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January 11, 2005

FILED

JAN 11 2005

Missouri Public
Service Commission

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102-0360

Re: FullTel, Inc.
Case No. TK-2005-0079

Dear Judge Roberts:

Enclosed for filing in the referenced matter please find the original and five copies of the Response of FullTel to CenturyTel's Application for Rehearing and Request for Clarification of Order.

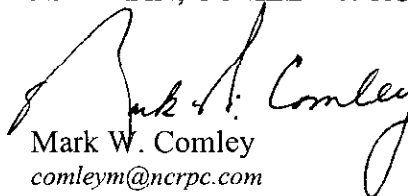
Would you please bring this filing to the attention of the appropriate Commission personnel.

Thank you.

Very truly yours,

NEWMAN, COMLEY & RUTH P.C.

By:


Mark W. Comley
comleym@ncrpc.com

MWC:ab

Enclosure

cc: Office of Public Counsel
General Counsel's Office
Larry W. Dority
Roger Baresel
Andrew M. Klein

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

FILED

JAN 11 2005

Missouri Public
Service Commission

Petition of FullTel, Inc. for Approval of)
an Interconnection Agreement Pursuant)
to Section 252 of the Communications Act)
of 1934, as Amended)

Case No. TK-2005-0079

**RESPONSE OF FULLTEL TO CENTURYTEL'S APPLICATION FOR REHEARING
AND REQUEST FOR CLARIFICATION OF ORDER**

FullTel, Inc., ("FullTel"), by and through the undersigned counsel, in accordance with the Missouri Public Service Commission's Order Directing Filing dated December 30, 2004, hereby responds to the Application for Rehearing of CenturyTel of Missouri, LLC ("CenturyTel-MO") and Spectra Communications Group LLC d/b/a CenturyTel ("Spectra"),¹ and respectfully requests that the Commission clarify the scope of its Order to also include Spectra as a party to the newly-formed interconnection agreement. The Commission's Order Recognizing Adoption of Interconnection Agreement dated December 21, 2004, ("Order Recognizing Adoption") is entirely lawful, just and reasonable, was based on a comprehensive record, and is in the public interest. As a result, and since CenturyTel's Application for Rehearing has no merit, the Order Recognizing Adoption must stand and the CenturyTel Application be denied.

FullTel does, however, respectfully request that the Commission take this opportunity to clarify that the scope of its Order Recognizing Adoption does include Spectra, now that FullTel has provided the formal notice of adoption envisioned by the Commission's Order. In other words, now that FullTel has served Spectra with notice formally adopting the Brooks Fiber

¹ Except as otherwise indicated, CenturyTel and Spectra d/b/a CenturyTel will be collectively referred to herein as "CenturyTel."

Agreement,² as apparently contemplated by the Order Recognizing Adoption, the Commission can hopefully clarify that such action cures the sole deficiency and require that Spectra also interconnect with FullTel on a nondiscriminatory basis pursuant to the terms of Brooks Fiber Agreement.

A. Since the Commission's Order is Lawful and Based on a Comprehensive and Sufficient Review, the Application of CenturyTel Must be Denied

The Commission has conducted a comprehensive evaluation of the facts and circumstances surrounding FullTel's adoption of the Brooks Fiber Agreement, carefully examining (and eliminating) each potential obstacle. Only after several rounds of filings did the Commission consider and resolve the matter. CenturyTel has presented absolutely no basis – legal or otherwise – to upset that well-reasoned decision.

First and foremost, CenturyTel presents no new fact or argument and therefore provides no basis for its Application for Rehearing to even be entertained. In order to seek rehearing, CenturyTel would need to identify some material fact not considered or a legal error committed. CenturyTel fails to supply sufficient reason for the Commission to order rehearing and as a consequence the application must be denied.³

CenturyTel may not simply rehash the same arguments, already considered and rejected, and expect that its application would be considered, let alone granted. Since this most fundamental threshold requirement has not been met, the Commission need not go any further and may reject the Application on that sound basis. Should, however, the Commission decide to

² Interconnection Agreement between GTE Midwest Incorporated, d/b/a Verizon Midwest, and Brooks Fiber Communications of Missouri, Inc., approved in Case No. CK-2002-1146 ("the Agreement").

