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OF COUNSEL
RICHARD T. CIOTONE

February 1, 2000

Mr. Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P. O. Box 360
Jefferson City, Missouri 65102

Re: Joint Application of GTE Arkansas Incorporated and
CenturyTel of Northwest Arkansas LLC

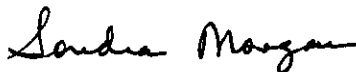
Dear Mr. Roberts:

Enclosed for filing in above referenced matter, please find an original and fourteen copies of the following documents:

1. Joint Application
2. Motion for Waiver of 4 CSR 240-2.080(1)
3. Motion for Issuance of a Protective Order.

Please see that this filing is brought to the attention of the appropriate Commission personnel. If there are any questions regarding these filings, please feel free to call. I thank you in advance for your attention to and cooperation in this matter.

Sincerely,



Sondra B. Morgan

SBM/da
Enclosure
cc: Office of Public Counsel

FILED²
FEB 1 2000
Missouri Public
Service Commission
TM-2000-471

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED²
FEB 1 2000

Missouri Public
Service Commission

In the matter of the Joint Application)
of GTE Arkansas Incorporated and)
CenturyTel of Northwest Arkansas LLC)
for authority to transfer and acquire part of)
GTE Arkansas Incorporated's franchise,)
facilities or system located in the State)
of Missouri and for issuance of certificates)
of service authority to CenturyTel of)
Northwest Arkansas.)

Case No. Tm-2000-471

JOINT APPLICATION

Come now GTE Arkansas Incorporated and CenturyTel of Northwest Arkansas LLC (also collectively referred to as "Joint Applicants") and in support of their Joint Application, pursuant to §392.300, 392.410, 392.430, 392.450 and 4 CSR 240-2.060(2), state to the Missouri Public Service Commission ("Commission") as follows:

1. GTE Arkansas Incorporated (GTE) is a corporation duly organized and existing under the laws of the State of Delaware; its principal office and place of business is located at 214 South Denver, Russelville, Arkansas 72801. GTE currently provides telecommunications service to customers located in the state of Arkansas totaling approximately 230,800 access lines. As is relevant herein, GTE also provides telecommunications service to customers in two (2) exchanges located in Missouri, Pea Ridge and Seligman, totaling approximately 800 access lines pursuant to a certificate of public convenience and necessity issued by this Commission. GTE is a "telecommunications company" and a "public utility" as those terms are defined in §392.020, RSMo Supp. 1998, and, thus, is subject to the jurisdiction, supervision and control of this Commission.

2. CenturyTel of Northwest Arkansas LLC (CenturyTel N.W. Ark.) is a Louisiana Limited Liability Company authorized to do business in Missouri as evidenced by the certificate of authority issued by the Missouri Secretary of State attached hereto and incorporated by reference as Exhibit 1. CenturyTel N.W. Ark. is owned by CenturyTel Inc., a Louisiana corporation, which provides telecommunications services to more than two million customers nationwide. CenturyTel N.W. Ark.'s principal office and place of business is located at 100 Century Park Drive, Monroe, Louisiana 71203. If the instant transaction is approved by the Commission, CenturyTel N.W. Ark. will become a "telecommunications company" and a "public utility" as those terms are defined in §392.020, RSMo. Supp. 1998, and will be subject to the jurisdiction, supervision and control of this Commission.

3. All communications, correspondence, and pleadings in regard to this application should be directed to:

Byron Francis
Armstrong Teasdale
One Metropolitan Square
St. Louis, MO 63102-2740

Carolyn Little
Dave Evans
GTE Arkansas Incorporated
601 Monroe Street, Suite 304
Jefferson City, MO 65101

W.R. England, III
Brydon, Swearngen & England P.C.
312 East Capitol Avenue
P.O. Box 456
Jefferson City, MO 65102
(573) 634-7166

G. Clay Bailey
CenturyTel Service Group, LLC
100 Century Park Drive
P.O. Box 4065
Monroe, LA 71211-4065
(318) 388-9069

4. Pursuant to an Amended and Restated Asset Purchase Agreement (the "Asset Purchase Agreement") entered into by and between CenturyTel Inc. and GTE Arkansas

Incorporated, GTE Midwest Incorporated, and GTE Southwest Incorporated, dated June 29, 1999, a copy of which is marked "proprietary" and attached hereto and incorporated by reference as Exhibit 2, GTE Arkansas Incorporated (along with GTE Midwest Incorporated and GTE Southwest Incorporated), proposes to sell certain telephone properties and related assets used in the provision of telecommunications service, primarily located in the state of Arkansas, to CenturyTel Inc. As part of this transaction and as is relevant to this Application, GTE Arkansas Incorporated proposes to transfer to CenturyTel Inc. that part of GTE's franchise, facilities and system used in providing telecommunication services to customers located in its Missouri exchanges of Pea Ridge and Seligman located in the southwestern part of the State of Missouri along the Missouri-Arkansas border. A description of the franchise, facilities and system proposed to be transferred and the terms and conditions of the proposed transfer are more particularly set forth in the Asset Purchase Agreement (Exhibit 2). Simultaneously upon closing, CenturyTel Inc. proposes to transfer the Pea Ridge and Seligman exchanges (along with other Arkansas exchanges) to CenturyTel N.W. Ark.

5. Upon the closing of the transaction contemplated by the Asset Purchase Agreement, GTE proposes to discontinue the provision of telecommunications services in the two (2) enumerated Missouri exchanges and, concurrently therewith, CenturyTel N.W. Ark. proposes to commence the provision of telecommunications services in those exchanges.

