CITIZENS COMMUNICATIONS CO
Form 10-Q
November 07, 2007

CITIZENS COMMUNICATIONS COMPANY

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

|X| QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2007

or

| | TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _________to__________

Commission file number: 001-11001

CITIZENS COMMUNICATIONS COMPANY

(Exact name of registrant as specified in its charter)

Delaware	06-0619596
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
3 High Ridge Park Stamford, Connecticut	06905
(Address of principal executive offices)	(Zip Code)

(203) 614-5600

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No ___

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [X] Accelerated filer [ ] Non-accelerated filer [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ___ No X

The number of shares outstanding of the registrant's Common Stock as of October 31, 2007 was 327,774,555.

CITIZENS COMMUNICATIONS COMPANY AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

CITIZENS COMMUNICATIONS COMPANY AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
($ in thousands)

	(Unaud September
ASSETS	
Current assets:	
Cash and cash equivalents	$
Accounts receivable, less allowances of $34,103 and $108,537, respectively	
Other current assets	
Total current assets	
Property, plant and equipment, net	
Goodwill, net	
Other intangibles, net	
Investments	
Other assets	
Total assets	$

LIABILITIES AND SHAREHOLDERS' EQUITY	
Current liabilities:	
Long-term debt due within one year	$
Accounts payable and other current liabilities	
Total current liabilities	
Deferred income taxes	
Other liabilities	
Long-term debt	
Shareholders' equity:	
Common stock, $0.25 par value (600,000,000 authorized shares; 329,940,000 and 322,265,000 outstanding, respectively, 349,456,000 issued at September 30, 2007 and 343,956,000 issued at December 31, 2006)	
Additional paid-in capital	
Retained earnings	
Accumulated other comprehensive loss, net of tax	
Treasury stock	
Total shareholders' equity	
Total liabilities and shareholders' equity	$

The accompanying Notes are an integral part of these
Consolidated Financial Statements.

PART I. FINANCIAL INFORMATION (Continued)

CITIZENS COMMUNICATIONS COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2007 AND 2006
($ in thousands, except for per-share amounts)
(Unaudited)

	2007
Revenue	$575,
Operating expenses:	
Network access expenses	56,
Other operating expenses	215,
Depreciation and amortization	138,
Total operating expenses	409,
Operating income	165,
Investment and other income, net	7,
Interest expense	95,
Income from continuing operations before income taxes	77,
Income tax expense	30,

Income from continuing operations	47,
Discontinued operations (see Note 6):	
Income from discontinued operations (including gain on disposal of $116,791)	
Income tax expense	
Income from discontinued operations	
Net income available for common shareholders	$ 47,
Basic income per common share:	
Income from continuing operations	$ 0
Income from discontinued operations	
Net income per common share	$ 0
Diluted income per common share:	
Income from continuing operations	$ 0
Income from discontinued operations	
Net income per common share	$ 0

The accompanying Notes are an integral part of these Consolidated Financial Statements.

PART I. FINANCIAL INFORMATION (Continued)

CITIZENS COMMUNICATIONS COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2007 AND 2006
($ in thousands, except for per-share amounts)
(Unaudited)

	2007
Revenue	$ 1,710,
Operating expenses:	
Network access expenses	159,
Other operating expenses	620,
Depreciation and amortization	400,
Total operating expenses	1,180,
Operating income	530,
Investment and other income, net	10,
Interest expense	287,
Income from continuing operations before income taxes	253,
Income tax expense	97,

Income from continuing operations	155,
Discontinued operations (see Note 6):	
Income from discontinued operations (including gain on disposal of $116,791)	
Income tax expense	
Income from discontinued operations	
Net income available for common shareholders	$ 155,
Basic income per common share:	
Income from continuing operations	$ 0
Income from discontinued operations	
Net income per common share	$ 0
Diluted income per common share:	
Income from continuing operations	$ 0
Income from discontinued operations	
Net income per common share	$ 0

The accompanying Notes are an integral part of these Consolidated Financial Statements.

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PART I. FINANCIAL INFORMATION (Continued)

CITIZENS COMMUNICATIONS COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2006 AND THE NINE MONTHS ENDED SEPTEMBER 30, 2007
($ in thousands)
(Unaudited)

	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	
	Shares	Amount				
Balance January 1, 2006	343,956	$85,989	$ 1,374,610	$ (85,344)	$(123,242)	(
Cumulative effect adjustment	-	-	-	36,392	-	
Stock plans	-	-	(1,875)	-	-	
Conversion of EPPICS	-	-	(2,563)	-	-	
Dividends on common stock of $1.00 per share	-	-	(162,773)	(160,898)	-	
Shares repurchased	-	-	-	-	-	(
Net income	-	-	-	344,555	-	
Pension liability adjustment, after adoption of SFAS No. 158, net of taxes	-	-	-	-	(83,634)	
Other comprehensive income, net of tax and						

reclassifications adjustments	-	-	-	-	124,977	
Balance December 31, 2006	343,956	85,989	1,207,399	134,705	(81,899)	(
Stock plans	-	-	(6,930)	-	-	
Acquisition of Commonwealth	5,500	1,375	77,939	-	-	
Conversion of EPPICS	-	-	(537)	-	-	
Conversion of Commonwealth Notes	-	-	1,956	-	-	
Dividends on common stock of $0.75 per share	-	-	-	(254,084)	-	
Shares repurchased	-	-	-	-	-	(
Net income	-	-	-	155,641	-	
Other comprehensive income, net of tax and reclassifications adjustments	-	-	-	-	2,491	
Balance September 30, 2007	349,456	$87,364	$ 1,279,827	$ 36,262	$ (79,408)	(

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2007 AND 2006
($ in thousands)
(Unaudited)

	For the three months ended September 30,		For the nin
	2007	2006	2007
Net income	$ 47,415	$ 128,459	$ 15
Amortization of pension and post retirement costs	(653)	-	
Other comprehensive income(loss), net of tax and reclassifications adjustments	-	(19)	
Total comprehensive income	$ 46,762	$ 128,440	$ 15

The accompanying Notes are an integral part of these Consolidated Financial Statements.

PART I. FINANCIAL INFORMATION (Continued)

CITIZENS COMMUNICATIONS COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2007 AND 2006
($ in thousands)
(Unaudited)

	2007

Cash flows provided by (used in) operating activities:	
Net income	$ 155,641
Deduct: Income from discontinued operations, net of tax	-
Gain on sale of discontinued operations, net of tax	-
Adjustments to reconcile income to net cash provided by operating activities:	
Depreciation and amortization expense	400,700
Stock based compensation expense	7,809
Loss on debt exchange	-
Losses on extinguishment of debt	20,186
Investment gain	-
Other non-cash adjustments	12,605
Deferred income taxes	54,124
Legal settlement	(7,905)
Change in accounts receivable	(5,581)
Change in accounts payable and other liabilities	(81,493)
Change in other current assets	(2,822)
Net cash provided by continuing operating activities	553,264
Cash flows provided from (used by) investing activities:	
Capital expenditures	(202,641)
Cash paid for Commonwealth (net of cash acquired)	(661,081)
Proceeds from sale of discontinued operations	-
Other assets (purchased) distributions received, net	4,401
Net cash (used by) provided from investing activities	(859,321)
Cash flows provided from (used by) financing activities:	
Receipt (payment) of customer advances for construction and contributions in aid of construction, net	(386)
Long-term debt borrowings	950,000
Long-term debt payments	(945,466)
Financing costs paid	(11,727)
Premium paid to retire debt	(20,186)
Issuance of common stock	13,349
Common stock repurchased	(219,111)
Dividends paid	(254,084)
Net cash used by financing activities	(487,611)
Cash flows of discontinued operations:	
Operating cash flows	-
Investing cash flows	-
Financing cash flows	-
Net cash provided by discontinued operations	-
(Decrease) increase in cash and cash equivalents	(793,668)
Cash and cash equivalents at January 1,	1,041,106
Cash and cash equivalents at September 30,	$ 247,438
Cash paid during the period for:	
Interest	$ 295,463
Income taxes	$ 53,670
Non-cash investing and financing activities:	

Change in fair value of interest rate swaps	$ 6,772
Conversion of EPPICS	$ 3,289
Conversion of Commonwealth Notes	$ 36,731
Debt-for-debt exchange, net	$ -
Shares issued for Commonwealth acquisition	$ 247,407

The accompanying Notes are an integral part of these Consolidated Financial Statements.

