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FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No 1 of 1

(1) LOCKBOX #

358145

SPECIAL USE

FCC USE ONLY

FCC/MELLOW

OCT 10 2000

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Frontier Corporation

(3) TOTAL AMOUNT PAID (U.S. Dollars and
815.00

(4) STREET ADDRESS LINE NO. 1

2060 Brighton Henrietta Townline Rd.

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Rochester

(7) STATE

NY

(8) ZIP CODE

14623

(9) DAYTIME TELEPHONE NUMBER (include area code)

(716) 777-1028

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

(12) PAYER (TIN)

0160613330

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

Citizens Communications Company

(14) STREET ADDRESS LINE NO. 1

5600 Headquarters Drive

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Plano

(17) STATE

TX

(18) ZIP CODE

75024

(19) DAYTIME TELEPHONE NUMBER (include area code)

(469) 365-3317

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

(22) APPLICANT (TIN)

0060619596

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

CUT

1

(26A) FEE DUE FOR (PTC)

815.00

(27A) TOTAL FEE

815.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, William J. Sill

, certify under penalty of perjury that the foregoing and supporting information is true and correct to

the best of my knowledge, information and belief.

SIGNATURE

William J. Sill

DATE 10/10/00

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER:

XXXXXXXXXXXXXXXXXXXX

EXPIRATION

XXXX/XXXX

MASTERCARD

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

SIGNATURE _____

DATE _____

WILKINSON) BARKER) KNAUER) LLP

October 10, 2000

Federal Communications Commission
Common Carrier Network Services
P.O. Box 358145
Pittsburgh, PA 15251-5145

c/o Wholesale Lockbox Shift Supervisor
Mellon Bank, Three Mellon Bank Center
525 William Penn Way, 27th Floor, Rm. 153-2713
Pittsburgh, PA 15259-001

Re: *Application for Consent to Transfer Control of a Blanket Section 214
Authorization from Global Crossing, Ltd. to Citizens Communications
Company*

Dear Sir/Madam:

Enclosed please find for filing an original paper and five copies of an application, requesting Commission approval of the transfer of control of a blanket Section 214 authorization covering the provision of domestic interstate services by indirect, wholly-owned subsidiaries of Global Crossing Ltd., to Citizens Communications Company ("Citizens"). A related Form 159 and check for the amount of the required filing fee for this application is also enclosed.

This application is part of a series of applications requesting authority to transfer control of various licenses to Citizens. On August 28, 2000, the parties filed 28 separate related applications with the Commission on Forms 603 that are being processed by the Wireless Telecommunications Bureau and an application to transfer control of an international Section 214 authorization that is being processed by the International Bureau. In addition, parties filed on September 28, 2000, a Form 327 requesting authority to transfer control of a Cable Television Relay Service authorization that is being processed by the Cable Services Bureau. Should you have any questions concerning this application, please do not hesitate to contact the undersigned.

Sincerely,



William J. Siff
William R. Layton
Counsel to Global Crossing Ltd.

Enclosures

cc (w/encl): Johanna Mikes

COPY

2300 N STREET, NW
SUITE 700
WASHINGTON, DC 20037-1128
TEL 202.783.4141
FAX 202.783.5851
www.wbklaw.com

BEFORE THE
Federal Communications Commission
WASHINGTON, DC 20554

In Re the Application of)	
)	
GLOBAL CROSSING LTD.,)	
Transferor,)	
)	
and)	File No. WTB-_____
)	
CITIZENS COMMUNICATIONS COMPANY)	
Transferee)	
)	
For Transfer of Control Pursuant to Section 214)	
of the Communications Act of 1934, as amended)	

APPLICATION FOR TRANSFER OF CONTROL

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.01 of the Commission's Rules, 47 C.F.R. § 63.01, Global Crossing Ltd. ("Global Crossing") and Citizens Communications Company ("Citizens") (collectively, "Applicants"), hereby request Commission approval to transfer to Citizens a blanket Section 214 authorization covering the provision of domestic interstate services by indirect, wholly-owned subsidiaries of Global Crossing.¹

In support of this application, the Applicants submit the following information.

¹ A list of the indirect, wholly-owned subsidiaries of Global Crossing that are involved in the transfer and which are covered by the blanket domestic 214 authorization (collectively referred to as "Frontier") is attached as Exhibit 1. Applicants' records do not contain the relevant file number(s), and thus Applicants request that a new file number be established.

I. INTRODUCTION

The Applicants are filing this Application pursuant to Section 214 to obtain Commission consent to transfer control of Frontier, from Global Crossing to Citizens. This transfer of control is part of a transaction in which Global Crossing will sell to Citizens, Frontier's incumbent local exchange carriers ("ILECs") and various wireless radio licenses that support the ILECs operations.² A detailed narrative describing the parties, the transaction and the reasons why the proposed transaction serves the public interest, convenience and necessity is provided below.

