CENTURYTEL INC
Form 8-K
August 13, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K
(and FORM 8-K/A)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
This report constitutes a Current Report on Form 8-K dated
August 1, 2002 and Amendment No. 1 to Registrant's Current
Report on Form 8-K dated July 1, 2002 and filed July 15, 2002

CenturyTel, Inc.

(Exact name of registrant as specified in its charter)

Louisiana	1-7784	72-0651161
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

100 CenturyTel Drive, Monroe, Louisiana 71203
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (318) 388-9000

Item 2. Acquisition or Disposition of Assets.

Wireless Disposition

On August 1, 2002, CenturyTel, Inc. (the "Company") completed the sale of substantially all of its wireless operations to an affiliate of ALLTEL Corporation ("Alltel"). The Company agreed on March 19, 2002 to sell its wireless operations to Alltel for $1.65 billion in cash. Due to a cross-ownership restriction that precluded the sale of one minority-owned market, the Company received approximately $1.58 billion in connection with the transaction (which the Company expects to be $1.255 billion after-tax). Alltel has agreed to purchase this minority interest from the Company for approximately $68 million if, among other things, the Federal Communications Commission waives the cross-ownership restriction prior to February 1, 2003. No assurance can be given that this sale will occur. Of the $1.58 billion of cash consideration, $11 million was paid by partners in the Company's markets that exercised "first refusal" purchase rights, and the balance was paid by Alltel.

In connection with this transaction, the Company divested its (i) interests in its majority-owned and operated cellular systems, which at June 30, 2002 served approximately 783,000 customers and had access to approximately 7.8 million pops (as defined in the Company's most recent 10-K Report), (ii)

minority cellular equity interests representing approximately 1.8 million pops at June 30, 2002, and (iii) licenses to provide Personal Communications Services ("PCS") covering 1.3 million pops in Wisconsin and Iowa. Following the sale, the Company continues to retain all of its local multi-point distribution system licenses covering approximately 12.6 million pops, and PCS licenses covering approximately 1.7 million pops.

The Company intends to use a portion of the proceeds received from the sale of its wireless operations to finance the pending $1.159 billion acquisition of access lines in the state of Missouri from Verizon Communications, Inc. ("Verizon"), which is expected to close on or about August 31, 2002.

The Company's press release announcing the completion of the wireless sale transaction is filed as Exhibit 99.1 hereto.

Verizon Acquisitions

On July 1, 2002, an affiliate of the Company purchased from affiliates of Verizon assets comprising all of Verizon's local exchange telephone operations in the state of Alabama for approximately $1.0 billion cash. See the Company's Current Report on Form 8-K dated July 1, 2002 and filed July 15, 2002 for additional information concerning this transaction. On or about August 31, 2002, the Company is expected to consummate the acquisition of all of Verizon's local exchange telephone operations in the state of Missouri for approximately $1.159 billion cash.