6. The proposed transaction has been authorized by the Board of Directors of GTE as evidenced by the certified copy of a Resolution to that effect, attached hereto and incorporated by reference as Exhibit 3. In addition, CenturyTel Inc. has authorized the proposed transaction as evidenced by Exhibit 4 attached hereto and incorporated herein by reference.

7. The proposed transaction is not detrimental to the public interest in that CenturyTel N.W. Ark. possesses the managerial, engineering and financial expertise necessary to continue to provide the quality of service which GTE currently provides to its customers in the two (2) enumerated exchanges. CenturyTel N.W. Ark. is committed to providing the most modern technology available. CenturyTel N.W. Ark. proposes no immediate change in the operation of GTE's properties as a result of the proposed transaction and, in fact, proposes to retain all of GTE's existing employees who currently provide service to these exchanges.

8. The proposed transfer should have no impact whatsoever on the tax revenues of the political subdivisions in which any of the structures, facilities or equipment of GTE is located inasmuch as the location and the character of these structures, facilities or equipment will not change as the result of the proposed transaction nor will the tax status of the entity owning the same.

9. If this transaction is approved, CenturyTel N.W. Ark. proposes to begin provision of telecommunications services in the subject exchanges immediately upon closing. Accordingly, CenturyTel N.W. Ark. seeks a Certificate of Service Authority to provide local exchange telecommunications service, including basic local telecommunications service, and interexchange telecommunications services within GTE's Missouri exchanges of Pea Ridge and Seligman.

10. Marked as Exhibit 5 and attached to this application are exchange boundary maps on file with and approved by the Commission for the two (2) subject exchanges, Pea Ridge and Seligman. CenturyTel N.W. Ark. seeks to provide service to the same area and within the same

boundaries shown on these maps. These maps provide the most accurate depiction of the service area in question.

11. GTE's Missouri tariff for service to customers in these exchanges currently mirrors its Arkansas tariff since these exchanges are part of the Arkansas study area. CenturyTel N.W. Ark. seeks to continue to provide telecommunications services to these areas currently served by GTE under the same rates, terms and conditions as are currently in force for those exchanges, or under the same rates, terms and conditions as may be ordered by the Arkansas Public Service Commission after it approves the transaction in that state. Accordingly, CenturyTel N.W. Ark. requests a waiver of 4 CSR 240-2.060(4)(H) requiring that a proposed tariff with a forty-five (45) day effective date be filed with its Application.

12. CenturyTel N.W. Ark. will obtain the appropriate approvals to provide service in the subject exchanges because all necessary approvals of governmental bodies will be transferred from GTE as provided by the terms of the Asset Purchase Agreement marked as "proprietary" Exhibit 2 and attached hereto.

13. The granting of the application for a certificate is required by the public convenience and necessity in order for the customers of the subject exchanges to continue receiving the telecommunications services which they are currently receiving from GTE. Joint Applicants have previously set out in Paragraph 7 of this Application facts showing that the proposed transfer is not detrimental to the public interest, and these same facts also show that the granting of the application is required by the public convenience and necessity.

CenturyTel N.W. Ark. has shown in Paragraph 7 of the Application that it possesses the necessary technical, financial and managerial resources and abilities to provide local

telecommunications services, including basic local telecommunications services, and interexchange telecommunications service. GTE no longer desires to provide the aforementioned services and is willing to relinquish its obligation to provide service at such time as CenturyTel N.W. Ark. is authorized to begin providing service in the subject exchanges. For this reason, the public convenience and necessity requires that a certificate be granted to CenturyTel N.W. Ark.

WHEREFORE, Joint Applicants respectfully request the Commission to issue its order:

1) approving the transfer and acquisition of that part of GTE's franchise, facilities and system used in providing service to the public in the Missouri exchanges of Pea Ridge and Seligman, in accordance with the Asset Purchase Agreement attached hereto as Exhibit 2; 2) authorizing GTE to discontinue providing telecommunication services in the two (2) enumerated exchanges as of the date of transfer; 3) granting a certificate of service authority to CenturyTel N.W. Ark. to provide local telecommunications service, including basic local telecommunications service, and interexchange telecommunications service to the exchanges of Pea Ridge and Seligman; 4) authorizing CenturyTel N.W. Ark. to commence providing telecommunications services in the two (2) enumerated exchanges effective on the date of closing of the sale; 5) authorizing Joint Applicants to do and perform, or cause to be done and performed, such other acts and things, as well as to make, execute and deliver any and all documents as may be necessary, advisable and proper to the end that the intent and purposes of this transaction may be fully effectuated; and 6) granting such other relief as is reasonable in the circumstances.

Respectfully submitted,

Byron E. Francis by SBM

Byron E. Francis Mo. Bar 23982

GTE Arkansas Incorporated
600 Monroe Street, Suite 304
Jefferson City, MO 65101
(573) 634-8424

Sondra B. Morgan

W.R. England, III Mo. Bar 23975

Sondra B. Morgan Mo. Bar 35482

Brydon, Swearngen & England P.C.

312 East Capitol Avenue

P.O. Box 456

Jefferson City, MO 65102-0456

(573) 635-7166

STATE OF MISSOURI)
) SS
COUNTY OF ST. CHARLES)

I, **M. Michael Foster**, of lawful age, being first duly sworn upon my oath, state that I am the **President** of GTE Arkansas Incorporated; that I am authorized to execute this Application on behalf of GTE Arkansas Incorporated; and that the facts set forth in the foregoing Application are true to the best of my knowledge, information and belief.


