

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI

FILED

AUG 24 1999

Missouri Public  
Service Commission

In the matter of the Joint Application )  
of GTE Midwest Incorporated and )  
Spectra Communications Group LLC )  
for authority to transfer and acquire )  
part of GTE Midwest Incorporated's )  
franchise, facilities or system located in )  
the State of Missouri and for issuance of )  
certificates of service authority to Spectra )  
Communications Group LLC and for )  
authority for Spectra Communications )  
Group LLC to borrow an amount not to )  
exceed \$250,000,000 from CenturyTel, )  
Inc, and in connection therewith to )  
execute a Telephone Loan Contract, )  
Promissory Notes, and a Mortgage, )  
Security Agreement and Financing )  
Statement. )

Case No. Tm 2000-182

JOINT APPLICATION

Come now GTE Midwest Incorporated and Spectra Communications Group LLC (also collectively referred to as "Joint Applicants") and in support of their Joint Application, pursuant to §§ 392.300, 392.310, 392.430, RSMo 1994; 392.410 and 392.450, RSMo Supp. 1998; and 4 CSR 240-2.060, state to the Missouri Public Service Commission ("Commission") as follows:

1. GTE Midwest 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 1000 GTE Drive, Wentzville, Missouri 63385. GTE currently provides telecommunications service to customers located in the state of Missouri totaling approximately 450,632 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. Spectra Communications Group LLC (Spectra) is a Delaware 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. Spectra is composed of a group of investors which includes CenturyTel, Inc., a Louisiana corporation, which provides telecommunications services to more than two million customers nationwide; Spectronics Corporation, a Georgia corporation, which is an expert in providing services in the rural markets that are represented in this sale; Local Exchange Carriers LLC, a Maryland limited liability company, which was formed as a telecommunications investment company; Dr. Claude B. Minor, Jr., Chief of Staff, Monroe Regional Hospital, Monroe, Louisiana; and Dr. Bobby R. Cunningham, Professor, Grambling State University, Monroe, Louisiana. Spectra's principal office and place of business is located at 192 W. Broadway, P.O. Box 606, Peculiar, MO 64078. If the instant transaction is approved by the Commission, Spectra 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 E. Francis  
Armstrong Teasdale  
One Metropolitan Square  
St. Louis, MO 63102-2740

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

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

Kenneth Matzdorff  
Spectra Communications Group,  
LLC  
P.O. Box 647  
Peculiar, MO 64078  
(816) 779-0107

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 Asset Purchase Agreement entered into by and between Spectra and GTE Midwest Incorporated dated July 8, 1999, a copy of which is marked "proprietary" and attached hereto and incorporated by reference as Exhibit 2, GTE Midwest Incorporated proposes to sell certain telephone properties and related assets used in the provision of such service in the State of Missouri. A complete list of the exchanges is attached hereto and incorporated by reference as Exhibit 3. 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).

5. Upon the closing of the transaction contemplated by the Asset Purchase Agreement, GTE proposes to discontinue the provision of telecommunications services in the enumerated Missouri exchanges and, concurrently therewith, Spectra 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 4. In addition, Spectra has authorized the proposed transaction as evidenced by Exhibit 5 attached hereto and incorporated herein by reference.

7. A pro forma balance sheet and income statement showing the effect of the proposed acquisition upon Spectra is attached hereto and incorporated herein by reference as Exhibit 6.

8. The proposed transaction is not detrimental to the public interest in that Spectra 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 enumerated exchanges. Spectra is committed to providing the most modern technology available. Spectra's members, CenturyTel and Local Exchange Carriers, are focused on providing service in rural exchanges. Spectronics has a vast amount of telecommunications expertise in rural markets as well as metro areas which will support leading-edge technology. Spectra 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. Moreover, Spectra proposes no immediate changes in the rates, terms and conditions of the telecommunications service which GTE currently provides to customers in the exchanges. Spectra also contemplates deploying new services that may not be available to some customers, such as broadband services, after assuming ownership. Spectra intends to place "greeter" offices in many of the local communities where it provides service in order to enhance customer satisfaction and company availability.