Item 7. Financial Statements and Exhibits

(a) Financial statements of properties acquired or to be acquired

Verizon's Alabama Operations

1. Report of Independent Auditors.

2. Statements of Selected Assets, Selected Liabilities and Parent Funding as of March 31, 2002 and December 31, 2001.

3. Statements of Income for the three months ended March 31, 2002 and 2001 and the year ended December 31, 2001.

4. Statements of Parent Funding for the three months ended March 31, 2002 and the year ended December 31, 2001.

5. Statements of Cash Flows for the three months ended March 31, 2002 and 2001 and the year ended December 31, 2001.

6. Notes to Financial Statements.

Verizon's Missouri Operations

1. Report of Independent Auditors.

2. Statements of Selected Assets, Selected Liabilities and Parent Funding as of March 31, 2002 and December 31, 2001.

3. Statements of Income for the three months ended March 31, 2002 and 2001 and the year ended December 31, 2001.

4. Statements of Parent Funding for the three months ended March 31, 2002 and the year ended December 31, 2001.

5. Statements of Cash Flows for the three months ended March 31, 2002 and 2001 and the year ended December 31, 2001.

6. Notes to Financial Statements.

(b) Unaudited Pro Forma Consolidated Condensed Financial Information

1. Introduction.

2. Pro Forma Consolidated Condensed Statement of Income for the year ended December 31, 2001.

3. Pro Forma Consolidated Condensed Statement of Income for the three months ended March 31, 2002.

4. Pro Forma Consolidated Condensed Balance Sheet as of March 31, 2002.

5. Notes to Unaudited Pro Forma Consolidated Condensed Financial Information.

(c) Exhibits

2.1(a) Stock Purchase Agreement, dated March 19, 2002, between CenturyTel, Inc. and Alltel Communications, Inc. (incorporated by reference to Registrant's Current Report on Form 8-K filed March 22, 2002).

2.1(b) Amendment No. 1 to Stock Purchase Agreement, dated July 31, 2002, between CenturyTel, Inc. and Alltel Communications, Inc., included herein.

23.1 Consent of Ernst & Young LLP

99.1 Press release announcing the disposition of the Company's wireless operations.

In connection with the preparation of the special purpose financial statements presented below, Verizon made numerous assumptions and allocations where specific data was not available pertaining to the acquired assets. Because of the significant amount of allocations and estimates used to prepare these special purpose financial statements and because the Company will operate these assets under a different operating and management structure, they may not reflect the financial position and results of operations of the acquired properties after such properties are acquired by the Company.

FINANCIAL STATEMENTS
Verizon's Alabama Operations
For the Three Months ended March 31, 2002 and 2001
and Year ended December 31, 2001

Verizon's Alabama Operations

Financial Statements

For the Three Months ended March 31, 2002 and 2001
and Year ended December 31, 2001

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Report of Independent Auditors

The Board of Directors and Shareowners
Verizon South Inc.
and
Contel of the South, Inc.

We have audited the accompanying special-purpose statement of selected assets, selected liabilities and parent funding of Verizon's Alabama Operations (the Exchanges), a combination of carved-out components of Verizon South Inc. and Contel of the South, Inc. (together, the Companies) as of December 31, 2001, and the related statements of income, parent funding and cash flows for the year then ended. These financial statements are the responsibility of the Companies' management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As described in Note 2, the accompanying special-purpose financial statements were prepared for inclusion in CenturyTel, Inc.'s (CenturyTel) Form 8-K for purposes of complying with the rules and regulations of the Securities and Exchange Commission as required by Rule 3-05 of Regulation S-X in connection with an asset purchase agreement between CenturyTel of Alabama L.L.C., a wholly owned subsidiary of CenturyTel and the Companies. The financial statements

include allocations of certain indirectly attributable amounts on bases determined by management of the Companies.

In our opinion, the special-purpose financial statements referred to above present fairly, in all material respects, the selected assets, selected liabilities and parent funding of Verizon's Alabama Operations as of December 31, 2001, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States.

/s/ Ernst & Young LLP

April 24, 2002, except for Note 1,
as to which the date is July 1, 2002

Verizon's Alabama Operations
Statements of Selected Assets, Selected Liabilities and Parent Funding
(Dollars in Thousands)

	March 31, 2002	December 31, 2001
	(Unaudited)	(Audited)
Selected Assets		
Current assets:		
Accounts receivable, net of allowance of $5,444 and $5,590, respectively	$ 37,819	$ 40,574
Materials and supplies	961	876
Prepaid expenses	3,788	5,397
Deferred activation charges - current	4,371	4,385
Total current assets	46,939	51,232
Property, plant and equipment, net	245,457	243,235
Prepaid pension asset	34,141	33,273
Deferred activation charges - noncurrent	8,502	8,428
Other assets	-	34
Total selected assets	$ 335,039	$ 336,202
Selected Liabilities and Parent Funding		
Current liabilities:		
Accounts payable	$ 5,323	$ 6,533
Advance billings and customer deposits	6,853	7,076
Accrued payroll-related costs	5,001	7,772
Deferred activation revenues - current	4,371	4,385
Other current liabilities	12,019	12,208
Total current liabilities	33,567	37,974
Employee benefit obligations	28,352	28,384
Deferred activation revenues - noncurrent	8,502	8,428
Other liabilities	691	649