M. Michael Foster

Subscribed and sworn to before me this 3rd day of September, 1999.

“ NOTARY SEAL “
Kathleen M. Feldewerth, Notary Public
St. Charles County, State of Missouri
My Commission Expires 10/2/2001


Kathleen M. Feldewerth
Notary Public

My commission expires:

October 2, 2001

STATE OF LOUISIANA

PARISH/COUNTY OF Cassata

)
) SS

I, R. Stewart Ewing of lawful age, being first duly sworn upon my oath, state that I am the Executive Vice Pres. of CenturyTel of Northwest Arkansas, LLC; that I am authorized to execute this Application on behalf of CenturyTel of Northwest Arkansas LLC; and that the facts set forth in the foregoing Application are true to the best of my knowledge, information and belief.

R. Stewart Ewing

Subscribed and sworn to before me this 15th day of September 1999.

Kathy Lettison
Notary Public

My Commission expires:

at death

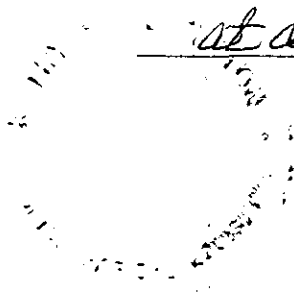


EXHIBIT 1

**CenturyTel of Northwest Arkansas LLC
Certificate of Authority to Transact Business in the State of Missouri**

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CERTIFICATE OF REGISTRATION
FOREIGN LIMITED LIABILITY COMPANY

WHEREAS,
CENTURYTEL OF NORTHWEST ARKANSAS, LLC

USING IN MISSOURI THE NAME
CENTURYTEL OF NORTHWEST ARKANSAS, LLC

AND EXISTING UNDER THE LAWS OF THE STATE OF LOUISIANA
HAS FILED WITH THIS STATE ITS APPLICATION FOR REGISTRATION AND
WHEREAS THIS APPLICATION FOR REGISTRATION CONFORMS TO THE
MISSOURI LIMITED LIABILITY COMPANY ACT;

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE,
STATE OF MISSOURI, BY VIRTUE OF AUTHORITY VESTED IN ME BY LAW,
DO CERTIFY AND DECLARE THAT ON THE 21ST DAY OF JULY, 1999,
THE ABOVE FOREIGN LIMITED LIABILITY COMPANY IS DULY AUTHORIZED
TO TRANSACT BUSINESS IN THE STATE OF MISSOURI
AND IS ENTITLED TO ANY RIGHTS GRANTED
LIMITED LIABILITY COMPANIES.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
21ST DAY OF JULY, 1999.

Rebecca McDowell Cook
Secretary of State



\$105.00

No. FL0029923

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE RECORDS

CENTURYTEL OF NORTHWEST ARKANSAS, LLC

I, REBECCA McDOWELL COOK, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 19th day of JANUARY, 2000.

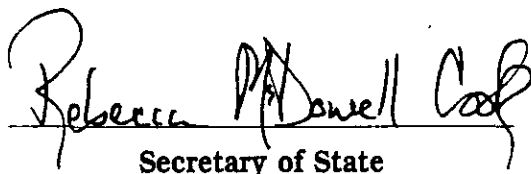

Secretary of State



EXHIBIT 2

EXHIBIT 3

Resolution of the Board of Directors of GTE Corporation

GTE CORPORATION

RESOLVED: That the proper officers of the Corporation, GTE Service Corporation, and any direct or indirect subsidiaries of the Corporation are authorized to sell and/or exchange for telecommunication properties the switched access lines identified in Exhibit A (the "Specified Lines") and any additional switched access lines as such officers deem advisable; provided, however, that (i) the aggregate number of switched access lines sold, net of any switched access lines acquired in any exchange, shall not exceed one million six hundred thousand (1,600,000) plus the number of switched access lines in the exchanges identified in Exhibit A which represents normal growth in such exchanges since December 31, 1997 (the "Expansion Lines"), and (ii) not more than three hundred thousand (300,000) of the switched access lines that are sold or exchanged shall be access lines that are not Specified Lines or Expansion Lines.

RESOLVED: That the proper officers of the Corporation, GTE Service Corporation, and any direct or indirect subsidiaries of the Corporation are authorized to effect the sale and/or exchange of access lines as described in the preceding resolution without any further approval of this Board, provided, however, that any single transaction shall not exceed two hundred fifty million dollars (\$250 million) of net book value.

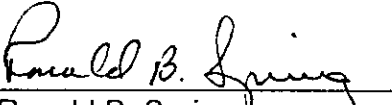
RESOLVED: That the proper officers of the Corporation, GTE Service Corporation and any direct or indirect subsidiaries of the Corporation are authorized to enter into agreements, make regulatory filings and take any and all other actions that said officers, acting individually, deem necessary or advisable to carry out the intent of the foregoing resolutions, and that the authority of the officer to take such action shall be conclusively evidenced by his or her taking such action.


SECRETARY'S CERTIFICATE OF RESOLUTION

I, the undersigned Ronald B. Spring, Assistant Secretary of GTE Corporation, a corporation organized under the laws of the State of New York (the "Corporation"), HEREBY DO CERTIFY that the foregoing is a full, true and correct copy of a resolution of the Board of Directors of the Corporation, duly and regularly adopted by the Board of Directors in conformance with applicable law and the bylaws of said Corporation on the 3rd day of September, 1998.