9. 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.

10. If this transaction is approved, Spectra proposes to begin provision of telecommunications services in the subject exchanges immediately upon closing. Accordingly, Spectra seeks a Certificate of Service Authority to provide local exchange telecommunications service, including basic local telecommunications service, and interexchange telecommunications services within the Missouri exchanges listed on Exhibit 3 currently served by GTE.

11. Marked as Exhibit 7 and attached to this application are exchange boundary maps on file with and approved by the Commission for the subject exchanges. Spectra 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.

12. Spectra seeks to continue telecommunications services to these areas currently served by GTE under the same rates, terms and conditions as are currently in force for those exchanges, and after this transaction is approved, will adopt GTE's tariff. Accordingly, Spectra 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.

13. Spectra 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.

14. 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 8 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.

15. Spectra has shown in Paragraph 8 of the Application that it possesses the necessary technical, financial and managerial resources and abilities to provide telecommunications services, including basic local telecommunications services, and interexchange telecommunications service. GTE no longer desires to provide the afore-mentioned services and is willing to relinquish its obligation to provide service at such time as Spectra is authorized to begin providing service in the subject changes. For this reason, the public convenience and necessity requires that a certificate be granted to Spectra.

16. Spectra proposes to borrow certain sums, not to exceed \$250,000,000 from CenturyTel, Inc., in order to partially finance the acquisition of the local exchange telephone properties and other assets from GTE Midwest as set out in the Asset Purchase Agreement attached hereto as Exhibit 2.

17. Spectra proposes to enter into a loan agreement with CenturyTel which reflects the terms and conditions set out in the Summary Term Sheet marked Exhibit 8 and attached hereto and made a part hereof for all purposes. A copy of the loan agreement will be filed with the Commission as a late exhibit as soon as it has been prepared.

18. In connection with this borrowing, Applicant proposes to execute and deliver two promissory notes:

1) Note payable to CenturyTel in the principal amount of \$220,000,000 bearing interest at either a variable or fixed rate to be elected by Spectra at the time of borrowing. The variable rate will be calculated as a spread of 1.70% over LIBOR for 30, 60, 90 or 180 day periods. The fixed rate will be based on either a five or fifteen year term. The five year fixed rate shall be determined as a spread of 2.45% over the then current 5-year U.S. Treasury Benchmark Pricing Issue. The fifteen year fixed rate shall be determined as a spread of 3.05% over the then current 5-year U.S. Treasury Benchmark Pricing Issue; and

2) Note payable to CenturyTel in the amount of \$30,000,000 bearing interest at a variable rate determined as a spread of 1.45% over LIBOR for the applicable interest period selected which may be 30, 60, 90, or 180-day periods.

19. As security for the loan, Applicant proposes to execute and deliver a mortgage, security agreement, and financing statement on substantially all the assets of Applicant. A copy of the mortgage, security agreement and financing statement will be filed with the Commission when it is available.

20. Marked Exhibit 9, attached hereto and made a part hereof for all purposes, is an original certified copy of the Resolution of Spectra Communications Group, LLC, which approves the making of the loan, the execution of the promissory notes and the giving of security therefore.

21. Exhibit 6, the pro forma balance sheet and income statement of Applicant,

shows the effect of the proposed financing upon bonded and other indebtedness.

22. Since Spectra is a new company, it requests a waiver of the requirement to provide a capitalization expenditure schedule for the prior five (5) years as required by § 392.310, RSMo 1994.

23. No portion of the proceeds of the loan will be used for the purpose of guaranteeing, taking over, refunding, discharging or retiring existing indebtedness, therefore the entire amount will be subject to the fee schedule as set forth in § 386.300 RSMo, 1994.