³ *In the Matter of the Application to Intervene in Union Electric Company d/b/a AmerenUE Proposed Tariff* filed under Tariff NO. JG-2005-0145, Case No. GT-2005-0069.

go further and consider CenturyTel's arguments, it will find that each was already briefed, evaluated, and resolved. In either case, the outcome would be the same, and the Order Recognizing Adoption would stand.

Following the filing by FullTel of the Petition for Confirmation of the Adoption on September 30, 2004, the Commission joined CenturyTel-MO and Spectra as parties, and called for CenturyTel to respond. On October 25, 2004, CenturyTel made a motion for summary determination that raised, for all intents and purposes, the same arguments now rehashed in the Application for Rehearing. The Commission called for FullTel to respond, and FullTel duly filed its response on November 12, 2004.⁴ The Commission then called on the parties to address the applicability (or lack thereof) of the FCC's Interim Order,⁵ which they did on November 29, 2004.

Now, following the Commission's consideration and disposition of the issues, CenturyTel seeks rehearing – with no new facts and no new legal arguments presented. In fact, the only new part of CenturyTel's pleading is its repeated allegation that the Commission's Order is somehow “unlawful, unjust and unreasonable” and suffers also from a host of other alleged defects.⁶ Unfortunately for CenturyTel, simply repeating an allegation does not make it so, and this case provides a perfect example of that truism.

Contrary to CenturyTel's empty assertions, the Commission reached a judicious, well-reasoned and legally sound conclusion in recognizing FullTel's adoption. Given the straightforward nature of the law under which FullTel adopted the agreement, Sections 251 and

⁴ Commission staff also filed on the substantive questions, adding to the comprehensiveness of the record.

⁵ In the Matter of Unbundled Access to Network Elements; Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers, 69 Fed. Reg. 55,111, 55.112 (effective September 13, 2004) (to be codified at 47 C.F.R. pt. 51) (“Interim Order”).

⁶ See, e.g., CenturyTel Application for Rehearing, at pages 1, 3, 4, 6 (adding “erroneous findings and conclusions”), 7, 8 (combining “erroneously” with “unlawfully”) and 9.

252 of the Communications Act, as amended,⁷ the Commission's consideration of the issues was undoubtedly more than required. The Commission specifically and duly considered, and addressed, for example, the validity of the notice, CenturyTel's status as a successor-in-interest to Verizon, the fact that CenturyTel is a party to the agreement, and the limited applicability of the FCC's *Interim Rules*.

While CenturyTel now disputes that it is a successor-in-interest to Verizon and criticizes the Commission's holding on that point as "erroneous [and] conclusory,"⁸ CenturyTel has in the recent past affirmatively asserted that its purchase of the Verizon exchanges in Missouri qualifies it as precisely that. CenturyTel asserted, for example, that its Spectra subsidiary "***is a 'successor in interest' to GTE/Verizon***" as a result of its purchase of local exchange properties which was approved by the Commission[.]"⁹ Since both CenturyTel-MO and Spectra purchased local exchange properties from GTE/Verizon, each entity is by CenturyTel's own assertion a "'successor in interest' to GTE/Verizon[.]"¹⁰

CenturyTel's next assertion, that the Commission's Order Recognizing Adoption is somehow an "unlawful collateral attack"¹¹ on the Order approving CenturyTel's purchase of the service territory is entirely lacking in merit. First, as noted immediately above, CenturyTel itself has pointed to the Commission's Order approving transfer from GTE/Verizon to a CenturyTel subsidiary as conclusive evidence that the subsidiary *is* a "successor in interest." Thus, the

⁷ 47 U.S.C. § 151, *et. seq.* (the "Act").