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PART I. FINANCIAL INFORMATION (Continued)
CITIZENS COMMUNICATIONS COMPANY AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) Summary of Significant Accounting Policies:

(a) Basis of Presentation and Use of Estimates:

Citizens Communications Company and its subsidiaries are referred to as "we," "us," "our," or the "Company" in this report. Our unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) and should be read in conjunction with the consolidated financial statements and notes included in our Annual Report on Form 10-K for the year ended December 31, 2006. Certain reclassifications of balances previously reported have been made to conform to the current presentation. All significant intercompany balances and transactions have been eliminated in consolidation. These unaudited consolidated financial statements include all adjustments (consisting of normal recurring accruals) considered necessary to present fairly the results for the interim periods shown.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions which affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results may differ from those estimates. Estimates and judgments are used when accounting for allowance for doubtful accounts, impairment of long-lived assets, intangible assets, depreciation and amortization, employee benefit plans, income taxes, purchase price allocations, contingencies and pension and postretirement benefits expenses among others. Certain information and footnote disclosures have been excluded and/or condensed pursuant to Securities and Exchange Commission rules and regulations. The results of the interim periods are not necessarily indicative of the results for the full year.

(b) Cash Equivalents:

We consider all highly liquid investments with an original maturity of three months or less to be cash equivalents.

(c) Revenue Recognition:

Revenue is recognized when services are provided or when products are delivered to customers. Revenue that is billed in advance includes: monthly recurring network access services, special access services and monthly recurring local line charges. The unearned portion of this revenue is initially deferred as a component of other liabilities on our consolidated balance sheet and recognized in revenue over the period that the services are provided. Revenue that is billed in arrears includes: non-recurring network access services, switched access services, non-recurring local services and long-distance services. The earned but unbilled portion of this revenue is recognized in revenue in our consolidated statements of operations and accrued in accounts receivable in the period that the services are provided. Excise taxes are recognized as a liability when billed. Installation fees and their related direct and incremental costs are initially deferred and recognized as revenue and expense over the average term of a customer relationship. We recognize as current period expense the portion of installation costs that exceeds installation fee revenue.

The Company collects various taxes from its customers and subsequently remits such funds to governmental authorities. Substantially all of these taxes are recorded through the consolidated balance sheet and presented on a net basis in our consolidated statements of operations. We also collect Universal Service Fund ("USF") surcharges from customers (primarily federal USF) which have been recorded on a gross basis in our consolidated statements of operations and have been included in revenue and other operating expenses at $9.6 million and $9.3 million for the three months ended September 30, 2007 and 2006, respectively, and at $26.7 million and $30.6 million for the nine months ended September 30, 2007 and 2006, respectively.

(d) Property, Plant and Equipment:

Property, plant and equipment are stated at original cost or fair market value for our acquired properties, including capitalized interest. Maintenance and repairs are charged to operating expenses as incurred. The gross book value of routine property, plant and equipment retired is charged against accumulated depreciation.

(e) Goodwill and Other Intangibles:

Intangibles represent the excess of purchase price over the fair value of identifiable tangible net assets acquired. We undertake studies to determine the fair values of assets and liabilities acquired and allocate purchase prices to assets and liabilities, including property, plant and equipment, goodwill and other identifiable intangibles. We annually (during the fourth quarter) examine the carrying value of our goodwill and trade name to determine whether there are any impairment losses.

Statement of Financial Accounting Standards (SFAS) No. 142, "Goodwill and Other Intangible Assets," requires that intangible assets with estimated useful lives be amortized over those lives and be reviewed for impairment in accordance with SFAS No. 144, "Accounting for Impairment or Disposal of Long-Lived Assets," to determine whether any changes to these lives are required. We periodically reassess the useful life of our intangible assets to determine whether any changes to those lives are required.

(f) Impairment of Long-Lived Assets and Long-Lived Assets to Be Disposed of:

We review long-lived assets to be held and used and long-lived assets to be disposed of, including intangible assets with estimated useful lives, for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of assets to be held and used is measured by comparing the carrying amount of the asset to the future undiscounted net cash flows expected to be generated by the asset. Recoverability of assets held for sale is measured by comparing the carrying amount of the assets to their estimated fair market value. If any assets are considered to be impaired, the impairment is measured by the amount by which the carrying amount of the assets exceeds the estimated fair value.

(g) Derivative Instruments and Hedging Activities:

We account for derivative instruments and hedging activities in accordance with SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," as amended. SFAS No. 133, as amended, requires that all derivative instruments, such as interest rate swaps, be recognized in the financial statements and measured at fair value regardless of the purpose or intent of holding them.

We have interest rate swap arrangements related to a portion of our fixed rate debt. These hedge strategies satisfy the fair value hedging requirements of SFAS No. 133, as amended. As a result, the fair value of the swaps is carried on the consolidated balance sheets in other liabilities and the related hedged liabilities are also adjusted to fair value by the same amount.

(h) Stock Plans:

We have various employee stock-based compensation plans. Awards under these plans are granted to eligible officers, management employees, non-management employees and non-employee directors. Awards may be made in the form of incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock or other stock-based awards. We have no awards with market or performance conditions. Our general policy is to issue shares upon the grant of restricted shares and exercise of options from treasury.

On January 1, 2006, we adopted the provisions of SFAS No. 123 (revised 2004), "Share-Based Payment" (SFAS No. 123R) and elected to use the modified prospective transition method. The modified prospective transition method requires that compensation cost be recognized in the financial statements for all awards granted after the date of adoption as well as for existing awards for which the requisite service had not been rendered as of the date of adoption. Compensation cost for awards that were outstanding at the effective date are recognized over the remaining service period using the compensation cost calculated for pro forma disclosure purposes. Prior periods have not been restated.

On November 10, 2005, the Financial Accounting Standards Board (FASB) issued FASB Staff Position SFAS No. 123R-3, "Transition Election Related to Accounting for Tax Effects of Share-Based Payment Awards." We elected to adopt the alternative transition method provided for calculating the tax effects of share-based compensation pursuant to SFAS No. 123R. The alternative transition method includes a simplified method to establish the beginning balance of the additional paid-in capital pool (APIC pool) related to the tax effects of employee share-based compensation, which is available to absorb tax deficiencies recognized subsequent to the adoption of SFAS No. 123R.

In accordance with the adoption of SFAS No. 123R, we recorded stock-based compensation expense for the cost of stock options,

restricted shares and stock units issued under our stock plans (together, Stock-Based Awards). Stock-based compensation expense was $2.4 million and $2.6 million for the three months ended September 30, 2007 and 2006, respectively, and $7.8 million and $8.0 million for the nine months ended September 30, 2007 and 2006, respectively.

The compensation cost recognized is based on awards ultimately expected to vest. SFAS No. 123R requires forfeitures to be estimated and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

Prior to the adoption of SFAS No. 123R, we applied Accounting Principles Board Opinion (APB) No. 25 and related interpretations to account for our stock plans resulting in the use of the intrinsic-value based method to value the stock. Under APB No. 25, we were not required to recognize compensation expense for the cost of stock options issued under our stock plans.

(i) Net Income Per Common Share Available for Common Shareholders:

Basic net income per common share is computed using the weighted average number of common shares outstanding during the period being reported on. Except when the effect would be antidilutive, diluted net income per common share reflects the dilutive effect of the assumed exercise of stock options using the treasury stock method at the beginning of the period being reported on as well as common shares that would result from the conversion of convertible preferred stock (EPPICS) and convertible notes. In addition, the related interest on debt (net of tax) is added back to income since it would not be paid if the debt was converted to common stock.

