STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

| CenturyTel Long Distance, LLC | : | : |                         |
| Application for a Certificate of Authority to Operate as a Reseller of Telecommunications Services in the entire State of Illinois. | : | : |                         |

ORDER

By the Commission:

On November 1, 2007, CenturyTel Long Distance, LLC (“Applicant”) filed an application with the Illinois Commerce Commission (“Commission”) seeking a Certificate of Service Authority authorizing Applicant to provide resold Interexchange telecommunications services in the State of Illinois, pursuant to Section 13-404 of the Public Utilities Act (“Act”), 220 ILCS 5/1-101 et seq. Applicant also requests waivers of Part 710 and Section 735.180 of Part 735 of Title 83 of the Illinois Administrative Code.

Pursuant to due notice, hearing was held in this matter before a duly authorized Administrative Law Judge of the Commission at its offices in Springfield, Illinois on November 29, 2007. Staff of the Illinois Commerce Commission did not participate in this docket. Applicant presented the testimony of David Rudd, Manager, Regulatory for Gallatin River Communications, LLC, a sister company to the Applicant in support of the Application. No petitions to intervene were filed in this proceeding. At the conclusion of the hearing, the record was marked “Heard and Taken.”

To receive authority to provide resold Interexchange telecommunications services, Sections 13-404 requires Applicant to demonstrate that it possesses sufficient technical, financial, and managerial resources and abilities to provide such services. As evidence of its technical and managerial resources and abilities, Applicant attached to its application the biography of Applicant’s key employees, including Karen Puckett, R. Stewart Ewing, Stacey Goff, Jeffrey Glover and Kay Buckhart. Mr. Rudd also testified at the hearing regarding his own extensive experience in the telecommunications industry and the experience level of the management team of the Applicant. The attachments and Mr. Rudd’s testimony showed extensive business and telecommunications experience for the key employees of the Applicant. As to financial resources and abilities, the Applicant provided the Form 10-Q of its parent company, CenturyTel, Inc. The Form 10-Q included a report of operations for the six months ending June 30, 2007, in comparison to the six months ended June 30, 2006.

The Applicant currently provides telecommunications services in approximately 28
other jurisdictions, and including the parent company and fellow subsidiaries, employs several thousand people. The Applicant provides a toll-free customer service phone number, which is manned on extended business hours, and has an answering machine for after-hour calls, which are returned at the start of business the next day.

Mr. Rudd noted that the Applicant’s parent company had previously obtained a certificate of service authority in Illinois, which certificate was cancelled at the company’s request in Docket 03-0380. Mr. Rudd indicated that the Applicant is prepared to file the necessary tariffs as soon as the certificate has been granted, and had filed with the Application proposed tariffs.

Mr. Rudd also indicates that Applicant will abide by all federal and state “slamming” and “cramming” statutes. He further testifies that Applicant will have procedures in place to prevent “slamming” and “cramming” prior to the commencement of the requested telecommunications services, including requiring third-party verification with the customer prior to a change in service.

As indicated above, Applicant requested waivers of Part 710 and Section 735.180. Part 710 is entitled “Uniform System of Accounts for Telecommunications Carriers” and Part 735 is entitled “Procedures Governing the Establishment of Credit, Billing Deposits, Termination of Service and Issuance of Telephone Directories for Local Exchange Telecommunications Carriers in the State of Illinois.” Section 735.180 concerns the provisioning of telephone directories by local exchange carriers.

With regard to Part 710, Applicant states that it currently maintains its books and records in accordance with generally accepted accounting principles. Absent a waiver, Mr. Rudd testifies that Applicant would have to make additional unnecessary expenses. Mr. Rudd contends that a waiver of Part 710 is not inconsistent with the Act. By relying on generally accepted accounting principles, Mr. Rudd maintains that Applicant’s financial statements will be comparable from period to period.

As for a waiver of Section 735.180, Section 735.50 of Part 735 states that a permanent variance from this Part may be granted where the Commission finds that the provision from which the variance is granted is not statutorily mandated, no party will be injured by the granting of the variance, and the rule from which the variance is granted would be unreasonable or unnecessarily burdensome if applied. Applicant seeks a variance from the requirement that it provide a telephone directory on the grounds that it would reduce the economic burden of regulation. Applicant adds that a variance would not be inconsistent with the Act. Applicant will ensure that the directory issued by the Incumbent Local Exchange Carrier will include any customers of the Applicant, and that to require the Applicant to issue its own directory would be unduly burdensome.