⁸ CenturyTel Application, at page 3.

⁹ Petition of Spectra Communications Group LLC d/b/a CenturyTel Regarding Price Cap Regulation, Case No. IO-2003-0132, dated October 4, 2002, verified by Mr. Arthur Martinez, Director Government Relations for Spectra Communications Group, L.L.C and CenturyTel of Missouri L.L.C. Relevant portions of this verified Petition are attached hereto as Exhibit 1.

¹⁰ *Id.* Furthermore, in the Report and Order approving CenturyTel's acquisition of the service territory, Case TM-2002-232, dated May 31, 2002, ("Transfer Order"), the Commission noted that "CenturyTel desires to acquire those 96 exchanges [from Verizon] and to assume the service obligations previously imposed upon Verizon."

¹¹ CenturyTel Application, at page 4.

Commission is 100% correct in concluding that the language of the Brooks Fiber Agreement itself binds CenturyTel as a legal successor to Verizon.

Second, it is clear from the very ordering language cited by CenturyTel in its Application that CenturyTel must offer the same agreement to FullTel, since the prior Commission order states that "CenturyTel shall use the same rates, terms and conditions of service as Verizon on the date of the closing of the transaction."¹² Furthermore, the Transfer Order provides that any new agreements must, where technically feasible, "have the same terms and conditions as did the Agreement with Verizon."¹³ If any party is to be estopped, based on the Commission's Transfer Order, it is CenturyTel.¹⁴

Finally, CenturyTel takes great care to avoid any assertion that it is not *currently* a party to the Brooks Fiber Agreement, tactfully arguing only that it "~~was~~ not a party" to the agreement initially.¹⁵ However, as the Commission properly concluded, CenturyTel is now a party to that agreement and it therefore is available for adoption by FullTel.

The Order Recognizing Adoption is equally correct in concluding that the FCC's *Interim Order* has little or no bearing on FullTel's adoption of the Agreement. Again, CenturyTel produces no new fact or legal argument in support of its allegation that the Commission's "erroneous and conclusory decision" is, *inter alia*, "unlawful, unjust and unreasonable." For the

¹² *Id.*, at page 5, citing Transfer Order, at page 6.

¹³ *Id.*

¹⁴ It borders on the absurd for CenturyTel to continue to argue that it may differentiate between carriers who had agreements in 2002 and those who did not, for such a distinction would be discriminatory and therefore illegal. As explained in its November 12, 2004 pleading, FullTel respectfully disagrees with Staff's assertion on this point, since it would be impermissible for a Commission Order to be applied in such a discriminatory fashion, allowing one group of carriers superior rights vis-à-vis others. Both federal and state law prohibit discriminatory behavior by ILECs such as CenturyTel (*see, e.g.*, 47 U.S.C. §§251(c), 252(d), (e) and (i)),

¹⁵ *Id.* at page 6.

reasons set forth in FullTel's prior pleadings, it is CenturyTel and not the Commission that is in error.

The Communications Act, passed by Congress and signed into law, still governs this issue and trumps any Order of a federal agency or commission, such as the FCC. Federal law bolsters the Commission's Order recognizing FullTel's adoption of the Agreement, since the Act requires that CenturyTel provide nondiscriminatory access to elements and interconnection¹⁶ and mandates that CenturyTel include such terms in interconnection agreements.¹⁷ Most relevant for present purposes, however, is the fact that Section 252(i) of the Act requires local exchange carriers to make those interconnection agreements available to requesting telecommunications carriers "upon the same terms and conditions as those provided in the agreement."¹⁸ While the FCC may be able to set rules regarding access to UNEs, it does not have the authority to eliminate these critical statutory provisions.¹⁹

Fundamentally, this entire matter is very straightforward. CenturyTel has an obligation under the Act to provide all competitors with access to agreements on the same basis. When it acquired the service territories at issue from GTE/Verizon, CenturyTel became a successor in interest and also explicitly agreed to continue to offer the same interconnection agreement terms to competitors. Since CenturyTel is a party to those agreements it must make those same terms

¹⁶ See, e.g., 47 U.S.C. § 251(a)-(c).