I further certify that said resolution has not been amended or revoked and is still in full force and effect, that it was unanimously adopted by a quorum, and that the same appears of record in the minute book of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my name as Assistant Secretary and affixed the seal of said Corporation, this 2nd day of September, 1999.



Ronald B. Spring
Assistant Secretary 

REPOSITIONING RESOLUTION EXHIBIT A

State	Market Cluster	Number of Exchanges	Total Lines
ALABAMA	ALBERTA AL	3	2,226
ALABAMA	ANDALUSIA AL	4	17,045
ALABAMA	ASHLAND AL	10	15,581
ALABAMA	BAYOU LA BATRE AL	5	11,832
ALABAMA	BRUNDIDGE AL	4	4,629
ALABAMA	COFFEEVILLE AL	1	694
ALABAMA	DOTHAN AL	18	104,002
ALABAMA	FALKVILLE AL	3	2,841
ALABAMA	GREENVILLE AL	9	16,163
ALABAMA	HALEYVILLE AL	8	24,493
ALABAMA	JEMISON AL	3	5,504
ALABAMA	REFORM AL	6	8,838
ALABAMA	SCOTTSBORO AL	3	13,551
ALABAMA	TALLASSEE AL	2	6,195
ALABAMA	TRUSSVILLE AL	4	20,582
ALABAMA	VALLEY HEAD AL	2	1,705
ALABAMA	VERNON AL	5	12,069
ALABAMA Total		90	267,950
ALASKA	ALASKA AK	12	12,601
ALASKA Total		12	12,601
ARIZONA	EHRENBERG AZ	2	801
ARIZONA	PARKER AZ	4	7,392
ARIZONA Total		6	8,193
ARKANSAS	ALMA AR	3	6,684
ARKANSAS	BALD KNOB AR	11	14,463
ARKANSAS	DUMAS AR	4	7,974
ARKANSAS	GREENWOOD AR	7	15,453
ARKANSAS	JACKSONVILLE AR	5	35,943
ARKANSAS	MARVEL AR	1	1,453
ARKANSAS	OZARK AR	5	12,500
ARKANSAS	PIGGOTT AR	7	5,838
ARKANSAS	POCAHONTAS AR	10	13,966
ARKANSAS	PRESCOTT AR	3	4,208
ARKANSAS	RUSSELLVILLE AR	13	43,869
ARKANSAS	SILAM SPRINGS AR	9	18,010
ARKANSAS	STUTTGART AR	14	19,828
ARKANSAS	TEXARKANA AR	1	2,557
ARKANSAS	TRUMANN AR	7	10,598
ARKANSAS	WALDO AR	2	1,930
ARKANSAS Total		102	215,274
CALIFORNIA	BLYTHE CA	2	9,528
CALIFORNIA	CRESCENT CITY CA	5	13,542
CALIFORNIA	GARBERVILLE CA	6	4,698
CALIFORNIA	LAYTONVILLE CA	2	2,607
CALIFORNIA	ORICK CA	1	368

REPOSITIONING RESOLUTION EXHIBIT A

State	Market Cluster	Number of Exchanges	Total Lines
CALIFORNIA	PARKER DAM CA	4	3,156
CALIFORNIA	WEAVERVILLE CA	5	8,238
CALIFORNIA Total		25	42,137
ILLINOIS	ALEDO IL	16	10,167
ILLINOIS	ALTAMONT IL	8	7,549
ILLINOIS	BUNKER HILL IL	1	1,344
ILLINOIS	CARLINVILLE IL	9	12,815
ILLINOIS	CARTHAGE IL	11	8,056
ILLINOIS	CORDOVA IL	6	6,596
ILLINOIS	CUBA IL	1	794
ILLINOIS	EAST DUBUQUE IL	1	2,407
ILLINOIS	FREEPORT IL	22	38,930
ILLINOIS	JACKSONVILLE IL	23	30,944
ILLINOIS	JERSEYVILLE IL	11	10,632
ILLINOIS	KILBOURNE IL	2	687
ILLINOIS	MACOMB IL	13	26,076
ILLINOIS	MASON CITY IL	3	3,226
ILLINOIS	NEW BADEN IL	10	7,048
ILLINOIS	PITTSFIELD IL	10	10,518
ILLINOIS	POLO IL	6	6,421
ILLINOIS	PROPHETSTOWN IL	7	9,680
ILLINOIS	SHUMWAY IL	3	4,651
ILLINOIS	VIRDEN IL	7	8,584
ILLINOIS	WALTONVILLE IL	13	8,596
ILLINOIS Total		183	215,721
IOWA	CENTERVILLE IA	11	11,162
IOWA	CLARINDA IA	4	4,378
IOWA	COON RAPIDS IA	8	4,178
IOWA	CRESCO IA	12	9,240
IOWA	CRESTON IA	15	10,305
IOWA	DE WITT IA	15	16,286
IOWA	DYERSVILLE IA	9	6,971
IOWA	ELDORA IA	10	8,345
IOWA	EMMETSBURG IA	6	4,689
IOWA	FAIRFIELD IA	19	18,082
IOWA	FOREST CITY IA	1	2,399
IOWA	GRUNDY CENTER IA	5	6,791
IOWA	GUTHRIE CENTER IA	13	8,891
IOWA	HARLAN IA	20	16,357
IOWA	HARTLEY IA	10	5,267
IOWA	KLEMME IA	2	882
IOWA	KNOXVILLE IA	6	8,493
IOWA	MADRID IA	3	3,253

