plan. Each participating retirement plan has an undivided interest in the Master Trust. The assets of the Master Trust are held by the Trustee, who is responsible for the control and disbursement of the funds and portfolios of the Plan. Investment fees are charged against the earnings of the funds and portfolios.

Interest, dividends and net appreciation in the fair value of investments are allocated to the Plan on a daily basis based upon the Plan's participation in the various investment funds and portfolios that comprise the Master Trust as a percentage of the total participation in such funds and portfolios.

The Verizon Common Stock Fund and the AT&T Common Stock Fund are closed to new contributions or exchanges. However, any amounts invested in these funds will remain unless a participant changes their investment options. A participant can exchange out of investments in these funds into any of the other investment options under the Plan, except for the Frontier Common Stock Funds.

Subsequent to the end of the fiscal year ended December 31, 2017, and effective April 30, 2018, the Verizon and AT&T Stock Funds (the "Stock Funds") were removed as investment options in the Plan.

Participants that were invested in the Stock Funds had to decide whether to exchange all or a portion of their balance in the fund to another investment option or withdraw their available stock fund balance

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Notes to Financial Statements

December 31, 2017 and 2016

prior to April 30, 2018. If participants did not make an election to exchange their available Stock Funds these funds were liquidated, and the cash proceeds were invested in the Fidelity Freedom Funds based on current age of participant assuming a retirement of age 65.

A participant is restricted from investing more than 15% of current contributions in the Frontier Communications Corporation Common Stock Fund.

(k) Registered Investment Company Fees

Investments in registered investment companies (mutual funds) are subject to sales charges and annual fees for marketing and distribution costs of the funds. These fees are deducted prior to the allocation of the investment earnings activity and thus not separately identifiable as an expense of the Plan.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

(b) Use of Estimates

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, and changes therein, and disclosures of contingent assets and liabilities. Actual results may differ from these estimates.

(c) Investments

The Master Trust's investments are stated at fair value. Shares of registered investment companies and money market funds are valued at quoted market prices, which represent the net asset value of shares held by the Master Trust. The Plan's interest in collective trusts are valued at Net Asset Value ("NAV") based on information reported by the investment advisor using the audited financial statements of the collective trust at year-end. The NAV is used as a practical expedient to estimate fair value. Common stock is valued at its quoted market price as of the end of the Plan year. In addition, the Plan offers a brokerage option, BrokerageLink, whereby participants invest in publicly traded registered investment companies not offered directly by the Plan.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The net appreciation in fair value of investments in the Master Trust consists of the net realized gains and losses on the disposal of investments during 2017 and the net unrealized appreciation of the market value for the investments remaining in the Master Trust as of December 31, 2017.

(d) Payment of Benefits

Benefits to participants are recorded when paid.

(e) Notes Receivable from Participants

Notes receivable from participants are stated at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions based upon the terms of the Plan document.

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Notes to Financial Statements

December 31, 2017 and 2016

(f) Revenue Credit Account

The Plan has a revenue credit account which is a suspense account funded with excess revenue generated by the Plan. These funds may be used to pay plan expenses or allocated to each participant who has an account balance at the time of allocation.

(g) Recent Accounting Pronouncements

In February 2017, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2017-06, Plan Accounting: Defined Benefit Pension Plans (“Topic 960”) Defined Contribution Pension Plans (“Topic 962”) Health and Welfare Benefit Plans (“Topic 965”), Employee Benefit Plan Master Trust Reporting.

The amendments in this update clarify presentation requirements for a plan’s interest in a master trust and require more detailed disclosures of the plan’s interest in the master trust. The amendments in this update are effective for fiscal years beginning after December 15, 2018. Early adoption is permitted and requires retrospective presentation for all periods in which financial statements are presented. The Plan has elected not to adopt for the current plan year, and is reviewing the impact that adoption would have on its financial statements.

(3) Investment in Master Trust

The Plan’s specific interest in the Master Trust is credited or charged for contributions, transfers and benefit payments relating to its participants. Realized gains and losses and changes in net unrealized appreciation on investments, income from investments and expenses are allocated to the Plan based on the Plan’s specific interest in the net assets of the Master Trust. At December 31, 2017 and 2016, the Plan’s interest in the net assets of the Master Trust was approximately 95%.

## FRONTIER COMMUNICATIONS 401(k) SAVINGS PLAN

## Notes to Financial Statements

December 31, 2017 and 2016

The following table presents the fair values of investments for the Master Trust as of December 31, 2017 and 2016:

	2017	2016
Frontier Communications Corporation Common Stock	\$ 3,525,506	\$ 20,033,187
Verizon Communications Inc. Common Stock	261,564,299	354,735,963
AT&T Common Stock	92,161,942	122,671,845
BrokerageLink Common Stock	351,090	3,243,434
Registered Investment Companies	2,218,964,259	1,893,874,600
Collective Trusts	249,044,085	285,786,658
Money Market Funds	15,663,567	18,034,264
Investments, at fair value	2,841,274,748	2,698,379,951
Receivables	527,509	79,843
	\$ 2,841,802,257	\$ 2,698,459,794

Investment income of the Master Trust for the year ended December 31, 2017 is as follows:

Net appreciation in fair value of investments	\$ 204,619,950
Interest and dividends	134,714,645
	\$ 339,334,595



## FRONTIER COMMUNICATIONS 401(k) SAVINGS PLAN

## Notes to Financial Statements

December 31, 2017 and 2016

Fair value is defined under U.S. GAAP as the exit price associated with the sale of an asset or transfer of a liability in an orderly transaction between market participants at the measurement date. Valuation techniques used to measure fair value under U.S. GAAP must maximize the use of observable inputs and minimize the use of unobservable inputs. In addition, U.S. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value.

The input levels in the hierarchy of fair value measurements are as follows:

## Input Level Description of Input

Level 1 Observable inputs such as quoted prices in active markets for identical assets.

Level 2 Inputs other than quoted prices in active markets that are either directly or indirectly observable.

Level 3 Unobservable inputs in which little or no market data exists.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables represent the Master Trust's fair value hierarchy for its financial assets measured at fair value on a recurring basis as of December 31, 2017 and 2016:

	Master Trust Fair Value Measurements at December 31, 2017			
	Total	Level 1	Level 2	Level 3
Frontier Communications Corporation Common Stock	\$ 3,525,506	\$ 3,525,506	\$ -	\$ -
Verizon Communications Inc. Common Stock	261,564,299	261,564,299	-	-
AT&T Inc. Common Stock	92,161,942	92,161,942	-	-



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BrokerageLink Common Stock	351,090	351,090	-	-
Registered Investment Companies	2,218,964,259	2,218,964,259	-	-
Collective Trusts (a)	249,044,085	-	-	-
Money Market Funds	15,663,567	15,663,567	-	-
Total investments at fair value	\$ 2,841,274,748	\$ 2,592,230,663	\$ -	\$ -

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Notes to Financial Statements

December 31, 2017 and 2016