¹⁷ See, e.g., 47 U.S.C. §251(c)

¹⁸ 47 U.S.C. §252(i).

¹⁹ Even if one were to assume, *arguendo*, that the FCC could somehow infringe upon the right of carriers to nondiscriminatory access, protected by federal law, that assumption does not alter the conclusion that FullTel's adoption must be confirmed. FullTel adopted the Agreement by notification to CenturyTel dated June 18, 2004. Since that date precedes the effective date of the FCC's Interim Order (September 13, 2004) by several months, the subsequent FCC action cannot – in any way – modify or limit that right already legally exercised. While the FCC may attempt to freeze, in September, carrier rights going forward, it could not even pretend to do so for a right that existed and was exercised in June, prior to the effective date of its order. Apparently aware of this limitation, the FCC did in fact only attempt to limit carriers' rights going forward, "during the interim period" (the six month period beginning September 13, 2004). *Interim Order* at paras. 21 and 22. Thus, while the FCC's Interim Order may be read to limit opt-in rights after September 13th, it did not intend to (nor could it under any stretch) be read to limit opt-in rights prior to the effective date of the Order (September 13, 2004).

available to carriers such as FullTel. To do otherwise would be discriminatory and therefore a violation of the Act and Missouri law.

Section 252(e) of the Act permits a Commission to reject an agreement only if it discriminates against a carrier not a party to the agreement, or if its implementation is not consistent with the public interest, convenience and necessity. Since CenturyTel raises neither of these points, its objection (now through an Application for Rehearing) has no standing.

Finally, CenturyTel's due process claim is entirely meritless. The mere opportunity to request a hearing, provided by the Commission, does not in any way result in an entitlement to such a hearing once requested. Indeed, all of the relevant facts have been established by the pleadings filed in this proceeding, which were then given full, fair and due consideration by the Commission. CenturyTel fails to identify in its Application *any* fact that would have been established or challenged in a hearing. As a result, since there is no harm alleged, there can be no harm found.

B. The Commission Should, Respectfully, Clarify that the Scope of its Order Recognizing Adoption Does Include Spectra

FullTel, as noted above, agrees with the Commission's conclusion that FullTel has validly adopted the Brooks Fiber/CenturyTel Agreement, and the underlying finding that CenturyTel is a successor-in-interest to Verizon and a party to the Agreement. Since these determinations apply with equal force to Spectra, and FullTel has now cleared the sole remaining hurdle, FullTel respectfully requests that the Commission take this opportunity to clarify that the scope of its judicious ruling also includes the Spectra territory within the CenturyTel network.

Consider Spectra's verified assertion in a recent pleading before the Commission: "*Spectra is a 'successor in interest' to GTE/Verizon* as a result of its purchase of local exchange properties which was approved by the Commission[.]"²⁰ As between that verified fact and the unverified argument contained in CenturyTel's pleadings in this matter, there is no doubt but that the verified pleading is more trustworthy and may be relied upon by the Commission. Thus, the fact that Spectra is a successor-in-interest to GTE/Verizon, and therefore a party to the same Brooks Fiber Agreement, has been duly established. The only question remaining is a procedural one.