REPOSITIONING RESOLUTION EXHIBIT A

State	Market Cluster	Number of Exchanges	Total Lines
IOWA	MANCHESTER IA	18	14,329
IOWA	MARENGO IA	2	3,796
IOWA	MOUNT PLEASANT IA	27	21,871
IOWA	NEW HAMPTON IA	7	7,601
IOWA	NEWTON IA	14	31,716
IOWA	OSCEOLA IA	13	11,593
IOWA	ROCKWELL CITY IA	10	7,966
IOWA	SCHLESWIG IA	2	922
IOWA	STATE CENTER IA	12	11,206
IOWA	SWEA CITY IA	2	833
IOWA	TABOR IA	6	2,507
IOWA	UTE IA	2	647
IOWA	WASHINGTON IA	12	15,488
IOWA Total		296	276,444
MINNESOTA	BELGRADE MN	2	977
MINNESOTA	BIGELOW MN	1	177
MINNESOTA	CHERRY GROVE MN	3	2,308
MINNESOTA	CLARKFIELD MN	3	1,282
MINNESOTA	CLEARWATER MN	2	3,394
MINNESOTA	ELY MN	7	10,792
MINNESOTA	ERICKSBURG MN	7	7,818
MINNESOTA	FINLAYSON MN	3	1,702
MINNESOTA	FLOODWOOD MN	7	3,426
MINNESOTA	GREANEY MN	2	336
MINNESOTA	HECTOR MN	8	5,257
MINNESOTA	HERMAN MN	2	2,019
MINNESOTA	ISABELLA MN	1	85
MINNESOTA	JASPER MN	2	1,015
MINNESOTA	LYLE MN	14	11,629
MINNESOTA	MCGREGOR MN	6	4,019
MINNESOTA	MILACA MN	7	8,721
MINNESOTA	MOUND	12	34,162
MINNESOTA	MOUNTAIN LAKE MN	5	2,847
MINNESOTA	OSLO MN	7	4,948
MINNESOTA	STURGEON LAKE MN	3	1,762
MINNESOTA	TWO HARBORS MN	2	4,467
MINNESOTA	TYLER MN	6	2,824
MINNESOTA	WEST CONCORD MN	4	7,492
MINNESOTA Total		116	123,459
MISSOURI	BRUNSWICK MO	3	1,360
MISSOURI	CAMERON MO	14	16,512
MISSOURI	CHAMOIS MO	3	1,692
MISSOURI	CONCORDIA MO	1	2,093

REPOSITIONING RESOLUTION

EXHIBIT A

State	Market Cluster	Number of Exchanges	Total Lines
MISSOURI	ELDORADO SPRINGS MO	13	12,710
MISSOURI	HERMANN MO	1	2,608
MISSOURI	LICKING MO	4	3,433
MISSOURI	MACON MO	5	8,562
MISSOURI	MEMPHIS MO	5	3,711
MISSOURI	MOUNTAIN GROVE MO	8	11,960
MISSOURI	PALMYRA MO	15	13,370
MISSOURI	POTOSI MO	12	14,000
MISSOURI	ROCKVILLE MO	1	378
MISSOURI	SAVANNAH MO	10	5,999
MISSOURI	ST. JAMES MO	8	13,591
MISSOURI	VAN BUREN MO	6	5,396
MISSOURI Total		109	117,375
NEBRASKA	COLUMBUS NE	8	19,486
NEBRASKA	KEARNEY NE	7	23,617
NEBRASKA	NELIGH NE	7	6,405
NEBRASKA	ORD NE	2	2,513
NEBRASKA	PALMER NE	1	488
NEBRASKA	STAMFORD NE	12	5,219
NEBRASKA Total		37	57,728
NEW MEXICO	CARLSBAD NM NM	3	17,893
NEW MEXICO	CHAMA NM	4	2,648
NEW MEXICO	CUBA NM	6	3,187
NEW MEXICO	ESPANOLA NM	9	15,805
NEW MEXICO	HOBBS NM	5	27,687
NEW MEXICO	RUIDOSO NM	6	13,961
NEW MEXICO	CONSEQUENCES NM	3	6,032
NEW MEXICO Total		36	87,213
OKLAHOMA	BROKEN ARROW OK	12	73,815
OKLAHOMA	CHECOTAH OK	1	3,335
OKLAHOMA	COLCORD OK	1	675
OKLAHOMA	HOMINY OK	5	4,335
OKLAHOMA	KAW CITY OK	1	388
OKLAHOMA	PURCELL OK	5	11,580
OKLAHOMA	STROUD OK	1	2,180
OKLAHOMA	TECUMSEH OK	6	8,888
OKLAHOMA Total		32	105,196
TEXAS	ANDREWS TX	2	6,532
TEXAS	AVALON TX	4	2,007
TEXAS	BOGATA TX	2	2,400
TEXAS	CLARKSVILLE TX	3	4,223
TEXAS	CLYDE TX	4	4,278
TEXAS	COLMESNEIL TX	1	1,166