A. The Parties

Global Crossing is a publicly traded Bermuda holding company with numerous subsidiaries, including several subsidiaries located in the United States. Global Crossing's holding company functions are performed in an office in the United States located at 360 North Crescent Drive, Beverly Hills, California 90210. Global Crossing functions as and performs activities limited to and consistent with those of a holding company, such as evaluating investment opportunities, obtaining financing for the investments, and performing other oversight activities.³

² In connection with the proposed transaction, Applicants have filed with the Commission 28 FCC Forms 603 to transfer control of wireless radio licenses that are being processed by the Wireless Telecommunications Bureau, and an international Section 214 transfer of control application for an authorization held by Frontier Communications of America, Inc., FCC File No. ITC-92-262, DA 92-1621, 7 FCC Rcd 8019 (1992), that is being processed by the International Bureau. In addition, a Form 327 has been filed requesting authority to transfer control of a Cable Television Relay Service authorization that is being processed by the Cable Services Bureau.

³ The FCC has previously approved Global Crossing's qualifications to hold the blanket Section 214 authorization at issue here in connection with the merger of Frontier Corporation with Global Crossing. *Global Crossing, Ltd.*, 14 FCC Rcd 15911 (1999).

Global Crossing, through its subsidiaries, is building and operating a global fiber optic network for data, voice, video and Internet transmissions. Global Crossing is a new entrant into the global telecommunications industry that, in less than three years, has opened the submarine cable industry by building, as a stand alone enterprise, competitive private submarine cables that offer global connectivity to international carriers and Internet service providers ("ISPs"). When completed, Global Crossing's communications network will span four continents, will address 80 percent of the world's international traffic, and will connect approximately 100 of the world's leading cities.

Global Crossing, through its subsidiaries, is also authorized to provide exchange access services throughout the United States. Specifically, Global Crossing subsidiaries offer (i) intrastate interexchange telecommunications ("IXC") services in 50 states and the District of Columbia; (ii) CLEC service in 29 states in markets covering 70 percent of the U.S. business population; (iii) and ILECs, serving 13 states that cover more than one million local access lines.

Citizens is a diversified public utility that, through its various operating divisions or subsidiaries, presently provides telecommunications, electric, gas, water, and wastewater services to approximately 2 million customers in 22 states. As part of those services, Citizens provides both regulated and competitive telecommunications services to residential, business, and wholesale customers. Through various subsidiaries, Citizens currently operates as an ILEC in 14 states and provides local and long-distance services to more than one million access lines. Citizens also owns 83% of the outstanding common stock of Electric Lightwave, Inc., a leading full-service, facilities-based, competitive local exchange carrier.

Citizens has determined that it will now focus its business on acquiring and operating telecommunications businesses in small and medium-size cities and towns that are experiencing above-average economic and population growth. To that end, in May 1999 Citizens entered into a series of definitive agreements with GTE Corporation to acquire approximately 367,000 telephone access lines. In June 1999, Citizens and U S WEST Communications, Inc., announced that they had entered into a series of definitive agreements for Citizens to purchase local-exchange telephone properties serving approximately 545,000 telephone access lines in 11 states. When all pending transactions are finally consummated, including the proposed transaction with Global Crossing, Citizens will serve more than 3 million access lines in a service territory that encompasses parts of 30 states.

B. The Transaction

Pursuant to a Stock Purchase Agreement by and between Global Crossing, its wholly owned subsidiary Global Crossing North America, Inc. and Citizens (the "Agreement"), Citizens will purchase directly or indirectly the stock of Global Crossing's companies engaged in the provision of local exchange telecommunications services ("LECs"). These companies operate in Alabama, Florida, Georgia, Illinois, Indiana, Iowa, Michigan, Minnesota, Mississippi, Ohio, New York, Pennsylvania and Wisconsin.

In all of these states except New York, the LECs' stock is wholly-owned by Frontier Subsidiary Telco Inc., an intermediate subsidiary which is currently wholly-owned by Global Crossing North America, Inc., which in turn is wholly-owned by Global Crossing. Under the Agreement, Citizens will purchase all of the stock of Frontier Subsidiary Telco Inc.

The stock of all of the LECs in New York, Frontier Telephone of Rochester, Inc., Frontier Communications of Rochester, Inc., Frontier Communications of New York, Inc., Frontier Communications of Sylvan Lake, Inc., Frontier Communications of AuSable Valley, Inc., and Frontier Communications of Seneca-Gorham, Inc. is wholly-owned by Global Crossing North America, Inc. Under the Agreement, Citizens will purchase all of the stock of these LECs. Citizens will simply replace Global Crossing North America as the owner of the above local exchange telephone companies. Frontier's subsidiaries will retain the same corporate relationships with Frontier as they have prior to the transaction.