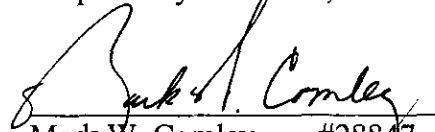
The Commission found, in the Order Recognizing Adoption, that there did not exist sufficient record evidence to establish that FullTel appropriately notified Spectra of its desire to adopt the Brooks Fiber Agreement.²¹ While FullTel believes that its earlier notice did include both CenturyTel entities, and that additional, adequate notice was provided to Spectra when FullTel filed the Petition for Confirmation of Interconnection Agreement Adoption on September 30, 2004, since that Petition specifically mentioned that "FullTel also adopts the Brooks Fiber Agreement as the Agreement that will govern the relationship between FullTel and Spectra Communications Group LLC d/b/a CenturyTel . . . in the State[,]" FullTel has recently addressed and ameliorated any remaining concern. FullTel has now provided specific notice to Spectra, utilizing the same type of notice provided previously to CenturyTel-MO (that was deemed by the Commission to be sufficient), of FullTel's adoption of the Brooks Fiber Agreement for the Spectra territory. That Spectra-specific notice is attached hereto as Exhibit 2.

²⁰ Petition of Spectra Communications Group LLC d/b/a CenturyTel Regarding Price Cap Regulation, Case No. IO-2003-0132 dated October 4, 2002, verified by Mr. Arthur Martinez, Director Government Relations for Spectra Communications Group, L.L.C and CenturyTel of Missouri L.L.C. Relevant portions of this verified Petition are attached hereto as Exhibit 1.

²¹ See, e.g., Order at page 3.

WHEREFORE, in light of the foregoing, FullTel, Inc., respectfully requests that the Commission deny the CenturyTel Application for Rehearing of the Order Recognizing Adoption of Interconnection Agreement dated December 21, 2004, and clarify the scope of its Order to also include Spectra as a party to the newly-formed interconnection agreement. The Commission's Order Recognizing Adoption is entirely lawful, just and reasonable, was based on a comprehensive record and is in the public interest, and must therefore stand.

Respectfully submitted,



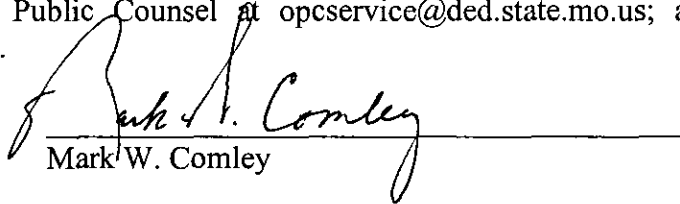
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Fax (573) 636-3306
comleym@ncrpc.com

Attorneys for FullTel, Inc.

DATED: January 11, 2005

Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was sent via e-mail on this 11th day of January, 2005, to General Counsel's Office at gencounsel@psc.state.mo.us; Office of Public Counsel at opcservice@ded.state.mo.us; and Larry Dority at lwdority@sprintmail.com.



Mark W. Comley

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

In the matter of the Petition of Spectra)
Communications Group, L.L.C. d/b/a CenturyTel)
Regarding Price Cap Regulation)
Under Section 392.245 RSMo 2000)

Case No.

FILED⁴
OCT 04 2002
Missouri Public
Service Commission

PETITION

Comes now Spectra Communications Group, L.L.C. d/b/a CenturyTel ("Spectra"), and in support of its Petition for a determination that it is subject to price cap regulation under Section 392.245 RSMo. 2000 states as follows:

1. 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 which was filed in Case No. TM-2000-182 and incorporated herein by reference. Spectra operates in Missouri using the fictitious name of "CenturyTel," pursuant to the registration of fictitious name filed in Case No. TO-2001-437 and incorporated herein by reference. Spectra's principle place of business is 1151 CenturyTel Drive, Wentzville, Missouri 63885.

2. Spectra is a provider of basic local telecommunications services in 107 rural exchanges throughout Missouri, including the exchanges of Lewiston, LaBelle, and Ewing. Spectra provides basic local telecommunications services pursuant to tariffs filed with and approved by the Commission. Spectra currently provides telecommunications service to customers located in the state of Missouri totaling approximately 130,988 access lines.

