

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED²

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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

MOTION FOR ISSUANCE OF A PROTECTIVE ORDER

Comes now CenturyTel of Northwest Arkansas, LLC, ("CenturyTel" or "Applicant") and moves the Missouri Public Service Commission ("Commission") to issue its standard-form protective order in the above-referenced case. In support thereof, Applicant respectfully states to the Commission as follows:

1. On this same date, Applicant is filing a Joint Application with the Commission wherein GTE Arkansas Incorporated ("GTE") requests authority to transfer and CenturyTel requests authority to acquire part of GTE's franchise, facilities and system located in the State of Missouri and for issuance of certificates of authority to CenturyTel.

2. As an exhibit to the Joint Application, CenturyTel will be filing the Amended and Restated Asset Purchase Agreement between GTE and CenturyTel with all its attachments. Because the Asset Purchase Agreement and its attachments contain confidential and proprietary information regarding the acquisition, Applicant requests that the Commission issue a Protective Order so that these documents may be filed as "proprietary." Applicant anticipates that there will be additional confidential or proprietary information requested by the

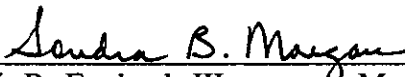
Commission Staff as it conducts its review of this transaction.

3. Therefore, because of the potential for public disclosure of such information without a protective order in place, Applicant moves the Commission to issue its standard-form protective order containing classifications of "highly confidential" and "proprietary."

WHEREFORE, Applicant respectfully requests that the Commission:

- (a) issue the Commission's standard-form protective order containing classifications of "highly confidential" and "proprietary" to guide the parties' conduct in this case; and,
- (b) grant such further relief as the Commission deems appropriate.

Respectfully submitted,



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