Included in the sale as a wholly-owned subsidiary of Frontier Subsidiary Telco, Inc. is Frontier Communications of America, Inc. ("FCA"), which is or has applied to be certificated as a long distance carrier and a competitive local exchange carrier in Alabama, Florida, Georgia, Illinois, Indiana, Iowa, Michigan, Minnesota, Mississippi, Ohio, New York, Pennsylvania and Wisconsin. Applicants intend that before closing, subject to regulatory approvals, FCA will buy from Global Crossing's long distance subsidiary the base of existing long distance customers located within these states. Citizens will thus acquire the existing Global Crossing long distance business within the operating territories of the telephone companies that it is also acquiring. This long distance business will be conducted by FCA, which will remain a separate subsidiary. Applicants also intend that FCA will, subject to regulatory approvals, conduct competitive local exchange operations both before and after closing, outside of the operating territories of the telephone companies.

II. PUBLIC INTEREST CONSIDERATIONS

For the reasons set forth below, the Applicants believe that the proposed transfer of control will serve the public interest, convenience and necessity. The proposed acquisition by Citizens will cause no adverse impact upon Frontier's local exchange operations or customers. The purchase will give the Frontier ILECs a parent organization (namely Citizens) that is focused on the local exchange business and shares the Frontier ILECs' history of commitment to excellent customer service.

In addition, there will be no rate changes as a direct result of the transaction. The transaction will be transparent to the customers. It will be "business as usual" for the Frontier ILECs after the purchase. Customers will continue to be served by the same people serving them today, with the same high level of service quality.

The Frontier ILECs have been leaders in deploying an all-digital network with the latest advances in switch software. All Frontier exchanges have SS7 capability, with CLASS features such as Caller ID. The Frontier ILECs are and will remain committed to providing new, advanced services to all of its customers wherever technologically feasible and economically reasonable.

Citizens is a long time participant in the local exchange marketplace focusing largely on rural and suburban communities. In recent years Citizens has determined to both increase its size and emphasize its focus on rural and suburban communities, a market which it believes has been underserved in the current telecommunications market. The instant transaction will permit both Citizens and the Frontier ILECs to sharpen their focus on the areas where they are best able to provide their customers with innovative and cost effective services, and the combined size and depth

of expertise of the companies will enhance their abilities to provide these services in additional areas.

The combined size and depth of expertise of the companies will help create a "critical mass" of employees, customers and technology. Citizens and the Frontier ILECs expect their operations to grow significantly beyond the current size of their separate operations. The companies' increased size will give them an increased ability to focus on growing their customer base through new business opportunities, both inside and outside the Citizens and Frontier ILEC territories.

The driving force behind the proposed transaction is the need to grow the business, not only by acquisitions but also by a focus on internal growth. The companies do not expect to achieve significant cost or employee headcount reductions as a result of the transaction. Instead, the companies expect to increase their overall presence in Alabama, Florida, Georgia, Illinois, Indiana, Iowa, Michigan, Minnesota, Mississippi, Ohio, New York, Pennsylvania, and Wisconsin. With their additional size and expertise and a focus on growth, the combined companies will enhance economic activity in the local economies in the areas that they serve.

Citizens values its customers and is committed to providing the best customer relations in the industry. The Frontier ILECs will continue to utilize Frontier's call centers to handle new service and repair calls originating in the Frontier exchanges.

Citizens will work with the state authorities to develop a customer education outreach to ensure a smooth transition for the existing Frontier customers. This will include newspaper advertising and bill inserts as appropriate. Through this outreach effort, customers will be informed of any important information needed as a result of the transition.

As shown above, it is clear that Citizens is highly qualified to be in ultimate control of these authorizations and that there will be no anticompetitive effects stemming from the transfer of control of Frontier's ILEC and wireless operations and associated authorizations, including the instant blanket Section 214 domestic authorization. Because the proposed transfer of control is in the public interest, convenience and necessity and otherwise complies with applicable law and regulations, the Applicants respectfully request that the Commission grant this Application.

III. CONTACT INFORMATION

Transferor:

Global Crossing Ltd.
360 North Crescent Drive
Beverly Hills, CA 90210
(310) 385-5200
Bermuda Corporation

Transferee:

Citizens Communications Company
Three High Ridge Park
Samford, CT 06905
(203) 614-5047
Delaware Corporation

All correspondence concerning this application should be addressed to:

For GLOBAL CROSSING LTD.