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

James M. Fischer
Larry W. Dority
FISCHER & DORITY, P.C.
101 Madison, Suite 400
Jefferson City, MO 65101
(573) 636-6758
(573) 636-0383 (fax)

Arthur Martinez
CenturyTel
601 Monroe Street, Suite 304
Jefferson City, MO 65101
(573) 634-8424
(573) 636-6826 (fax)

Ted M. Hankins
CenturyTel Service Group, LLC
100 CenturyTel Drive
P.O. Box 4065
Monroe, LA 71211-4065
(318) 388-9069

Price Cap Regulation

4. Section 386.020(22) defines "incumbent local exchange telecommunications company" as a "local exchange telecommunications company authorized to provide basic local telecommunications service in a specific geographic area as of December 31, 1995, or a successor in interest to such a company." GTE Midwest Incorporated ("GTE") (now "Verizon") was a local exchange telecommunications company authorized to provide basic local telecommunications service as of December 31, 1995. Spectra is a "successor in interest" to GTE/Verizon as a result of its purchase of local exchange properties which was approved by the Commission in its *Report and Order*, Re GTE Midwest Incorporated and Spectra Communications Group L.L.C., Case No. TM-2000-182 (issued April 4, 2000) and is therefore an incumbent local exchange company ("ILEC").

5. Section 386.020(30) defines a large local exchange telecommunications company as a company that has at least one hundred thousand access lines in Missouri. Spectra presently serves more than 100,000 access lines in Missouri. Consequently, Spectra is a large incumbent local exchange telecommunications company as defined in Missouri statutes.

6. Section 392.245.2 requires a large local exchange telecommunications company be regulated pursuant to price cap regulation when certain specific events occur. This section reads in pertinent part:

A large incumbent local exchange telecommunications company shall be subject to regulation under this section upon a determination by the commission that an alternative local exchange telecommunications company has been certified to provide basic local telecommunications service and is providing such service in any part of the large incumbent company's service area.

Thus, a large ILEC must show two things in order to obtain price cap status: 1) that a competitive local exchange company ("CLEC") is properly certificated to provide service in its service area; and 2) that the CLEC is, in fact, providing service in any part of the ILEC's service area.

7. The conditions which require the Commission to make the determination that Spectra is now subject to price cap regulation have occurred. Mark Twain was certified to provide basic local telecommunications service in two of Spectra's exchanges on May 19, 1998. Attached as Appendix 1 is a copy of the certificate of service authority (and related orders) granted to Mark Twain in Case No. TA-98-305. Mark Twain's tariffs were effective on July 28, 1998.

8. Mark Twain is now providing basic local telecommunications service in three Spectra exchanges. (See Affidavit of Arthur Martinez attached as Appendix 2). As reflected in

the affidavit, customers of Mark Twain are able to and have subscribed to basic local telecommunications service as defined in Section 386.020(4). These customers subscribe to two-way switched voice services.

9. The availability of price cap regulation for large incumbent local exchange companies under Section 392.245(2) is not discretionary. To the contrary, the statute clearly and unambiguously provides that a large incumbent local exchange telecommunications company shall be subject to regulation under Section 392.245, once a determination has been made that a competitor is certified and providing basic local telecommunications services. The Commission has made this determination for other large ILECs in numerous cases. *See Report & Order*, Re Southwestern Bell Telephone Company, Case No. TO-97-397 (issued September 16, 1997); *Order Approving Price Cap Regulation Application*, Re GTE Midwest Incorporated, Case No. TO-99-294 (issued January 26, 1999); *Order Approving Price Cap Application*, Re Sprint Missouri, Inc., Case No. TO-99-359 (August 19, 1999). Spectra's affiliate, CenturyTel of Missouri L.L.C., was also determined to be price cap regulated in *Report and Order*, Re GTE Midwest Incorporated d/b/a Verizon Midwest and CenturyTel of Missouri L.L.C., Case No. TM-2002-232 (May 21, 2002).