REPOSITIONING RESOLUTION EXHIBIT A

State	Market Cluster	Number of Exchanges	Total Lines
TEXAS	CROCKETT TX	8	18,445
TEXAS	CROSBYTON TX	6	5,882
TEXAS	CROSS PLAINS TX	3	2,456
TEXAS	CUSHING TX	2	1,216
TEXAS	DANGERFIELD TX	8	12,571
TEXAS	DEL RIO TX	2	20,400
TEXAS	DENVER CITY TX	2	4,007
TEXAS	DETROIT TX	3	1,205
TEXAS	DILLEY TX	1	1,204
TEXAS	DIMITT TX	6	6,290
TEXAS	DUMAS TX	8	14,885
TEXAS	FABENS TX	2	3,414
TEXAS	FAIRFIELD TX	11	14,109
TEXAS	FALFURRIAS TX	2	4,564
TEXAS	FERRIS TX	4	5,429
TEXAS	FOLLETT TX	2	793
TEXAS	FRANKLIN TX	1	2,415
TEXAS	GARY TX	1	594
TEXAS	GLEN ROSE TX	3	4,091
TEXAS	HASKELL TX	5	3,946
TEXAS	HEMPHILL TX	5	6,799
TEXAS	HUBBARD TX	6	3,132
TEXAS	HUNTINGTON TX	3	4,741
TEXAS	JOAQUIN TX	2	2,193
TEXAS	KAMAY TX	2	1,528
TEXAS	KARNACK TX	2	1,420
TEXAS	LAMESA TX	1	5,599
TEXAS	LEVELLAND TX	16	25,738
TEXAS	LORAIN TX	2	938
TEXAS	MAUD TX	3	3,198
TEXAS	MEMPHIS TX	7	5,785
TEXAS	MERKEL TX	1	1,886
TEXAS	MORTON TX	2	1,361
TEXAS	NEWTON TX	3	3,689
TEXAS	NORMANGEE TX	5	4,037
TEXAS	PANHANDLE TX	9	7,668
TEXAS	PECOS TX	8	6,048
TEXAS	PERRYTON TX	4	7,949
TEXAS	POST TX	1	1,961
TEXAS	RIESEL TX	1	905
TEXAS	ROANE TX	3	1,395
TEXAS	ROSEBUD TX	5	3,734
TEXAS	SEYMOUR TX	6	5,810

REPOSITIONING RESOLUTION

EXHIBIT A

State	Market Cluster	Number of Exchanges	Total Lines
TEXAS	TEXARKANA TX	5	60,275
TEXAS	TULIA TX	1	2,431
TEXAS	VAN HORN TX	3	1,946
TEXAS	VEGA TX	3	1,110
TEXAS	VENUS TX	3	2,450
TEXAS	WHITNEY TX	1	4,600
TEXAS Total		209	328,848
WISCONSIN	BOYCEVILLE WI	6	6,004
WISCONSIN	DODGEVILLE WI	13	16,601
WISCONSIN	GILLETT WI	2	3,415
WISCONSIN	HAYWARD WI	4	10,108
WISCONSIN	LAKEWOOD WI	3	6,109
WISCONSIN	ORFORDVILLE WI	3	5,952
WISCONSIN	PARK FALLS WI	5	6,999
WISCONSIN	PEPIN WI	4	2,901
WISCONSIN	PRAIRIE DU CHIEN WI	4	6,477
WISCONSIN	PRESCOTT WI	1	2,386
WISCONSIN	RICE LAKE WI	3	13,197
WISCONSIN	ST CROIX FALLS WI	3	4,568
WISCONSIN Total		51	84,717
Grand Total		1304	1,942,856

Tampa Wireless Facility

RESOLVED: That the proper officers of the Corporation, GTE Wireless Incorporated, or one or more of the affiliates designated by any officer of the Corporation, are authorized to purchase a facility in the Tampa, Florida area to provide a facility to consolidate certain functions, including GTE Wireless Headquarters, Call Center Operations and Customer Fulfillment Center, and that the proper officers of the Corporation or the designated affiliates of the Corporation are authorized to furnish, equip and improve the property so purchased; provided, however, that the cost of the facility and property so purchased and such initial furniture, fixtures, equipment and improvements, shall not exceed \$32.3 million.

RESOLVED FURTHER: That the proper officers of the Corporation or the designated affiliates of the Corporation are authorized to execute and deliver any instruments, certificates, agreements and documents and take any actions they deem necessary or advisable in order to carry out the intent of the foregoing resolution, and that the authority of the officer to take such action shall be conclusively evidenced by his or her taking such action.

RESOLVED FURTHER: That all actions taken by the proper officers of the Corporation and its affiliates prior to the date of this resolution in accordance with the authority granted in the preceding resolutions are ratified, confirmed and approved in all respects.

EXHIBIT 4

Resolution of the Board of Directors of CenturyTel, Inc.

CERTIFICATE OF SECRETARY

I, Harvey Perry, Secretary of **CenturyTel, Inc.** hereby certify that the following is a true and correct copy of resolutions adopted by the Board of Directors of CenturyTel, Inc. at a meeting held on June 29, 1999. I further certify that said resolutions have not been revoked or amended and are in full force and effect.