(2) Recent Accounting Literature and Changes in Accounting Principles:

Accounting for Uncertainty in Income Taxes

In July 2006, the FASB issued FASB Interpretation No. (FIN) 48, "Accounting for Uncertainty in Income Taxes." Among other things, FIN No. 48 requires applying a "more likely than not" threshold to the recognition and derecognition of uncertain tax positions either taken or expected to be taken in the Company's income tax returns. We adopted the provisions of FIN No. 48 in the first quarter of 2007. The total amount of our gross FIN No. 48 tax liability for tax positions that may not be sustained under a "more likely than not" threshold as of the date of adoption was $44.7 million and amounts to $64.0 million as of September 30, 2007. This amount includes an accrual for interest in the amount of $5.7 million as of September 30, 2007. These balances include amounts of $9.0 million and $1.4 million for total FIN No. 48 tax liabilities and accrued interest, respectively, pursuant to the Company's acquisition of Commonwealth Telephone Enterprises, Inc., completed in March 2007. An increase of $14.0 million in the balance since the date of adoption is attributable to a change made to the estimated useful life of an intangible asset for income tax purposes. This tax position is temporary in nature and, therefore, will not impact the Company's results of operations when ultimately settled in the future. The amount of our total FIN No. 48 tax liabilities reflected above that would positively impact the calculation of our effective income tax rate, if our tax positions are sustained, is $20.1 million as of September 30, 2007.

The Company's policy regarding the classification of interest and penalties is to include these amounts as a component of income tax expense. This treatment of interest and penalties is consistent with prior periods. We have recognized in our 2007 year-to-date consolidated statement of operations additional interest in the amount of $0.9 million. We are subject to income tax examinations generally for the years 2003 forward for both our federal and state filing jurisdictions. We maintain uncertain tax positions in various state jurisdictions. It is reasonably possible that amounts related to previous asset dispositions and tax credits will change within the next 12 months, due to the expiration of the statute of limitations. This could favorably impact our results of operations by up to $7.0 million and reduce acquired goodwill balances by up to $3.0 million.

How Taxes Collected from Customers and Remitted to Governmental Authorities Should be Presented in the Income Statement

In June 2006, the FASB issued EITF Issue No. 06-3, "How Taxes Collected from Customers and Remitted to Governmental Authorities Should be Presented in the Income Statement," which requires disclosure of the accounting policy for any tax assessed by a governmental authority that is directly imposed on a revenue-producing transaction, that is Gross versus Net presentation. EITF No. 06-3 is effective for periods beginning after December 15, 2006. We adopted the disclosure requirements of EITF No. 06-3 commencing January 1, 2007.

Accounting for Purchases of Life Insurance

In September 2006, the FASB reached consensus on the guidance provided by EITF No. 06-5, "Accounting for Purchases of Life Insurance-Determining the Amount That Could Be Realized in Accordance with FASB Technical Bulletin No. 85-4, Accounting for Purchases of Life Insurance." EITF No. 06-5 states that a policyholder should consider any additional amounts included in the contractual terms of the insurance policy other than the cash surrender value in determining the amount that could be realized under the insurance contract. EITF No. 06-5 also states that a policyholder should determine the amount that could be realized under the life insurance contract assuming the surrender of an individual-life by individual-life policy (or certificate by certificate in a group policy). EITF No. 06-5 is effective for fiscal years beginning after December 15, 2006. The adoption of the accounting requirements of EITF No. 06-5 in the first quarter of 2007 had no impact on our financial position, results of operation or cash flows.

Accounting for Endorsement Split-Dollar Life Insurance Arrangements

In September 2006, the FASB reached consensus on the guidance provided by EITF No. 06-4, "Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements." The guidance is applicable to endorsement split-dollar life insurance arrangements, whereby the employer owns and controls the insurance policy, that are associated with a postretirement benefit. EITF No. 06-4 requires that for a split-dollar life insurance arrangement within the scope of the issue, an employer should recognize a liability for future benefits in accordance with SFAS No. 106 (if, in substance, a postretirement benefit plan exists) or Accounting Principles Board Opinion No. 12 (if the arrangement is, in substance, an individual deferred compensation contract) based on the substantive agreement with the employee. EITF No. 06-4 is effective for fiscal years beginning after December 15, 2007. The Company is currently evaluating the impact the adoption of the standard will have on the Company's results of operations or financial condition.

Fair Value Measurements

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements," which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The provisions of SFAS No. 157 are effective as of the beginning of our 2008 fiscal year. The Company is currently evaluating the impact that the adoption of the standard will have on the Company's results of operations or financial condition.

Fair Value Option for Financial Assets and Financial Liabilities

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115," which permits entities to choose to measure many financial instruments and certain other items at fair value. The provisions of SFAS No. 159 are effective as of the beginning of our 2008 fiscal year. The Company is currently evaluating the impact that the adoption of the standard will have on the Company's results of operations or financial condition.

Accounting for Collateral Assignment Split-Dollar Life Insurance Arrangements

In March 2007, the FASB ratified the consensus reached by the EITF on Issue No. 06-10, "Accounting for Collateral Assignment Split-Dollar Life Insurance Arrangements." EITF No. 06-10 provides guidance on an employers' recognition of a liability and related compensation costs for collateral assignment split-dollar life insurance arrangements that provide a benefit to an employee that extends into postretirement periods and the asset in collateral assignment split-dollar life insurance arrangements. The effective date of EITF No. 06-10 is for fiscal years beginning after December 15, 2007. The Company is currently evaluating the impact that the adoption of the standard will have on the Company's results of operations or financial condition.

(3) Acquisition of Commonwealth Telephone:

On March 8, 2007, we acquired Commonwealth Telephone Enterprises, Inc. ("Commonwealth" or "CTE") in a cash-and-stock taxable transaction, for a total consideration of approximately $1.1 billion. We paid $801.5 million in cash ($661.1 million net, after cash acquired), issued common stock with a value of $247.4 million and had $7.0 million of accrued closing costs at September 30, 2007.

In connection with the acquisition of Commonwealth, we assumed $35.0 million of debt under a revolving credit facility and $191.8 million face amount of Commonwealth convertible notes (fair value of $209.6 million). During March 2007, we paid down the $35.0 million credit facility. We have retired all but $8.5 million of the $191.8 million face amount of Commonwealth convertible notes as of September 30, 2007. The notes were retired by the payment of $165.4 million in cash and the issuance of our common stock valued at $36.7 million. The premium paid of $18.9 million was recorded as $17.8 million to goodwill and $1.1 million to investment and other income, net.

We have accounted for the acquisition of Commonwealth as a purchase under U.S. generally accepted accounting principles. Under the purchase method of accounting, the assets and liabilities of Commonwealth are recorded as of the acquisition date, at their respective fair values, and consolidated with those of Citizens. The reported consolidated financial condition of Citizens as of September 30, 2007 reflects a preliminary estimated allocation of these fair values.

The following schedule provides a summary of the purchase price paid by Citizens in the acquisition of Commonwealth as of September 30, 2007:

($ in thousands)

Cash paid	$	801,486
Value of Citizens common stock issued		247,407
Accrued closing costs		6,977
Total Purchase Price	$	1,055,870

The allocation of the purchase price to assets and liabilities is preliminary. The estimated purchase price has been allocated to the net tangible and intangible assets and liabilities acquired as follows:

($ in thousands)

Allocation of estimated purchase price:		
Current assets (1)	$	190,361
Property, plant and equipment		387,720
Goodwill		569,405
Other intangibles - customer list		500,000
Other assets		11,234
Current portion of debt		(35,000)
Accounts payable and other current liabilities		(77,738)
Deferred income taxes		(247,208)
Convertible Notes		(209,553)
Other liabilities		(33,351)
Total Purchase Price	$	1,055,870

(1) Includes $140.4 million of acquired cash.