10. In its *Order Approving Price Cap Regulation Application* in Case No. TO-99-294, *supra*, (attached as Appendix 3), the Commission found that Mark Twain is certificated and providing service in the Lewiston and LaBelle exchanges now served by Spectra:

The Commission has reviewed the Petition filed by GTE and has determined that:

* * *

c) Mark Twain received a certificate of service authority to provide basic local telecommunications service on May 19, 1998 in Case No. TA-98-305. That certificate became effective simultaneously with the effective date of Mark Twain's tariff, which was approved on July 23, 1998, to become effective for service on and after July 28, 1998.

d) Mark Twain received its certificate of service authority to provide basic local telecommunications services subsequent to December 31, 1995, and thus is an alternative local exchange telecommunications company as defined in Section 386.020(1).

e) Mark Twain has been providing basic local telecommunications service on a resale basis to customers in the Lewiston and LaBelle exchanges for the period following July 28, 1998.

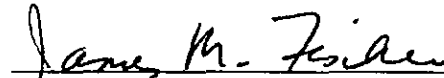
The Commission's findings with regard to Mark Twain's provision of basic local exchange service in Lewiston and LaBelle in Case No. TO-99-294 are equally true today, except that the exchanges are served by Spectra instead of GTE.

11. Spectra has no pending action or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates, which action, judgment or decision has occurred within three (3) years of the date of the application.

12. Spectra does not have any annual report or assessment fees which are overdue.

WHEREFORE, for all the foregoing reasons, Spectra respectfully requests this Commission expeditiously make the determination required by Section 392.245(2) that Spectra is subject to price cap regulation, and that its initial maximum allowable prices are those which were in effect on December 31, 2001.

Respectfully submitted,



James M. Fischer Mo. Bar 27543

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Larry Dority Mo. Bar 25617

Email: lwdority@sprintmail.com

FISCHER & DORITY, P.C.

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Jefferson City, MO 65101

Tel: (573) 636-6758

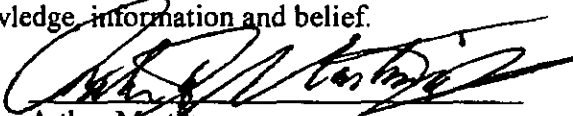
Fax: (573) 636-0383

Attorneys for Spectra Communications Group, L.L.C.
d/b/a CenturyTel


VERIFICATION

STATE OF MISSOURI)
) SS
COUNTY OF COLE)

I, Arthur Martinez, of lawful age, being first duly sworn upon my oath, state that I am the Director Government Relations for Spectra Communications Group, L.L.C. and CenturyTel of Missouri L.L.C. and that I am authorized to execute this Application on behalf of Spectra Communications Group, L.L.C. d/b/a CenturyTel; and that the facts set forth in the foregoing Application are true to the best of my knowledge, information and belief.


Arthur Martinez

Subscribed and sworn to before me this 4th day of October, 2002.


Notary Public

My Commission expires:

May 8, 2005

BECKY POWELL
NOTARY PUBLIC, STATE OF MISSOURI
COUNTY OF COLE
MY COMMISSION EXPIRES MAY 8, 2005

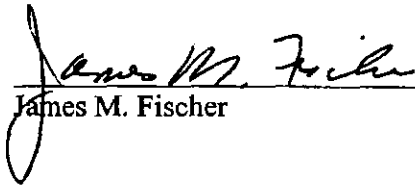


CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing document was hand-delivered, emailed or mailed this 4th day of October, 2002 to:

Mr. Mike Dandino
Assistant Public Counsel
Office of the Public Counsel
P.O. Box 7800
Jefferson City, Missouri 65102

Mr. Dan Joyce,
General Counsel
Missouri Public Service Commission
P.O. Box 360
Jefferson City, Missouri 65102


James M. Fischer

NEWMAN, COMLEY & RUTH

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STEPHEN G. NEWMAN
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TELEPHONE: (573) 634-2266
FACSIMILE: (573) 636-3306

January 10, 2005

CenturyTel, Inc.
Spectra Communications Group, LLC d/b/a CenturyTel
Attn: Carrier Relations
220 Madison Street
Jefferson City, MO 65101