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 listed on Exhibit 3 in accordance with the Asset Purchase Agreement attached hereto as Exhibit 2; 2) authorizing GTE to discontinue providing telecommunication services in the enumerated exchanges as of the date of transfer; 3) granting a certificate of service authority to Spectra to provide local telecommunications service, including basic local telecommunications service, and interexchange telecommunications service to the exchanges; 4) authorizing Spectra to commence providing telecommunications services in the 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; 6) authorizing Spectra to Borrow from CenturyTel an amount not to exceed \$250,000,000 substantially in accordance with the terms and conditions set out in the Summary Term Sheet



attached hereto as Exhibit 8; 7) to execute and deliver promissory notes evidencing the loan in the total sum not to exceed \$250,000,000; 8) to execute and deliver a mortgage, security agreement and financing statement for the purpose of placing a lien on its assets and securing the loan; and 9) granting such other relief as is reasonable in the circumstances.

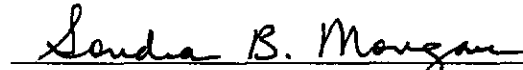
Respectfully submitted,



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Byron E. Francis                      Mo. Bar 23982  
GTE Midwest Incorporated  
600 Monroe Street, Suite 304  
Jefferson City, MO 65101  
(573) 634-8424

Attorneys for GTE Midwest Incorporated



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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

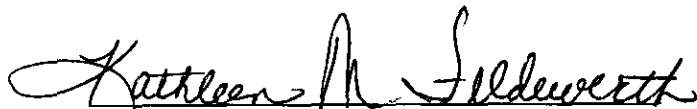
Attorneys for Spectra Communications Group  
LLC

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 Midwest Incorporated;  
that I am authorized to execute this Application on behalf of GTE Midwest Incorporated;  
and that the facts set forth in the foregoing application are true to the best of my  
knowledge, information and belief.

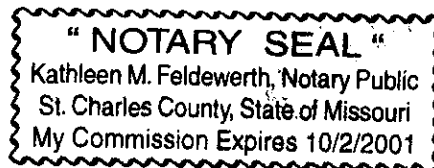
  
\_\_\_\_\_  
M. Michael Foster  
President

Subscribed and sworn to before me this 17th day of August, 1999.

  
\_\_\_\_\_  
Kathleen M. Feldewerth  
Notary Public

My Commission expires:

October 2, 2001



STATE OF Missouri )  
 ) SS  
COUNTY OF Cass )

I, Kenneth Matloff, of lawful age, being first duly sworn upon my oath, state that I am the Chief Operating Officer of Spectra Communications Group LLC; that I am authorized to execute this Application on behalf of Spectra Communications Group LLC; and that the facts set forth in the foregoing Application are true to the best of my knowledge, information and belief.

Kenneth Matloff

Subscribed and sworn to before me this 20th day of August, 1999.

Doris J. Standley

Notary Public

My Commission expires:

Dec. 11, 2000

DORIS J. STANDLEY  
Notary Public - Notary Seal  
STATE OF MISSOURI  
Cass County  
My Commission Expires: Dec. 11, 2000

EXHIBIT 1

SPECTRA COMMUNICATIONS GROUP LLC  
Missouri Certificate of Authority

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

## CERTIFICATE OF GOOD STANDING

✓ FOREIGN LIMITED LIABILITY COMPANY

I, REBECCA McDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT

SPECTRA COMMUNICATIONS GROUP, LLC

USING IN MISSOURI THE NAME

SPECTRA COMMUNICATIONS GROUP, LLC

A DELAWARE LIMITED LIABILITY COMPANY FILED ITS APPLICATION FOR REGISTRATION IN THIS OFFICE ON THE 20TH DAY OF JULY, 1999, AND IS IN GOOD STANDING HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 2ND DAY OF AUGUST, 1999.