BE IT RESOLVED, that CenturyTel, Inc. (the "Company") is hereby authorized to enter in and execute the Asset Purchase Agreement (the "Agreement") by and among GTE Arkansas Incorporated, GTE Midwest Incorporated and GTE Southwest Incorporated (collectively "Sellers") whereby the Company would purchase from Sellers' local exchange assets in Arkansas (the "Assets"), all as set forth in the Agreement;

FURTHER RESOLVED, that the Company's purchase of the Assets for an aggregate purchase price of \$843,350,000 (the "Purchase Price"), subject to certain adjustments and upon the terms and conditions contained in the Agreement (the "Transaction") is hereby approved;

FURTHER RESOLVED, the Board of Directors of the Company does hereby approve the execution and delivery of the Agreement and any and all documentation necessary to conclude the Transaction, together with such changes in the Agreement as the officers in their sole discretion deem necessary or appropriate and to deliver the Purchase Price;

FURTHER RESOLVED, that such officers of the Company as they may designate, whether orally or in writing (the "Authorized Officers"), are hereby authorized and empowered to take steps to conclude the Transaction contemplated by the Agreement, including but not limited to negotiating the terms and conditions of the deposit letter of credit in the amount of \$42,167,500 ("LOC") with a bank or banks willing to issue the same and delivery of the LOC to Sellers;

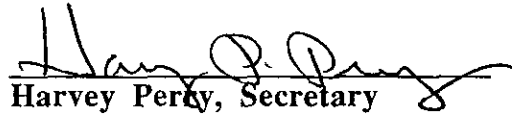
FURTHER RESOLVED, that all actions heretofore taken by the Authorized Officers in furtherance of the Transaction are hereby ratified, confirmed and approved as they in their sole discretion deem necessary or appropriate;

FURTHER RESOLVED, that the Authorized Officers are hereby authorized to take all such actions as may be necessary or appropriate to obtain on behalf of the Company any approvals of, or to effect any-notifications with governmental agencies or instrumentalities that are necessary or appropriate in order to duly consummate the Transaction, including without limitation (i) filing all applications or instruments with the Federal Communications Commission (the "FCC") as may be necessary to obtain FCC's approval (ii) filing to obtain all regulatory consents and approvals including the Arkansas Public Utilities Commission as may be necessary with respect to the Agreement, and (iii) making all filings and providing all information as may be necessary to comply with the Hart-Scott-Rodino Antitrust Improvements Act of 1976, if necessary;

FURTHER RESOLVED, that the Authorized Officers are hereby authorized (i) to execute and deliver on behalf of the Company all other agreements, certificates or other instruments that are necessary or advisable in order to consummate the Transaction, and (ii) to take all other actions that they in their sole discretion deem necessary or advisable in order to consummate the Transaction or to carry out the purpose and intent of the foregoing resolutions; and

FURTHER RESOLVED, that all actions heretofore taken by the officers of the Company that would have been authorized hereunder if taken after the adoption of these resolutions are hereby ratified and confirmed in all respects as the acts of the Company.

DATED: September 14, 1999


Harvey Perty, Secretary

SEAL

EXHIBIT 5

Exchange Boundary Maps

Original Sheet I.
Exchange SELIGMAN
County BARRY-MO
BENTON-AR

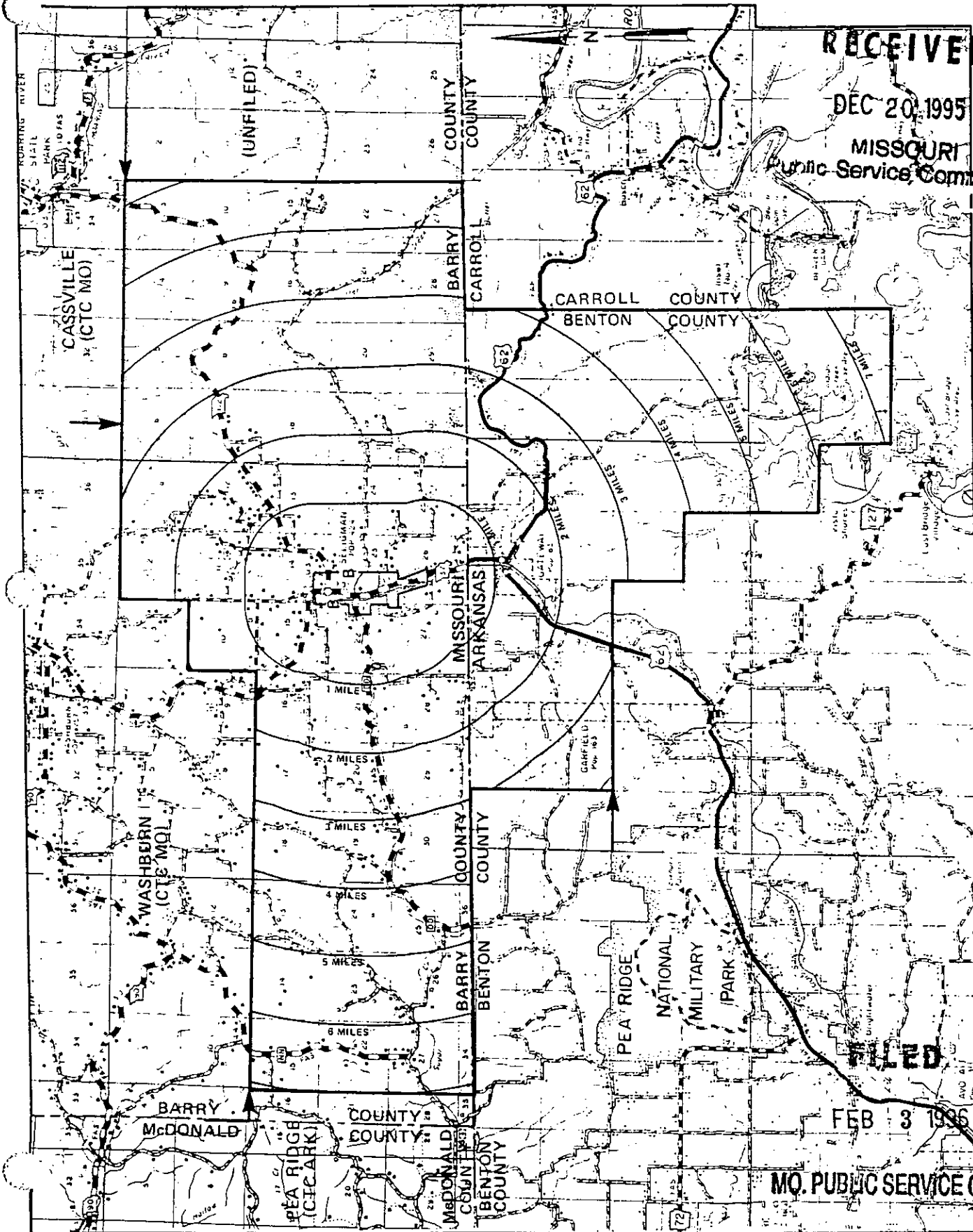
Legend
Base Rate Area — B — B — B —
Exchange Boundary —————