Re: FullTel, Inc., Notification of Adoption of Interconnection Agreement with Spectra Communications Group, LLC d/b/a CenturyTel

Dear Sir/Madam:

FullTel, Inc., by and through its undersigned counsel, hereby provides additional notification to Spectra Communications Group, LLC d/b/a CenturyTel ("CenturyTel/Spectra") of its adoption, pursuant to section 252(i) of the Communications Act of 1934, as amended ("the Act"), of the interconnection agreement between CenturyTel/Spectra's predecessor-in-interest, GTE Midwest Incorporated, d/b/a Verizon Midwest, and Brooks Fiber Communications of Missouri, Inc. (the "Brooks Fiber Agreement"), which was filed by Verizon with the Missouri Public Service Commission on July 18, 2002, in docket CK-2002-1146. This notification reiterates the notification provided by, *inter alia*, the Petition of FullTel, Inc., for Confirmation of Interconnection Agreement Adoption filed with the Missouri Public Service Commission on September 30, 2004. FullTel adopts the terms and conditions of the Brooks Fiber Agreement as the terms and conditions that will govern the relationship between CenturyTel/Spectra and FullTel in the State of Missouri, in accordance with the Act, the Order Recognizing Adoption of Interconnection Agreement issued by the Missouri PSC in Case No. TK-2005-0079, and all other applicable law.

By execution of this adoption letter, and any related correspondence or documentation, neither FullTel nor CenturyTel/Spectra waives any of its rights or remedies under the Act, the rules, decisions or administrative processes of the Federal Communications Commission or the Missouri Public Service Commission, or under any other applicable law or regulation. In addition, FullTel's adoption of the Brooks Fiber Agreement does not affect any rights FullTel has to adopt or negotiate amendments or successor agreements to the agreement formed through this adoption.

In processing the adoption, please utilize the following contact information for the Notice sections of the interconnection agreement between FullTel and CenturyTel/Spectra:

Roger P. Baresel
President
FullTel, Inc.
201 Robert S. Kerr Avenue, Suite 210
Oklahoma City, OK 73102
(405) 236-8200
Fax: (405) 236-8201

Copies to:

Andrew M. Klein
Counsel to FullTel, Inc.
DLA Piper Rudnick Gray Cary US LLP
1200 19th Street, NW, Suite 700
Washington, DC 20036
(202) 861-3827
Fax (202) 689-8435 and

the undersigned.

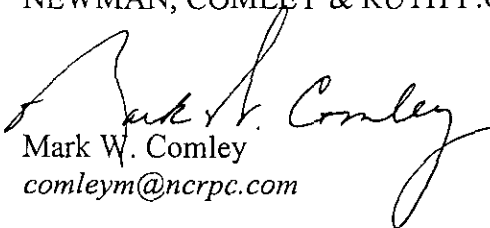
Finally, FullTel notes that today, January 10, 2005, will become the effective date for the interconnection agreement formed through this adoption. Kindly acknowledge CenturyTel/Spectra's receipt of this notification and agreement to the effective date by executing a copy of this letter in the space provided and returning it to the undersigned. Please contact us at your earliest convenience in order to agree upon a process for the preparation and filing of the interconnection agreement formed through this adoption. Please be advised, however, that FullTel reserves the right to proceed to re-file this adoption directly with the Missouri PSC.

Thank you for your anticipated cooperation in this matter.

Very truly yours,

NEWMAN, COMLEY & RUTH P.C.

By:


Mark W. Comley
comleym@ncrpc.com

MWC:ab
Enclosure

cc: William Voight, Missouri Public Service Commission
Roger Baresel, President, FullTel, Inc.
Larry W. Dority, Esq.
Andrew M. Klein, Esq.

ACKNOWLEDGED AND AGREED TO:
Spectra Communications Group, LLC d/b/a CenturyTel

By: _____ (signature)

_____ (name)

DATED: January __, 2005