*Rebecca McDowell Cook*  
Secretary of State



EXHIBIT 3

List of Exchanges

MISSOURI

SCHEDULE 1.1-C  
PURCHASED EXCHANGES

MO AMAZONIA  
MO ANNAPOLIS  
MO ARCOLA  
MO AURORA  
MO AVENUE CITY  
MO AVILLA  
MO BELGRADE  
MO BELLEVIEW  
MO BIRCH TREE  
MO BOLCKOW  
MO BOSS  
MO BRAYMER  
MO BRONAUGH  
MO BRUNSWICK-TRIPLETT  
MO BUNKER  
MO CALEDONIA  
MO CAMERON  
MO CANTON  
MO CENTERVILLE  
MO CLARENCE  
MO CLARKSDALE  
MO COLLINS  
MO CONCORDIA  
MO COSBY  
MO DADEVILLE  
MO DALTON  
MO EASTON  
MO EDGAR SPRINGS  
MO ELDORADO SPRINGS  
MO ELLSINORE  
MO ELMER  
MO EMINENCE  
MO EVERTON  
MO EWING  
MO FILLMORE  
MO FREEMONT  
MO GOLDEN CITY  
MO GORIN  
MO GOWER  
MO GREENFIELD  
MO GROVE SPRING  
MO HAMILTON

MO HARTVILLE  
MO HELENA  
MO HOUSTON  
MO HUMANSVILLE  
MO HUNNEWELL  
MO IRONDALE  
MO IRONTON  
MO JERICO SPRINGS  
MO KAHOKA  
MO KEYTESVILLE  
MO KIDDER  
MO KINGSTON  
MO LA BELLE  
MO LA PLATA  
MO LADDONIA  
MO LAGRANGE  
MO LAWSON  
MO LESTERVILLE  
MO LEWISTOWN  
MO LICKING  
MO LOWRY CITY  
MO MACON  
MO MANES  
MO MAYSVILLE  
MO MILO  
MO MONROE CITY  
MO MONTAUK  
MO MONTICELLO  
MO MOUNT VERNON  
MO MOUNTAIN GROVE  
MO NEBO  
MO NORWOOD  
MO OATES  
MO OSBORN  
MO OSCEOLA  
MO PALMYRA  
MO PARIS  
MO PERRY  
MO PLATTSBURG  
MO POTOSI  
MO RAYMONDVILLE  
MO REVERE  
MO ROBY  
MO ROCKVILLE  
MO ROSENDALE  
MO SANTA FE  
MO SARCOXIE  
MO SAVANNAH  
MO SCHELL CITY



MO SHELBYVILLE  
MO SHELBYVILLE  
MO SHELDON  
MO STEWARTSVILLE  
MO STOUTSVILLE  
MO TIMBERS  
MO TRIMBLE  
MO TURNEY  
MO VAN BUREN  
MO VANZANT  
MO WALKER  
MO WAYLAND  
MO WEAUBLEAU  
MO WEST QUINCY  
MO WHITESVILLE  
MO WINONA

EXHIBIT 4

GTE Board of Directors Resolution

## **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 Marianne Drost, 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 3<sup>rd</sup> 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 Secretary and affixed the seal of said Corporation, this 13<sup>th</sup> day of August, 1999.



Marianne Drost  
Marianne Drost  
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
<b>ALABAMA Total</b>		<b>90</b>	<b>267,950</b>
ALASKA	ALASKA AK	12	12,601
<b>ALASKA Total</b>		<b>12</b>	<b>12,601</b>
ARIZONA	EHRENBERG AZ	2	801
ARIZONA	PARKER AZ	4	7,392
<b>ARIZONA Total</b>		<b>6</b>	<b>8,193</b>
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	SILOAM SPRINGS AR	9	18,010
ARKANSAS	STUTT GART AR	14	19,828
ARKANSAS	TEXARKANA AR	1	2,557
ARKANSAS	TRUMANN AR	7	10,598
ARKANSAS	WALDO AR	2	1,930
<b>ARKANSAS Total</b>		<b>102</b>	<b>215,274</b>
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
<b>CALIFORNIA Total</b>		<b>25</b>	<b>42,137</b>
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	FREERPORT 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
<b>ILLINOIS Total</b>		<b>183</b>	<b>215,721</b>
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
<b>IOWA Total</b>		<b>296</b>	<b>276,444</b>
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
<b>MINNESOTA Total</b>		<b>116</b>	<b>123,459</b>
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
<b>MISSOURI Total</b>		<b>109</b>	<b>117,375</b>
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
<b>NEBRASKA Total</b>		<b>37</b>	<b>57,728</b>
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
<b>NEW MEXICO Total</b>		<b>36</b>	<b>87,213</b>
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
<b>OKLAHOMA Total</b>		<b>32</b>	<b>105,196</b>
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	LORAINE 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**