EXCHANGE AREA MAP

RECEIVED

DEC 20 1995

MISSOURI
Public Service Commission



R27W
R28W

R28W
R29W

FILED

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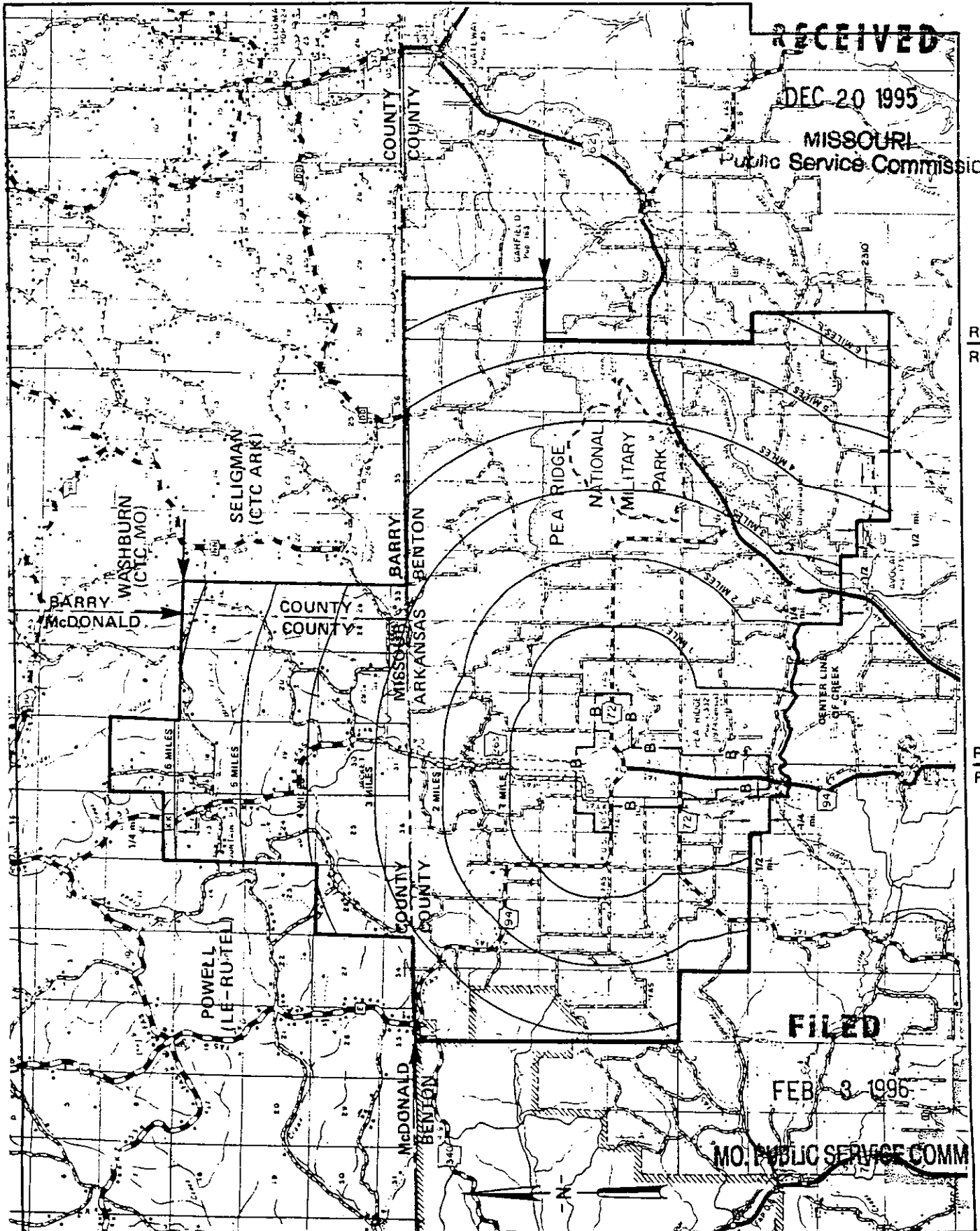
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FEB 9 1996

Original Sheet 1-A
Exchange PEA RIDGE
County BARRY & McDONALD-MO
BENTON-AR

Legend
Base Rate Area — B — B — B —
Exchange Boundary —————

EXCHANGE AREA MAP



RECEIVED

DEC 20 1995

MISSOURI
Public Service Commission

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FEB 3 1996

MO. PUBLIC SERVICE COMM

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Gerald D. Harris

FEB 3 1996

Effective