Michael J. Shortley, III
Frontier Corporation
180 S. Clinton
Rochester, NY 14646

(716) 777-1028 (voice)
(716) 546-7823 (facsimile)

with a copy to

William J. Sill
Wilkinson Barker Knauer, LLP
2300 N Street, N.W.
Suite 700
Washington, DC 20037

(202) 783-4141 (voice)
(202) 783-5851 (facsimile)

For CITIZENS COMMUNICATIONS COMPANY

Richard Tettelbaum
Associate General Counsel
Citizens Communications Company
6905 Rockledge Drive, Suite 600
Bethesda, MD 20817

(301) 897-5584 (voice)
(301) 493-6234 (facsimile)

IV. CONCLUSION

In view of the foregoing, the Applicants respectfully request that the Commission grant this application.

Respectfully submitted,

GLOBAL CROSSING LTD.

By: Michael J. Shortley, III
Michael J. Shortley, III
Senior Associate General Counsel, Global Crossing North America, Inc.

CITIZENS COMMUNICATIONS COMPANY

By: _____
Richard M. Tettelbaum
Associate General Counsel and Assistant Secretary

DATE: 10/04/00

IV. CONCLUSION


In view of the foregoing, the Applicants respectfully request that the Commission grant this application.

Respectfully submitted,

GLOBAL CROSSING LTD.

By: _____
Michael J. Shortley, III
Senior Associate General Counsel, Global Crossing North America, Inc.

CITIZENS COMMUNICATIONS COMPANY

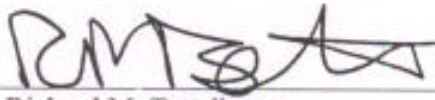
By: 
Richard M. Tettelbaum
Associate General Counsel and Assistant Secretary

DATE: 10/4/00

CERTIFICATION PURSUANT TO
SECTIONS 1.2001-1.2003 OF THE COMMISSION'S RULES

Pursuant to Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, Citizens Communications Company ("Citizens") hereby certifies that neither it, nor any of its officers or directors, nor any of the shareholders holding 5 percent or more of the outstanding stock or shares (voting and/or non-voting) of Citizens is subject to a denial of federal benefits that include FCC benefits pursuant to Section 5301 of the Federal Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

CITIZENS COMMUNICATIONS COMPANY

By: 
Richard M. Tettelbaum
Associate General Counsel and Assistant Secretary

DATE: 10/4/00

GLOBAL CROSSING LTD.
Indirect, Wholly-Owned Subsidiaries Covered By The
Blanket Section 214 Authorization

Frontier Communications of Alabama, Inc.
Frontier Communications of
 AuSable Valley, Inc.
Frontier Communications of
 Breezewood, Inc.
Frontier Communications of Canton, Inc.
Frontier Communications of DePue, Inc.
Frontier Communications of
 Fairmount, Inc.
Frontier Communications of Georgia, Inc.
Frontier Communications of Illinois, Inc.
Frontier Communications of Indiana, Inc.
Frontier Communications of Iowa, Inc.
Frontier Communications of Lakeside, Inc.
Frontier Communications of
 Lakewood, Inc.
Frontier Communications of Lamar
 County, Inc.
Frontier Communications of Michigan, Inc.
Frontier Communications - Midland, Inc.
Frontier Communications of
 Minnesota, Inc.
Frontier Communications of
 Mississippi, Inc.
Frontier Communications of
 Mt. Pulaski, Inc.
Frontier Communications of Mondovi, Inc.
Frontier Communications of
 New York, Inc.
Frontier Communications of
 Orion, Inc.
Frontier Communications of
 Oswayo River, Inc.
Frontier Communications - Prairie, Inc.
Frontier Communications of
 Pennsylvania, Inc.
Frontier Communications - Schuyler, Inc.

Frontier Communications of
 Seneca-Gorham, Inc.
Frontier Communications of the South, Inc.
Frontier Communications - St. Croix, Inc.
Frontier Communications of Sylvan
 Lake, Inc.
Frontier Communications of
 Thorntown, Inc.
Frontier Communications of Viroqua, Inc.
Frontier Communications of Wisconsin, Inc.
Frontier Telephone of Rochester, Inc.

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Rochester, NY 14623

Marine Midland Bank,
One Marine Midland Center
Buffalo, New York 14203

50-982
219

DATE
10/06/2000 **56043371**

NET AMOUNT

\$815.00
EIGHT HUNDRED FIFTEEN DOLLARS AND 00/100

PAY Eight Hundred Fifteen and 00/100 Dollars

PAY TO FEDERAL COMMUNICATIONS COMM.
445 12TH STREET SW
WASHINGTON DC 20554

F000972

James G. Del

⑈56043371⑈ ⑆021306822⑆ 797⑈01109⑈9⑈

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