The final allocation of the purchase price will be based on the fair values of the assets acquired and liabilities assumed as determined by third-party valuation. The actual allocation may differ significantly from the preliminary allocation.

The following unaudited pro forma financial information presents the combined results of operations of Citizens and Commonwealth as if the acquisition had occurred at the beginning of each period presented. The historical results of the Company include the results of Commonwealth from the date of acquisition on March 8, 2007. The pro forma information is not necessarily indicative of what the financial position or results of operations actually would have been had the acquisition been completed at the date indicated. In addition, the unaudited pro forma financial information does not purport to project the future financial position or operating results of Citizens after completion of the acquisition.

($ in thousands, except per share amounts)	For the nine months ended September 30, 2007	2006	For t Se
Revenue	$ 1,773,051	$ 1,768,343	
Operating income	$ 542,055	$ 530,557	
Income from continuing operations	$ 163,638	$ 212,253	
Income from discontinued operations	$ -	$ 90,577	
Net income available for common shareholders	$ 163,638	$ 302,830	
Basic income per common share:			
Income from continuing operations	$ 0.49	$ 0.62	
Income from discontinued operations	-	0.26	
Net income per common share	$ 0.49	$ 0.88	
Diluted income per common share:			
Income from continuing operations	$ 0.49	$ 0.61	
Income from discontinued operations	-	0.26	
Net income per common share	$ 0.49	$ 0.87	

(4) Accounts Receivable:

The components of accounts receivable, net at September 30, 2007 and December 31, 2006 are as follows:

($ in thousands)	September 30, 2007	December 31, 2006
End user	$ 237,428	$ 273,828
Other	27,930	22,446
Less: Allowance for doubtful accounts	(34,103)	(108,537)
Accounts receivable, net	$ 231,255	$ 187,737

The Company maintains an allowance for estimated bad debts based on its estimate of collectibility of its accounts receivable. Bad debt expense, which is recorded as a reduction of revenue, was $8.7 million and $6.3 million for the three months ended September 30, 2007 and 2006, respectively, and $20.3 million and $13.5 million for the nine months ended September 30, 2007 and 2006, respectively.

Our allowance for doubtful accounts (and "end user" receivables) declined from December 31, 2006, primarily as a result of the resolution of a carrier dispute. On March 12, 2007, we entered into a settlement agreement with a carrier pursuant to which we were paid $37.5 million, resulting in a favorable impact on our revenue in the first quarter of 2007 and for the nine months ended September 30, 2007 of $38.7 million.

(5) Property, Plant and Equipment, Net:

Property, plant and equipment at September 30, 2007 and December 31, 2006 are as follows:

($ in thousands)	September 30, 2007	December 31, 2006
Property, plant and equipment	$ 7,240,316	$ 6,685,466
Less: accumulated depreciation	(3,935,035)	(3,701,962)
Property, plant and equipment, net	$ 3,305,281	$ 2,983,504

Depreciation expense is principally based on the composite group method. Depreciation expense was $90.7 million and $85.4 million for the three months ended September 30, 2007 and 2006, respectively, and $270.6 million and $263.8 million for the nine months ended September 30, 2007 and 2006, respectively.

(6) Discontinued Operations:

On July 31, 2006, we sold our CLEC business, Electric Lightwave, LLC (ELI), for $255.3 million in cash plus the assumption of approximately $4.0 million in capital lease obligations. We recognized a pre-tax gain on the sale of ELI of approximately $116.7 million. Our after-tax gain on the sale was approximately $72.0 million. Our cash liability for taxes as a result of the sale was approximately $5.0 million due to the utilization of existing tax net operating losses on both the federal and state level.

In accordance with SFAS No. 144, any component of our business that we dispose of, or classify as held for sale, that has operations and cash flows clearly distinguishable from continuing operations for financial reporting purposes, and that will be eliminated from the ongoing operations, should be classified as discontinued operations. Accordingly, we have classified the results of operations of ELI as discontinued operations in our consolidated statements of operations.

Summarized financial information for ELI is set forth below:

($ in thousands)	For the three months ended September 30, 2006	For the nine months ended September 30, 2006
Revenue	$ 14,534	$ 100,612
Operating income	$ 3,951	$ 26,835
Income taxes	$ 3,267	$ 11,756
Net income	$ 5,046	$ 18,498
Gain on disposal of ELI, net of tax	$ 72,079	$ 72,079

(7) Other Intangibles:

Other intangibles at September 30, 2007 and December 31, 2006 are as follows:

($ in thousands)	September 30, 2007	December 31, 2006
Customer base - amortizable over 96 months	$ 1,494,605	$ 994,605
Trade name - non-amortizable	122,058	122,058
Other intangibles	1,616,663	1,116,663
Less: Accumulated amortization	(814,365)	(684,310
Total other intangibles, net	$ 802,298	$ 432,353

Amortization expense was $47.3 million and $31.6 million for the three months ended September 30, 2007 and 2006, respectively, and $130.1 million and $94.8 million for the nine months ended September 30, 2007 and 2006, respectively. Amortization expense for the three and nine months ended September 30, 2007 is comprised of $31.6 million and $94.8 million, respectively, for our "base Citizens business" and $15.7 million and $35.3 million, respectively, for the customer base acquired in the Commonwealth acquisition. On a preliminary basis, $500.0 million has been allocated to the customer base acquired in the Commonwealth acquisition, with amortization based on an eight-year life ($62.5 million annually).

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(8) Long-Term Debt:

The activity in our long-term debt from December 31, 2006 to September 30, 2007 is as follows:

		Nine months ended September 30, 2007				
($ in thousands)	December 31, 2006	Payments	New Borrowings	Assumed From Commonwealth Acquisition	Interest Rate Swap	Reclassificat Other
FIXED RATE						
Rural Utilities Service						
Loan Contracts	$ 21,886	$ (4,102)	$ -	$ -	$ -	$ -
Senior Unsecured Debt	4,435,018	(896,774)	950,000	226,779	6,772	(17,83
EPPICS	17,860	-	-	-	-	(3,289
Industrial Development Revenue Bonds	58,140	(44,590)	-	-	-	-
TOTAL LONG-TERM DEBT	$4,532,904	$(945,466)	$950,000	$ 226,779	$ 6,772	$(21,122

Less: Debt Discount	(26,547)
Less: Current Portion	(39,271)
	$4,467,086

* Interest rate includes amortization of debt issuance costs, debt premiums or discounts. The interest rates for Rural Utilities Service Loan Contracts, Senior Unsecured Debt, and Industrial Development Revenue Bonds represent a weighted average of multiple issuances.

For the nine months ended September 30, 2007, we retired an aggregate principal amount of $966.6 million of debt, including $3.3 million of 5% Company Obligated Mandatorily Redeemable Convertible Preferred Securities due 2036 (EPPICS) and $17.8 million of 3.25% Commonwealth convertible notes that were converted into our common stock. As further described below, we temporarily borrowed and repaid $200.0 million during the month of March 2007, utilized to temporarily fund our acquisition of Commonwealth. Although this borrowing does not appear in our December 31, 2006 or September 30, 2007 balance sheet, the borrowing and repayment are shown gross in the above table.

During the first quarter of 2006, we entered into two debt-for-debt exchanges of our debt securities. As a result, $47.5 million of our 7.625% notes due 2008 were exchanged for approximately $47.4 million of our 9.00% notes due 2031. The 9.00% notes are callable on the same general terms and conditions as the 7.625% notes that were exchanged. No cash was exchanged in these transactions. However, a non-cash pre-tax loss of approximately $2.4 million was recognized in accordance with EITF No. 96-19, "Debtor's Accounting for a Modification or Exchange of Debt Instruments," which is included in investment and other income, net for the nine months ended September 30, 2006.