<b>State</b>	<b>Market Cluster</b>	<b>Number of Exchanges</b>	<b>Total Lines</b>
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
<b>TEXAS Total</b>		<b>209</b>	<b>328,848</b>
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	LAKWOOD 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
<b>WISCONSIN Total</b>		<b>51</b>	<b>84,717</b>
<b>Grand Total</b>		<b>1304</b>	<b>1,942,856</b>

EXHIBIT 5

Spectra Authorization

**CERTIFICATE**

I, Kay Buchart, hereby certify that I am the Secretary of Spectra Communications Group, L.L.C. (the "Company") and that:

(1) attached hereto is a true and correct copy of resolutions (the "Unanimous Written Resolutions") unanimously adopted by the members of the Board of Directors of the Company as of the date set forth in the attached unanimous consent document (the "Unanimous Consent");

(2) the directors executing the Unanimous Consent and approving the Unanimous Written Resolutions constitute all of the directors of the Company as of the date of the execution of the Unanimous Consent;

(3) attached hereto is a true and correct copy of resolutions adopted by the members of the Board of Directors at a duly constituted meeting of the Directors held on August 10, 1999 (the "Meeting Resolutions"; and together with the Unanimous Written Resolutions, the "Resolutions");

(4) the Resolutions are in full force and effect and have not been amended since the date of their adoption;

This certificate is made on this 23<sup>rd</sup> day of August, 1999.

By:

Kay Buchart

Name: Kay Buchart

Title: Secretary

**UNANIMOUS CONSENT OF DIRECTORS**  
**of**  
**SPECTRA COMMUNICATIONS GROUP, LLC**

The undersigned, being all of the manager-directors of Spectra Communications Group, LLC (the "Company"), a Delaware limited liability company, hereby adopt the following resolutions:

**I. Organization**

**A. Formation.**

RESOLVED, that any and all actions heretofore taken on behalf of the Company by the members, manager-directors, manager-officers or authorized persons of the Company, including the filing of the Company's Certificate of Formation with the Delaware Secretary of State on July 7, 1999, and the execution of that certain Limited Liability Company Agreement, dated as of July 8, 1999, among the Company and its members, are hereby confirmed, ratified and approved as the acts and deeds of the Company in all respects.

**B. Designation of Fiscal Year.**

RESOLVED, that the Company shall keep its books for both tax and financial accounting purposes on a calendar year basis.

**C. Company Bank Accounts.**

RESOLVED, that the Treasurer of the Company is hereby authorized, empowered and directed for and on behalf of the Company to establish and maintain or cause to be established and maintained bank accounts for and on behalf of the Company with Regions Bank (the "Bank") and with such other banks mutually agreeable to the Chairman and the Treasurer of the Company (Regions Bank and all such other banks being hereinafter referred to as the "Banks");

FURTHER RESOLVED, that the Treasurer of the Company and all such other manager-officers as he may designate orally or in writing with the approval of the Chairman, are hereby authorized to act as signatories for the bank accounts established on behalf of the Company with the Banks; and

FURTHER RESOLVED, that the manager-directors do hereby adopt the form of any other resolutions that may be required by the Banks to establish accounts for the benefit of the Company and the adoption of any such resolutions shall be evidenced by the filing by the Secretary of the Company of copies of such resolutions with this consent.

**D. Governmental Forms.**

RESOLVED, that the Company's President and such other manager-officers as she shall designate orally or in writing are hereby authorized and empowered for and on behalf of the Company to complete, execute and file any appropriate governmental forms required by law in order to commence and conduct operations or do business in any particular jurisdiction.