The Applicant additionally seeks permission to keep its books and records at its
principal place of business in Louisiana, rather than Illinois, pursuant to 83 Ill. Adm. Code Section 250, which governs maintaining books and records in Illinois. Applicant’s request should be granted, in accordance with Section 5-106 of the Act.

Based on the foregoing, the Commission concludes that granting Applicant’s application is consistent with Section 13-404 of the Act, and that Applicant possesses sufficient technical, financial, and managerial resources and abilities to provide the proposed telecommunications services. The Commission also concludes that a waiver of Part 710 should be granted pursuant to Section 13-402 of the Act and the Order entered in Docket Nos. 84-0538 and 84-0539, in order to reduce the economic burdens of regulation on a telecommunications carrier which only provides competitive services. In addition, the Commission finds that a variance of Section 735.180 should be granted pursuant to Section 13-402 as well. The provisions of Section 735.180 are not statutorily mandated, no party will be injured by the granting of the variance, and requiring Applicant to provide telephone directories in this situation would be unreasonable and/or unnecessarily burdensome in this situation. The Commission notes that it has granted waivers of Part 710 and Section 735.180 to other carriers. The Commission also concludes that a waiver of the application of the remaining provisions would be appropriate as to the interexchange telecommunications services to be provided.

The Commission, having examined the entire record herein and being fully advised in the premises, is of the opinion and finds that:

1) Applicant is a Louisiana Limited Liability Company, seeking a Certificate of Service Authority to provide, pursuant to Section 13-404 of the Act, resold interexchange telecommunications services throughout Illinois;

2) the Commission has jurisdiction over the Applicant and the subject matter of this proceeding;

3) the recital of facts and conclusions reached in the prefatory portions of this Order are supported by the record and are hereby adopted as findings of fact;

4) as required by Section 13-404, Applicant possesses sufficient technical, financial, and managerial resources and abilities to provide resold local or interexchange telecommunications services within the State of Illinois;

5) Applicant should be granted a waiver from 83 Ill. Adm. Code Part 710, concerning the Uniform System of Accounts, so long as Applicant maintains its records in accordance with generally accepted accounting principles; such waiver will reduce the economic burden of regulation and is consistent with the Act;

6) Applicant should be granted a waiver from 83 Ill. Adm. Code Section 735.180,
which governs the issuance of telephone directories;

7) Applicant should be granted a waiver from 83 Ill. Adm. Code Part 735 as it relates to their Interexchange telecommunications services;

(8) Applicant should file with the Commission the necessary tariffs, consisting of its rates, rules, and regulations to be effective upon proper filing, before commencing the proposed services;

(9) pursuant to 83 Ill. Adm. Code Section 250, Applicant should be allowed to maintain its books and records at its principal place of business in Louisiana.

IT IS THEREFORE ORDERED by the Illinois Commerce Commission that CenturyTel Long Distance, LLC is hereby granted a Certificate of Service Authority pursuant to Section 13-404 of the Act for the provision of resold interexchange services; said certificate should read as follows:

CERTIFICATE OF SERVICE AUTHORITY

IT IS HEREBY CERTIFIED that CenturyTel Long Distance, LLC is authorized, pursuant to Section 13-404 of the Public Utilities Act, to provide resold interexchange telecommunications services within the entire State of Illinois.

IT IS FURTHER ORDERED that CenturyTel Long Distance, LLC is granted a waiver from 83 Ill. Adm. Code Part 710 regarding the Uniform System of Accounts as set forth in Finding (5) above.

IT IS FURTHER ORDERED that CenturyTel Long Distance, LLC is granted a waiver from 83 Ill. Adm. Code Section 735.180, which governs the issuance of telephone directories, as set forth in Finding (6) above, along with a waiver from the remainder of the conditions in Code Section 735 in regards to its Interexchange services.

IT IS FURTHER ORDERED that CenturyTel Long Distance, LLC is hereby authorized to maintain its books and records at its principal place of business in Louisiana.

IT IS FURTHER ORDERED that CenturyTel Long Distance, LLC shall file with this Commission the necessary tariffs, consisting of its rates, rules, and regulations to be effective upon proper filing, before commencing any of the proposed services.

IT IS FURTHER ORDERED that subject to the provisions of Section 10-113 of the Public Utilities Act and 83 Ill. Adm. Code 200.880, this Order is final; it is not subject to the
Administrative Review Law.

By order of the Commission this 19th day of December, 2007.

(SIGNED) CHARLES E. BOX

Chairman