Total selected liabilities	71,112	75,435
Parent funding	263,927	260,767
Total selected liabilities and parent funding	$ 335,039	$ 336,202

See accompanying notes.

Verizon's Alabama Operations
Statements of Income
(Dollars in Thousands)

	Three Months ended March 31 2002	Three Months ended March 31 2001	Year ended December 31 2001
	(Unaudited)	(Unaudited)	(Audited)
Operating Revenues			
Local services	$ 36,152	$ 34,998	$ 143,612
Network access services	20,738	24,608	90,952
Long-distance services	1,460	1,734	6,623
Other services	3,662	4,596	15,054
Total operating revenues	62,012	65,936	256,241
Operating Expenses			
Cost of services	14,412	17,351	70,874
Selling, general and administrativ	7,448	10,019	37,816
Depreciation and amortization	9,015	9,019	36,542
Total operating expenses	30,875	36,389	145,232
Operating income	31,137	29,547	111,009
Interest expense, net	2,628	2,028	9,504
Other (income) expense	(6)	(29)	837
Income before income taxes	28,515	27,548	100,668
Income taxes	11,155	10,864	39,892
Net income	$ 17,360	$ 16,684	$ 60,776

See accompanying notes.

Verizon's Alabama Operations
Statements of Parent Funding
(Dollars in Thousands)

For the Three Months ended March 31, 2002 and the Year ended December 31, 2001	
Balance at December 31, 2000	$ 235,211
Net income (audited)	60,776
Net transfers to GTE Corporation (audited)	(35,220)
Balance at December 31, 2001 (audited)	260,767
Net income (unaudited)	17,360
Net transfers to GTE Corporation (unaudited)	(14,200)
Balance at March 31, 2002 (unaudited)	$ 263,927

See accompanying notes.

Verizon's Alabama Operations
Statements of Cash Flows
(Dollars in Thousands)

	Three Months ended March 31 2002	Three Months ended March 31 2001	Year ended December 31 2001
	(Unaudited)		(Audited)
Operating Activities			
Net income	$ 17,360	$ 16,684	$ 60,776
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	9,015	9,019	36,542
Provision for uncollectible accounts	1,784	1,458	5,774
Employee benefit obligations	(900)	816	(2,045)
Changes in current assets and current liabilities:			
Accounts receivable	971	(3,975)	(11,579)
Other current assets	1,464	299	(1,442)
Current liabilities	(4,144)	(6,888)	4,921
Other, net	(113)	2,482	(992)
Net cash provided by operating activities	25,437	19,895	91,955

Investing Activities			
Capital expenditures	(11,237)	(11,843)	(56,735)
Cash used in investing activities	(11,237)	(11,843)	(56,735)
Financing Activities			
Net transfers to GTE Corporation	(14,200)	(8,052)	(35,220)
Cash used in financing activities	(14,200)	(8,052)	(35,220)
Net change in cash during the period	-	-	-
Cash at beginning of period	-	-	-
Cash at end of period	$ -	$ -	$ -

See accompanying notes.

Verizon's Alabama Operations
Notes to Financial Statements

1. Description of Business

The selected local telephone exchanges (the Exchanges) included in these special-purpose financial statements serve approximately 304,000 switched access lines in the state of Alabama. The Exchanges represent approximately 8% and 65%, respectively, of the switched access lines in service for Verizon South Inc. and Contel of the South, Inc. (together, the Companies) and, on a combined basis, 13% of the Companies' total access lines. The Companies are wholly owned subsidiaries of GTE Corporation (GTE), which is a wholly owned subsidiary of Verizon Communications Inc. (Verizon).