**II. Asset Purchase Agreement**

RESOLVED, that the Asset Purchase Agreement and the other agreements referenced therein (collectively, the "Agreement") proposed to be entered into by and between the Company and GTE Midwest Incorporated ("GTE"), pursuant to which GTE will sell, convey, assign, transfer and deliver to the Company rights, title and interest in certain local telephone exchange, properties, assets and rights of GTE (the "Asset Purchase"), is hereby approved in the form previously distributed to each manager-director, and the President and the Chief Operating Officer of the Company, or any other manager-officer as he or she may designate orally or in writing (collectively, the "Authorized Officers"), are hereby authorized to execute the Agreement on behalf of the Company;

FURTHER RESOLVED, that the Authorized Officers are hereby authorized to take all actions as may be necessary or appropriate to obtain any approvals of, or to effect any notification with, governmental agencies or instrumentalities that are necessary or appropriate in order to duly consummate the Asset Purchase, including without limitation (i) filing all applications or instruments with the Federal Communications Commission (the "FCC") as may be necessary to obtain the FCC's approval of the change in control of certain radio licenses of GTE, (ii) filing all appropriate applications and notices with the Missouri Public Service Commission as may be necessary with respect to the Asset Purchase, 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;

FURTHER RESOLVED, that the Authorized Officers are hereby authorized by and on behalf of the Company to make all such other filings and recordings, to pay all taxes, and to do or cause to be done any and all other acts as each of them shall deem necessary, advisable or appropriate, in their sole discretion, in connection with the consummation of the Asset Purchase; and

FURTHER RESOLVED, that the Authorized Officers are hereby authorized to do or cause to be done all such other acts or things and to sign and deliver, or cause to be signed and delivered, all such documents, instruments and certificates in the name and on behalf of the Company or otherwise as such Authorized Officers, in their sole discretion, deem necessary or advisable in order to consummate the Asset Purchase or carry out the purposes and intent of the foregoing resolutions relating thereto and to perform the obligations of the Company under all instruments executed in connection with or contemplated by such foregoing resolutions.

**III. Employment Agreement**

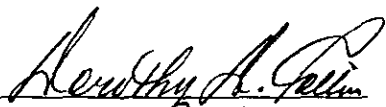
RESOLVED, that the form of Employment Agreement (the "Employment Agreement") proposed to be entered into by and between the Company and Kenneth Matzdorff, pursuant to which the Company will employ Mr. Matzdorff as its chief operating officer, is hereby approved in the form previously distributed to each manager-director, and the President of the Company, or any other manager-officer as she may designate orally or in writing, are hereby authorized to execute the Employment Agreement on behalf of the Company.

**IV. Miscellaneous**

RESOLVED, that the execution by any manager-officer of the Company of any instrument or document authorized by these resolutions or of any instrument or document executed in the accomplishment of any action or actions authorized is (or shall become upon delivery) the enforceable and binding act of the Company without the necessity of the signature or attestation of any member, manager-director, or other manager-officer; and

FURTHER RESOLVED, that any and all actions described in the foregoing resolutions heretofore taken on behalf of the Company by its members, manager-officers, manager-directors, authorized persons or agents are hereby approved, ratified and confirmed as the acts of the Company without the necessity of any further action by the members, manager-officers or manager-directors of the Company.

This Unanimous Consent, which is dated as of July 8, 1999, may be executed in multiple counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.

  
\_\_\_\_\_  
Dorothy J. Rollins

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Cardiss Collins

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Dr. Claude B. Minor, Jr.

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Dr. Bobby R. Cunningham

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Glen F. Post, III

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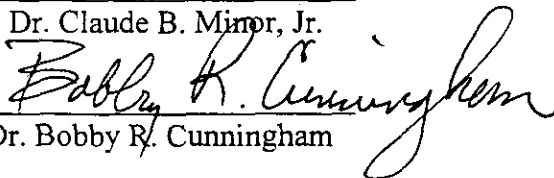
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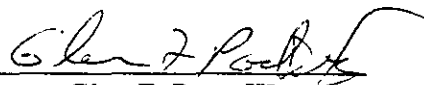
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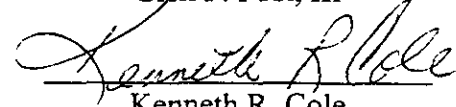
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FURTHER RESOLVED, that any and all actions described in the foregoing resolutions heretofore taken on behalf of the Company by its members, manager-officers, manager-directors, authorized persons or agents are hereby approved, ratified and confirmed as the acts of the Company without the necessity of any further action by the members, manager-officers or manager-directors of the Company.