In connection with the acquisition of Commonwealth, we assumed $35.0 million of debt under a revolving credit facility and approximately $191.8 million face amount of Commonwealth convertible notes (fair value of approximately $209.6 million). During March 2007, we paid down the $35.0 million credit facility, and through September 30, 2007, we have retired approximately $183.3 million face amount (for which we paid $165.4 million in cash and $36.7 million in common stock) of the convertible notes (premium paid of $18.9 million was recorded as $17.8 million to goodwill and $1.1 million to investment and other income, net), resulting in a remaining outstanding balance of $8.5 million as of September 30, 2007.

On March 23, 2007, we issued in a private placement an aggregate $300.0 million principal amount of 6.625% Senior Notes due 2015 and $450.0 million principal amount of 7.125% Senior Notes due 2019. Proceeds from the sale were used to pay down $200.0 million principal amount of indebtedness borrowed on March 8, 2007 under a bridge loan facility in connection with the acquisition of Commonwealth, and redeem, on April 26, 2007, $495.2 million principal amount of our 7.625% Senior Notes due 2008.

During the first quarter of 2007, we incurred and expensed approximately $4.0 million of fees associated with the bridge loan facility. We also filed with the SEC a registration statement for an exchange offer on the $750.0 million in total of private placement notes described above, in addition to the $400.0 million principal amount of 7.875% Senior Notes issued in a private placement on December 22, 2006, for registered Senior

Notes due 2027. The exchange offer was completed in the second quarter of 2007. On April 26, 2007, we redeemed $495.2 million principal amount of our 7.625% Senior Notes due 2008 at a price of 103.041% plus accrued and unpaid interest. The debt retirement generated a pre-tax loss on the early extinguishment of debt at a premium of approximately $16.3 million in the second quarter of 2007 and is included in investment and other income, net. As a result of this debt redemption, we also terminated three interest rate swap agreements hedging an aggregate $150.0 million of indebtedness. Payments on the swap terminations of approximately $1.0 million were made in the second quarter of 2007.

As of September 30, 2007, EPPICS representing a total principal amount of $197.2 million have been converted into 15,913,821 shares of our common stock. Approximately $4.1 million of EPPICS, which are convertible into 354,620 shares of our common stock, were outstanding at September 30, 2007. Our long-term debt footnote indicates $14.6 million of EPPICS outstanding at September 30, 2007, of which $10.5 million is debt of related parties for which the company has an offsetting receivable.

As of September 30, 2007, we had available lines of credit with financial institutions in the aggregate amount of $250.0 million and there were no outstanding standby letters of credit issued under the facility. Associated facility fees vary, depending on our debt leverage ratio, and were 0.20% per annum as of September 30, 2007. The expiration date for this $250.0 million five year revolving credit agreement is May 18, 2012. During the term of the credit facility we may borrow, repay and reborrow funds. The credit facility is available for general corporate purposes but may not be used to fund dividend payments.

We are in compliance with all of our debt and credit facility covenants.

(9) Net Income Per Common Share:

The reconciliation of the net income per common share calculation for the three and nine months ended September 30, 2007 and 2006, respectively, is as follows:

($ in thousands, except per-share amounts)	For the three months ended September 30,		For
	2007	2006	
Net income used for basic and diluted earnings			
per common share:			
Income from continuing operations	$ 47,415	$ 51,334	
Income from discontinued operations	-	77,125	
Total basic net income available for common shareholders	$ 47,415	$ 128,459	
Effect of conversion of preferred securities - EPPICS	31	71	
Total diluted net income available for common shareholders	$ 47,446	$ 128,530	

Basic earnings per common share:		
Weighted-average shares outstanding - basic	334,128	319,891
Income from continuing operations	$ 0.14	$ 0.16
Income from discontinued operations	-	0.24
Net income per share available for common shareholders	$ 0.14	$ 0.40
Diluted earnings per common share:		
Weighted-average shares outstanding - basic	334,128	319,891
Effect of dilutive shares	651	761
Effect of conversion of preferred securities - EPPICS	355	782
Weighted-average shares outstanding - diluted	335,134	321,434
Income from continuing operations	$ 0.14	$ 0.16
Income from discontinued operations	-	0.24
Net income per share available for common sharesholders	$ 0.14	$ 0.40

Stock Options

For the three and nine months ended September 30, 2007, options to purchase 1,825,000 and 1,244,000 shares (at exercise prices ranging from $15.02 to $18.46) issuable under employee compensation plans were excluded from the computation of diluted EPS for those periods because the exercise prices were greater than the average market price of our common stock and, therefore, the effect would be antidilutive. In calculating diluted EPS we apply the treasury stock method and include future unearned compensation as part of the assumed proceeds.

For the three and nine months ended September 30, 2006, options to purchase 1,917,000 and 1,967,000 shares (at exercise prices ranging from $13.03 to $18.46) issuable under employee compensation plans were excluded from the computation of diluted EPS for those periods because the exercise prices were greater than the average market price of our common stock and, therefore, the effect would be antidilutive.

In addition, for the three and nine months ended September 30, 2007 and 2006, restricted stock awards of 1,342,000 and 1,205,000 shares, respectively, are excluded from our basic weighted average shares outstanding and included in our dilutive shares until the shares are no longer subject to restriction after the satisfaction of all specified conditions.

EPPICS

As a result of our July 2004 dividend announcement with respect to our common stock, our EPPICS began to convert into shares of our common stock. As of September 30, 2007, approximately 98% of the EPPICS outstanding, or about $197.2 million aggregate principal amount of EPPICS, have converted into 15,913,821 shares of our common stock, including shares issued from treasury.

At September 30, 2007, we had 81,307 shares of potentially dilutive EPPICS, which were convertible into our common stock at a 4.3615 to 1 ratio at an exercise price of $11.46 per share. If all remaining EPPICS are converted, we would issue approximately 354,620 shares of our common stock. These securities have been included in the diluted income per common share calculation for the period ended September 30, 2007.

At September 30, 2006, we had 178,025 shares of potentially dilutive EPPICS, which were convertible into our common stock at a 4.3615 to 1 ratio at an exercise price of $11.46 per share. If all remaining EPPICS had been converted we would have issued approximately 776,456 shares of our common stock. These securities have been included in the diluted income per common share calculation for the period ended September 30, 2006.

Stock Units

At September 30, 2007 and 2006, we had 206,506 and 210,152 stock units, respectively, issued under our Non-Employee Directors' Deferred Fee Equity Plan (Deferred Fee Plan), Non-Employee Directors' Equity Incentive Plan (Directors' Equity Plan) and Non-Employee Directors' Retirement Plan. These securities have not been included in the diluted income per share of common stock calculation because their inclusion would have had an antidilutive effect.

Share Repurchase Programs

In February 2007, our Board of Directors authorized us to repurchase up to $250.0 million of our common stock in public or private transactions over the following twelve-month period. This share repurchase program commenced on March 19, 2007. As of September 30, 2007, we had repurchased approximately 15,105,000 shares of our common stock at an aggregate cost of approximately $219.1 million. The repurchase program was completed on October 15, 2007.

In February 2006, our Board of Directors authorized us to repurchase up to $300.0 million of our common stock in public or private transactions over the following twelve-month period. This share repurchase program commenced on March 6, 2006. As of September 30, 2006, we had repurchased approximately 10.2 million shares of our common stock at an aggregate cost of approximately $135.2 million.

(10) Stock Plans:

At September 30, 2007, we had five stock-based compensation plans pursuant to which grants are outstanding. Prior to the adoption of SFAS No. 123R, we applied APB No. 25 and related interpretations to account for our stock plans resulting in the use of the intrinsic value to value the stock and determine compensation expense. Under APB No. 25, we were not required to recognize compensation expense for the cost of stock options. In accordance with the adoption of SFAS No. 123R, we recorded stock-based compensation expense for the cost of stock options, restricted shares and stock units issued pursuant to the Management Equity Incentive Plan (MEIP), the 1996 Equity Incentive Plan (1996 EIP), the Amended and Restated 2000 Equity Incentive Plan (2000 EIP), the Deferred Fee Plan and the Directors' Equity Plan. Our general policy is to issue shares upon the grant of restricted shares and exercise of options from treasury. At September 30, 2007, there were 16,058,182 shares authorized for grant under these plans and 5,222,878 shares available for grant. No further awards may be granted under the MEIP, the 1996 EIP or the Deferred Fee Plan.

