

LAW OFFICES
BRYDON, SWEARENGEN & ENGLAND
PROFESSIONAL CORPORATION

DAVID V.G. BRYDON
JAMES C. SWEARENGEN
WILLIAM R. ENGLAND, III
JOHNNY K. RICHARDSON
GARY W. DUFFY
PAUL A. BOUDREAU
SONDRA B. MORGAN
CHARLES E. SMARR

312 EAST CAPITOL AVENUE
P.O. BOX 458
JEFFERSON CITY, MISSOURI 65102-0458
TELEPHONE (573) 635-7166
FACSIMILE (573) 635-0427
E-MAIL: KARENBE@AOL.COM

DEAN L. COOPER
MARK G. ANDERSON
TIMOTHY T. STEWART
GREGORY C. MITCHELL
RACHEL M. CRAIG
BRIAN T. MCCARTNEY
DALE T. SMITH

August 24, 1999

FILED

AUG 24 1999

Missouri Public
Service Commission

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

Re: 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, etc.
Case No. TM-2000-182

Dear Mr. Roberts:

Enclosed please find the original plus fourteen (14) copies of the following documents for filing on behalf of Applicants in the above referenced matter:

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

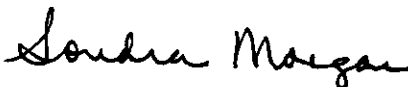
Please bring this matter to the attention of the appropriate Commission personnel. A copy of this filing is being sent to all parties of record.

Thank you for your attention to this matter.

Very truly yours,

BRYDON, SWEARENGEN & ENGLAND P.C.

By:



Sondra B. Morgan

SBM/k

Enclosures

cc: Office of Public Counsel
GTE Midwest
Clay Bailey
Ken Matzdorff

FILED

AUG 24 1999

Missouri Public Service Commission

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

**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

MOTION FOR ISSUANCE OF A PROTECTIVE ORDER

Comes now Spectra Communications Group, LLC, ("Spectra" 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 Midwest Incorporated ("GTE") requests authority to transfer and Spectra 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 Spectra. In this Application, Spectra also requests authority to borrow an amount not to exceed \$250,000,000 from CenturyTel, Inc.

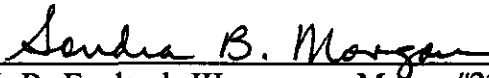
2. As appendices to the Joint Application, Spectra will be filing the Asset Purchase Agreement between GTE and Spectra with all its attachments. Spectra will also attach to the Joint Application pro forma financial statements which show the effect of the proposed acquisition on Spectra and the effect of the proposed borrowing on the company. Because the Asset Purchase Agreement and its attachments contain confidential and proprietary information regarding the acquisition and the pro forma financial statements contain confidential and proprietary information regarding the company's financial resources, 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,



W. R. England, III Mo. #23975
Sondra B. Morgan Mo. #35482
BRYDON, SWEARENGEN & ENGLAND P.C.
312 East Capitol Avenue
P.O. Box 456
Jefferson City, MO 65101-0456
(573) 635-7166

Attorneys for Spectra Communications Group,
LLC