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\_\_\_\_\_  
Glen F. Post, III

\_\_\_\_\_  
Kenneth R. Cole

*Kenneth Matzdorff*  
\_\_\_\_\_  
Kenneth Matzdorff

CERTIFICATE

The undersigned Secretary of Spectra Communications Group, LLC, a Delaware limited liability company (the "Company"), hereby certifies that the subscribers to the foregoing consent constitute all of the manager-directors of the Company.

Dated: July 8, 1999.

---

Kay C. Buchar  
Secretary

**EXHIBIT 7**

**Exchange Boundary Maps**

**EXHIBIT 9**

**Resolution of Spectra Communications Group, LLC**

**CERTIFICATE**

I, Kay Buchart, hereby certify that I am the Secretary of Spectra Communications Group, L.L.C. (the "Company") and that:

(1) attached hereto is a true and correct copy of resolutions (the "Unanimous Written Resolutions") unanimously adopted by the members of the Board of Directors of the Company as of the date set forth in the attached unanimous consent document (the "Unanimous Consent");

(2) the directors executing the Unanimous Consent and approving the Unanimous Written Resolutions constitute all of the directors of the Company as of the date of the execution of the Unanimous Consent;

(3) attached hereto is a true and correct copy of resolutions adopted by the members of the Board of Directors at a duly constituted meeting of the Directors held on August 10, 1999 (the "Meeting Resolutions"; and together with the Unanimous Written Resolutions, the "Resolutions");

(4) the Resolutions are in full force and effect and have not been amended since the date of their adoption;

This certificate is made on this 23rd day of August, 1999.

By:

Kay Buchart

Name: Kay Buchart

Title: Secretary



**RESOLUTIONS OF BOARD OF DIRECTORS  
OF  
SPECTRA COMMUNICATIONS GROUP, L.L.C.**

**BE IT RESOLVED**, that this Company be and is hereby authorized to borrow from CenturyTel, Inc., in one or more advances, an amount of money not to exceed \$250,000,000, upon substantially the terms set forth in the Summary Term Sheet presented to the Directors, with such changes as the President, any Vice President, the Chief Operating Officer, or any other person as any of them may direct (collectively, the "Designated Officers") deems necessary or advisable, the necessity or advisability thereof to be conclusively evidenced by the execution and delivery of definitive documents with respect thereto by any Designated Officer;

**FURTHER RESOLVED**, that each of the Designated Officers is hereby authorized and empowered, in the name and on behalf of this Company to execute and deliver any and all loan agreements, security agreements, term sheets, promissory notes, guarantees or other documents, agreements, instruments, certificates and other papers as such Designated Officer may deem necessary or advisable to carry out and effectuate the intent and purposes of the foregoing resolution (the "Loan Documents"), the necessity or advisability thereof to be conclusively evidenced by the execution and delivery of such Loan Documents by the Designated Officer, and the execution and delivery of such Loan Documents in the name and on behalf of this Company is hereby ratified and approved;

**FURTHER RESOLVED**, that each of the Designated Officers is hereby authorized and empowered, in the name and on behalf of this Company from time to time to execute and deliver such other and further agreements, certificates, notices and other instruments, and to do and perform such acts and things as said Designated Officer, in his sole discretion, may deem necessary or advisable in connection with the Loan Documents or any related instrument, agreement or document, or in connection with the exercise of the rights or performance of the obligations thereunder;

**FURTHER RESOLVED**, that the Designated Officers be, and each of them hereby is, authorized, in the name of and on behalf of this Company, from time to time to do and perform all such further acts and things and execute and deliver all such further agreements, instruments, documents, certificates and other papers as they may deem necessary or advisable to carry out and effectuate the intent and purposes of the foregoing resolutions, of the Loan Documents and other documents referred to therein, and of the various transactions contemplated thereby, and any of such actions heretofore taken by any of the Designated Officers are hereby ratified.