The following summary presents information regarding outstanding stock options as of September 30, 2007 and changes during the nine months then ended with regard to options under the MEIP and the EIPs:

	Shares Subject to Option	Weighted Average Option Price Per Share	Weighte Averag Remaini Life in Y
Balance at January 1, 2007	5,242,000	$12.41	
Options granted	-	-	
Options exercised	(1,216,000)	$10.18	
Options canceled, forfeited or lapsed	(20,000)	$11.30	
Balance at September 30, 2007	4,006,000	$13.06	3.64
Exercisable at September 30, 2007	3,983,000	$13.06	3.64

There were no options granted during the first nine months of 2007. Cash received upon the exercise of options during the first nine months of 2007 totaled $13.3 million. Total remaining unrecognized compensation cost associated with unvested stock options at September 30, 2007 was $0.1 million and the weighted average period over which this cost is expected to be recognized is approximately one year.

The total intrinsic value of stock options exercised during the first nine months of 2006 was $7.3 million. The total intrinsic value of stock options outstanding and exercisable at September 30, 2006 was $10.8 million and $9.2 million, respectively. Options granted during the first nine months of 2006 totaled 22,000. The weighted average grant-date fair value of options granted during the nine months ended September 30, 2006 was $12.55. Cash received upon the exercise of options during the first nine months of 2006 totaled $21.4 million.

For purposes of determining compensation expense, the fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model which requires the use of various assumptions including expected life of the option, expected dividend rate, expected volatility, and risk-free interest rate. The expected life (estimated period of time outstanding) of stock options granted was estimated using the historical exercise behavior of employees. The risk free interest rate is based on the U.S. Treasury yield curve in effect at the time of the grant. Expected volatility is based on historical volatility for a period equal to the stock option's expected life, calculated on a monthly basis.

The following table presents the weighted average assumptions used for grants in fiscal 2006:

	2006
Dividend yield	7.55%
Expected volatility	44%
Risk-free interest rate	4.89%
Expected life	5 years

The following summary presents information regarding unvested restricted stock as of September 30, 2007 and changes during the nine months then ended with regard to restricted stock under the MEIP and the EIPs:

	Number of Shares	Weighted Average Grant Date Fair Value	Aggregate Fair Value at September 30, 2007
Balance at January 1, 2007	1,174,000	$12.89	
Restricted stock granted	707,000	$15.08	$10,119,000
Restricted stock vested	(474,000)	$12.76	$ 6,781,000
Restricted stock forfeited	(65,000)	$13.93	$ 931,000
Balance at September 30, 2007	1,342,000	$14.04	$19,212,000

For purposes of determining compensation expense, the fair value of each restricted stock grant is estimated based on the average of the high and low market price of a share of our common stock on the date of grant. Total remaining unrecognized compensation cost associated with unvested restricted stock awards at September 30, 2007 was $14.2 million and the weighted average period over which this cost is expected to be recognized is approximately three years.

The total fair value of shares granted and vested during the nine months ended September 30, 2006 was approximately $10.3 million and $8.6 million, respectively. The total fair value of unvested restricted stock at September 30, 2006 was $16.9 million. The weighted average grant-date fair value of restricted shares granted during the nine months ended September 30, 2006 was $12.86. Shares granted during the first nine months of 2006 totaled 730,000.

(11) Segment Information:

As of January 1, 2007, we operate in one reportable segment, Frontier. Frontier provides both regulated and unregulated communications services to residential, business and wholesale customers and is typically the incumbent provider in its service areas.

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As permitted by SFAS No. 131, we have utilized the aggregation criteria in combining our markets because all of our Frontier properties share similar economic characteristics, in that they provide the same products and services to similar customers using comparable technologies in all of the states in which we operate. The regulatory structure is generally similar. Differences in the regulatory regime of a particular state do not materially impact the economic characteristics or operating results of a particular property.

(12) Derivative Instruments and Hedging Activities:

Interest rate swap agreements are used to hedge a portion of our debt that is subject to fixed interest rates. Under our interest rate swap agreements, we agree to pay an amount equal to a specified variable rate of interest times a notional principal amount, and to receive in return an amount equal to a specified fixed rate of interest times the same notional principal amount. The notional amounts of the contracts are not exchanged. No other cash payments are made unless the agreement is terminated prior to maturity, in which case the amount paid or received in settlement is established by agreement at the time of termination and represents the market value, at the then current rate of interest, of the remaining obligations to exchange payments under the terms of the contracts.

The interest rate swap contracts are reflected at fair value in our consolidated balance sheets and the related portion of fixed-rate debt being hedged is reflected at an amount equal to the sum of its book value and an amount representing the change in fair value of the debt obligations attributable to the interest rate risk being hedged. Changes in the fair value of interest rate swap contracts, and the offsetting changes in the adjusted carrying value of the related portion of the fixed rate debt being hedged, are recognized in the consolidated statements of operations in interest expense. The notional amounts of interest rate swap contracts hedging fixed-rate indebtedness as of September 30, 2007 and December 31, 2006 were $400.0 million and $550.0 million, respectively. Such contracts require us to pay variable rates of interest (average pay rates of approximately 9.06% as of September 30, 2007 and approximately 9.02% as of December 31, 2006) and receive fixed rates of interest (average receive rates of 8.50% as of September 30, 2007 and 8.26% as of December 31, 2006). The fair value of these derivatives is reflected in other liabilities as of September 30, 2007 and December 31, 2006, in the amount of ($3.5 million) and ($10.3 million), respectively. The related underlying debt has been decreased by a like amount. For the three and nine months ended September 30, 2007, the interest expense resulting from these interest rate swaps totaled approximately $0.8 million and $2.8 million, respectively.

We do not anticipate any non-performance by counter-parties to our derivative contracts as all counter-parties have investment grade credit ratings.

(13) Investment and Other Income, Net:

The components of investment and other income, net are as follows:

	For the three months ended September 30,		For th
($ in thousands)	2007	2006	2007
Interest and dividend income	$ 4,790	$ 4,484	
Bridge loan fee	-	-	
Gain from Rural Telephone Bank dissolution	-	-	
Loss on exchange of debt	-	-	
Premium on debt repurchases	-	-	
Gain on forward rate agreements	-	-	
Equity earnings/minority interest in joint ventures, net	1,241	(1,119)	
Other, net	1,141	996	
Total investment and other income, net	$ 7,172	$ 4,361	

The gain of $61.4 million resulted from the dissolution and liquidation of the Rural Telephone Bank in April 2006.

(14) Company Obligated Mandatorily Redeemable Convertible Preferred Securities:

In 1996, our consolidated wholly owned subsidiary, Citizens Utilities Trust (the Trust), issued, in an underwritten public offering, 4,025,000 shares of EPPICS, representing preferred undivided interests in the assets of the Trust, with a liquidation preference of $50 per security (for a total liquidation amount of $201.3 million). These securities convert into our common stock at an adjusted conversion price of $11.46 per share of our common stock. The conversion price was reduced from $13.30 to $11.46 during

the third quarter of 2004 as a result of the $2.00 per share of common stock special, non-recurring dividend. The proceeds from the issuance of the Trust Convertible Preferred Securities and a Company capital contribution were used to purchase $207.5 million aggregate liquidation amount of 5% Partnership Convertible Preferred Securities due 2036 from another wholly owned subsidiary, Citizens Utilities Capital L.P. (the Partnership). The proceeds from the issuance of the Partnership Convertible Preferred Securities and a Company capital contribution were used to purchase from us $211.8 million aggregate principal amount of 5% Convertible Subordinated Debentures due 2036. The sole assets of the Trust are the Partnership Convertible Preferred Securities, and our Convertible Subordinated Debentures are substantially all the assets of the Partnership. Our obligations under the agreements related to the issuances of such securities, taken together, constitute a full and unconditional guarantee by us of the Trust's obligations relating to the Trust Convertible Preferred Securities and the Partnership's obligations relating to the Partnership Convertible Preferred Securities.

In accordance with the terms of the issuances, we paid the annual 5% interest in quarterly installments on the Convertible Subordinated Debentures in the first, second and third quarters of 2007 and the four quarters of 2006. Cash was paid (net of investment returns) to the Partnership in payment of the interest on the Convertible Subordinated Debentures. The cash was then distributed by the Partnership to the Trust and then by the Trust to the holders of the EPPICS.

As of September 30, 2007, EPPICS representing a total principal amount of $197.2 million have been converted into 15,913,821 shares of our common stock. A total of approximately $4.1 million of EPPICS was outstanding as of September 30, 2007 and if all outstanding EPPICS were converted, 354,620 shares of our common stock would be issued upon such conversion. Our long-term debt footnote indicates $14.6 million of EPPICS outstanding at September 30, 2007, of which $10.5 million is debt of related parties for which the company has an offsetting receivable.

(15) Retirement Plans:

The following tables provide the components of net periodic benefit cost:

	Pension Benefit		
	For the three months ended September 30,		For
	2007	2006	
($ in thousands)			

Components of net periodic benefit cost (benefit)			
Service cost	$ 2,121	$ 1,646	
Interest cost on projected benefit obligation	12,901	11,104	
Expected return on plan assets	(17,247)	(15,279)	
Amortization of prior service cost and unrecognized net obligation	(208)	(61)	
Amortization of unrecognized loss	750	2,816	
Net periodic benefit cost	$ (1,683)	$ 226	

	Other Postretirement B		
	For the three months ended September 30,		For
	2007	2006	
($ in thousands)			
Components of net periodic benefit cost			
Service cost	$ 92	$ 174	
Interest cost on projected benefit obligation	2,909	2,211	
Expected return on plan assets	(36)	(245)	
Amortization of prior service cost and unrecognized net obligation	(2,420)	(1,026)	
Amortization of unrecognized loss	1,828	1,513	
Net periodic benefit cost	$ 2,373	$ 2,627	

We expect that our 2007 pension and other postretirement benefit expenses, including the costs associated with our recently acquired Commonwealth plans, will be between $8.0 million and $9.0 million, and that no contribution will be required to be made by us to the pension plans in 2007.

(16) Commitments and Contingencies:

We anticipate capital expenditures of approximately $315.0 million - $325.0 million for 2007. Although we from time to time make short-term purchasing commitments to vendors with respect to these expenditures, we generally do not enter into firm, written contracts for such activities.

Ronald A. Katz Technology Licensing, LP, filed suit against us for patent infringement on June 8, 2007 in the U.S. District Court for the District of Delaware. Katz Technology alleges that by operating automated telephone systems, including customer service systems, that allow our customers to utilize telephone calling cards, order internet, DSL, and dial-up services, and perform a variety of account related tasks such as billing and payments, we have infringed thirteen of Katz Technology's patents and continue to infringe three of Katz Technology's patents. Katz Technology seeks unspecified damages resulting from our alleged infringement, as well as a permanent injunction enjoining us from continuing the alleged infringement. Katz Technology subsequently filed a tag-along notice with the Judicial Panel on Multi-District Litigation, notifying them of this action and its relatedness to In re Katz Interactive Dial Processing Patent Litigation (MDL No. 1816), pending in the Central District of California before Judge R. Gary Klausner. The Judicial Panel on Multi-District Litigation has transferred the case to the Central District of California. We intend to vigorously defend against this lawsuit.

On June 24, 2004, one of our subsidiaries, Frontier Subsidiary Telco, Inc., received a "Notice of Indemnity Claim" from Citibank, N.A., that is related to a complaint pending against Citibank and others in the U.S. Bankruptcy Court for the Southern District of New York as part of the Global Crossing bankruptcy proceeding. Citibank bases its claim for indemnity on the provisions of a credit agreement that was entered into in October 2000 between Citibank and our subsidiary. We purchased Frontier Subsidiary Telco, Inc., in June 2001 as part of our acquisition of the Frontier telephone companies. The complaint against Citibank, for which it seeks indemnification, alleges that the seller improperly used a portion of the proceeds from the Frontier transaction to pay off the Citibank credit agreement, thereby defrauding certain debt holders of Global Crossing North America Inc. Although the credit agreement was paid off at the closing of the Frontier transaction, Citibank claims the indemnification obligation survives. Damages sought against Citibank and its co-defendants could exceed $1.0 billion. In August 2004, we notified Citibank by letter that we believe its claims for indemnification are invalid and are not supported by applicable law. In 2005, Citibank moved to dismiss the underlying complaint against it. That motion is currently pending. We have received no further communications from Citibank since our August 2004 letter.

We are party to other legal proceedings arising in the normal course of our business. The outcome of individual matters is not predictable. However, we believe that the ultimate resolution of all such matters, after considering insurance coverage, will not have a material adverse effect on our financial position, results of operations, or our cash flows.

We sold all of our utility businesses as of April 1, 2004. However, we have retained a potential payment obligation associated with our previous electric utility activities in the state of Vermont. The Vermont Joint Owners (VJO), a consortium of 14 Vermont utilities, including us, entered into a purchase power agreement with Hydro-Quebec in 1987. The agreement contains "step-up" provisions that state that if any VJO member defaults on its purchase obligation under the contract to purchase power from Hydro-Quebec the other VJO participants will assume responsibility for the defaulting party's share on a pro-rata basis. Our pro-rata share of the purchase power obligation is 10%. If any member of the VJO defaults on its obligations under the Hydro-Quebec agreement, then the remaining members of the VJO, including us, may be required to pay for a substantially larger share of the VJO's total power purchase obligation for the remainder of the agreement (which runs through 2015). Paragraph 13 of FIN No. 45 requires that we disclose "the maximum potential amount of future payments (undiscounted) the guarantor could be required to make under the guarantee." Paragraph 13 also states that we must make such disclosure "... even if the likelihood of the guarantor's having to make any payments under the guarantee is remote..." As noted above, our obligation only arises as a result of default by another VJO member, such as upon bankruptcy. Therefore, to satisfy the "maximum potential amount" disclosure requirement we must assume that all members of the VJO simultaneously default, a highly unlikely scenario given that the two members of the VJO that have the largest potential payment obligations are publicly traded with credit ratings equal to or superior to ours, and that all VJO members are regulated utility providers with regulated cost recovery. Regardless, despite the remote chance that such an event could occur, or that the State of Vermont could or would allow such an event, assuming that all the members of the VJO defaulted on January 1, 2008 and remained in default for the duration of the contract (another 8 years), we estimate that our undiscounted purchase obligation for 2008 through 2015 would be approximately $1.1 billion. In such a scenario the Company would then own the power and could seek to recover its costs. We would do this by seeking to recover our costs from the defaulting members and/or reselling the power to other utility providers or the northeast power grid. There is an active market for the sale of power. We could potentially lose money if we were unable to sell the power at cost. We caution that we cannot predict with any degree of certainty any potential outcome.

(17) Subsequent Events:

We entered into an agreement on July 5, 2007 with Country Road Communications LLC ("Country Road") to acquire Global Valley Networks Inc. ("GVN") and GVN Services ("GVS") through the purchase from Country Road of 100% of the outstanding common stock of Evans Telephone Holdings, Inc., the parent company of GVN and GVS. We received all required regulatory approvals and closed on this acquisition on October 31, 2007. The purchase price was $62.0 million, as adjusted for certain working capital adjustments. The purchase price was paid with cash on hand.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

This quarterly report on Form 10-Q contains forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the statements. Statements that are not historical facts are forward-looking statements made pursuant to the "Safe Harbor" provisions of the Private Securities Litigation Reform Act of 1995. Words such as "believes," "anticipates," "expects" and similar expressions are intended to identify forward-looking statements. Forward-looking statements (including oral representations) are only predictions or statements of current plans, which we review continuously. Forward-looking statements may differ from actual future results due to, but not limited to, and our future results may be materially affected by, any of the following possibilities:

* Changes in the number of our access lines and high-speed internet subscribers;

* The effects of competition from wireless, other wireline carriers (through voice over internet protocol (VOIP) or otherwise), high-speed cable modems and cable telephony;

* The effects of greater than anticipated competition requiring new pricing, marketing strategies or new product offerings and the risk that we will not respond on a timely or profitable basis;

* The effects of general and local economic and employment conditions on our revenues;

* Our ability to effectively manage service quality;

* Our ability to successfully introduce new product offerings, including our ability to offer bundled service packages on terms that are both profitable to us and attractive to our customers;

* Our ability to sell enhanced and data services in order to offset ongoing declines in revenue from local services, switched access services and subsidies;

* Changes in accounting policies or practices adopted voluntarily or as required by generally accepted accounting principles or regulators;

* The effects of ongoing changes in the regulation of the communications industry as a result of federal and state legislation and regulation, including potential changes in state rate of return limitations on our earnings, access charges and subsidy payments, and regulatory network upgrade and reliability requirements;

* Our ability to effectively manage our operations, operating expenses and capital expenditures, to pay dividends and to reduce or refinance our debt;

* Adverse changes in the ratings given to our debt securities by nationally accredited ratings organizations, which could limit or restrict the availability and/or increase the cost of financing;

* The effects of bankruptcies in the telecommunications industry, which could result in potential bad debts;

* The effects of technological changes and competition on our capital expenditures and product and service offerings, including the lack of assurance that our ongoing network improvements will be sufficient to meet or exceed the capabilities and quality of competing networks;

* The effects of increased medical, retiree and pension expenses and related funding requirements;

* Changes in income tax rates, tax laws, regulations or rulings, and/or federal or state tax assessments;

* The effects of state regulatory cash management policies on our ability to transfer cash among our subsidiaries and to the parent company;

* Our ability to successfully renegotiate union contracts expiring in 2008 and thereafter;

* Our ability to pay a $1.00 per common share dividend annually may be affected by our cash flow from operations, amount of capital expenditures, debt service requirements, cash paid for income taxes (which will increase in the future) and our liquidity;

* The effects of utilizing our Federal and state net operating loss carry forwards and AMT tax credit carry forwards which has significantly increased our cash taxes in 2007 and will continue to do

so in 2008 and 2009;

* The effects of any future liabilities or compliance costs in connection with worker health and safety matters;

* The effects of any unfavorable outcome with respect to any of our current or future legal, governmental, or regulatory proceedings, audits or disputes; and

* The effects of more general factors, including changes in economic, business and industry conditions.

Any of the foregoing events, or other events, could cause financial information to vary from management's forward-looking statements included in this report. You should consider these important factors, as well as the risks set forth under Item 1A. "Risk Factors," in our Annual Report on Form 10-K for the year ended December 31, 2006, in evaluating any statement in this report on Form 10-Q or otherwise made by us or on our behalf. The following information is unaudited and should be read in conjunction with the consolidated financial statements and related notes included in this report. We have no obligation to update or revise these forward-looking statements.

Overview

We are a full-service communications provider and one of the largest exchange telephone carriers in the country. We offer our incumbent local exchange carrier (ILEC) services under the "Frontier" name. On July 31, 2006, we sold our competitive local exchange carrier (CLEC), Electric Lightwave, LLC (ELI). We accounted for ELI as a discontinued operation in our consolidated statements of operations. On March 8, 2007, we completed the acquisition of Commonwealth Telephone Enterprises, Inc., which includes a small CLEC component. This acquisition expands our presence in Pennsylvania and strengthens our position as a leading full-service communications provider to rural markets. On October 31, 2007, we completed the acquisition of Global Valley Networks Inc. and GVN Services which expands our presence in California and similarly strengthens our rural position. As of September 30, 2007, we operated in 24 states with approximately 6,100 employees.

Competition in the telecommunications industry is intense and increasing. We experience competition from many telecommunications service providers, including cable operators, wireless carriers, voice over internet protocol (VOIP) providers, long distance providers, competitive local exchange carriers, internet providers and other wireline carriers. We believe that as of September 30, 2007, approximately 57% of the households in our territories are able to be served by alternate phone providers. We also believe that competition will continue to intensify in 2007 and 2008 across all of our products and in all of our markets. Our Frontier business experienced erosion in access lines and switched access minutes in 2006 and the first nine months of 2007 primarily as a result of competition. Competition in our markets may result in reduced revenues in 2007 and 2008.

The communications industry is undergoing significant changes. The market is extremely competitive, resulting in lower prices. These trends are likely to continue and result in a challenging revenue environment. These factors could also result in more bankruptcies in the sector and, therefore, affect our ability to collect money owed to us by carriers.

Revenues from data and internet services such as high-speed internet continue to increase as a percentage of our total revenues and revenues from services such as local line and access charges (including federal and state subsidies) are decreasing as a percentage of our revenues. These factors, along with the potential for increasing operating costs, could cause our profitability and our cash generated by operations to decrease.

On October 24, 2007, the Federal Communications Commission (FCC) released an order granting us relief from certain tariff and pricing regulations on our existing packet-switched and optical transmission services. While this is a positive deregulatory step by the FCC, these services are a small, but growing, portion of our current total revenues. The impact of this ruling will not have an immediate material impact on our revenues.

a) Liquidity and Capital Resources

Cash Flow from Operating Activities

As of September 30, 2007, we had cash and cash equivalents aggregating $247.4 million. Our primary source of funds continues to be cash generated from operations. For the nine months ended September 30, 2007, we used cash flow from continuing operations and cash and cash equivalents to fund a significant portion of the acquisition of Commonwealth, capital expenditures, dividends, interest payments, debt repayments and stock repurchases.

We believe our operating cash flows, existing cash balances, and credit facility will be adequate to finance our working capital requirements, fund capital expenditures, make required debt payments through 2008, pay taxes, pay dividends to our stockholders in accordance with our dividend policy and support our short-term and long-term operating strategies. We have approximately $0.6 million of debt maturing during the last three months of 2007 and $2.4 million and $2.5 million of debt maturing in 2008 and 2009, respectively.

A number of factors, including but not limited to, losses of access lines, increases in competition and lower subsidy and access revenues are expected to reduce our cash generated by operations. Our below investment grade credit ratings may make it more difficult and expensive to refinance our maturing debt. We have in recent years paid relatively low amounts of cash taxes. We expect that in 2007 and beyond our cash taxes will increase substantially as our Federal and state net operating loss carry forwards and AMT tax credit carry forwards are estimated to be fully utilized during 2007 and 2008. We paid $53.7 million in cash taxes during the first nine months of 2007 and expect to pay approximately $60.0 million for the full year of 2007.

Cash Flow from Investing Activities

Acquisition

On March 8, 2007, we acquired Commonwealth in a cash-and-stock taxable transaction, for a total consideration of approximately $1.1 billion. We paid $801.5 million in cash ($661.1 million net, after cash acquired), issued common stock with a value of $247.4 million and had $7.0 million of accrued closing costs at September 30, 2007.

In connection with the acquisition of Commonwealth, we assumed $35.0 million of debt under a revolving credit facility and $191.8 million face amount of Commonwealth convertible notes (fair value of $209.6 million). During March 2007, we paid down the $35.0 million credit facility. We have retired all but $8.5 million of the $191.8 million face amount of Commonwealth notes as of September 30, 2007. The notes were retired by the payment of $165.4 million in cash and the issuance of our common stock valued at $36.7 million. The premium paid of $18.9 million was recorded as $17.8 million to goodwill and $1.1 million to investment and other income, net.

Capital Expenditures

For the nine months ended September 30, 2007, our capital expenditures were $202.6 million, including $24.2 mi