The Companies provide two basic types of telecommunications services:

Exchange telecommunication service is the transmission of telecommunications among customers located within a local calling area within a LATA. Examples of exchange telecommunications services include switched local residential and business services, local private line voice and data services and Centrex services. The Companies also provide toll services within a LATA (intraLATA long distance).

Exchange access service links a customer's premises and the transmission facilities of other telecommunications carriers, generally interLATA carriers. Examples of exchange access services include switched access and special access services.

The communications services provided by the Companies are subject to regulation by the state regulatory commission of Alabama with respect to intrastate rates and services and certain other matters. The Federal Communications Commission (FCC) regulates rates that the Companies charge long-distance carriers and end-user subscribers for interstate access rates.

On October 22, 2001, the Companies entered into an asset purchase agreement with CenturyTel of Alabama L.L.C., a wholly owned subsidiary of CenturyTel, Inc.

(CenturyTel), to sell all in-franchise switched access lines in the state of Alabama to CenturyTel. The transaction closed on July 1, 2002.

2. Basis of Presentation

Historically, financial statements have not been prepared for the Exchanges, as they have no separate legal status or existence. The accompanying special-purpose financial statements have been prepared to present the statement of selected assets, selected liabilities and parent funding and statements of income and cash flows of the Exchanges for inclusion in CenturyTel's Form 8-K for purposes of complying with the rules and regulations of the Securities and Exchange Commission as required by Rule 3-05 of Regulation S-X for the transaction between CenturyTel and the Companies. The accompanying special-purpose financial statements have been prepared in accordance with accounting principles generally accepted in the United States using exchange-specific information where available (most revenue and property, plant and equipment (PP&E) related accounts) and allocations where data is not maintained on an exchange-specific basis within the Companies' books and records (most operating expenses, assets other than PP&E, and liabilities). Because of the significant amount of allocations and estimates used to prepare these financial statements, they may not reflect the financial position or results of operations of the Exchanges after the sale to CenturyTel.

The unaudited interim financial information presented herein has been prepared according to accounting principles generally accepted in the United States. In management's opinion, the information presented herein reflects all adjustments (consisting only of normal recurring accruals) necessary to present fairly the interim selected assets, selected liabilities and parent funding, and results of operations and cash flows of Verizon's Alabama Operations. The results for the interim periods are not necessarily indicative of the results for the full year.

The accompanying special-purpose financial statements include only those assets, liabilities and related operations of the Exchanges as historically incurred by the Companies and exclude all other assets, liabilities and operations of the Companies, specifically, affiliate accounts, cash, debt, accrued interest, and tax-related balance sheet accounts. These special-purpose financial statements also include the assets, liabilities and expenses related to employees who support the Exchanges, some of which are expected to remain employees of the Companies following the sale of the Exchanges.

Receivables related to end-user billings and operating revenues were identified by exchange using applicable billing system data. Receivables related to carrier and other miscellaneous billings were allocated to the Exchanges in proportion to carrier revenues.

Accounts payable were allocated to the Exchanges based on operating expenses and capital expenditures. Customer advances and deposits were allocated to the Exchanges based on total revenue. Accrued payroll costs were allocated to the Exchanges based on employee head count. Other current liabilities and other liabilities were allocated to the Exchanges based on access line count.

The Exchanges' operating expenses include both amounts incurred within their operating territories that relate directly to their exchanges (the Direct Expenses) and amounts incurred in centralized Verizon service centers that support multiple Verizon companies (the Indirect Expenses). The Direct Expenses generally correspond with locally performed functions, which are likely to transfer to the buyer of the Exchanges. The Indirect Expenses correspond to substantial back-office support and overhead functions, which are not likely to transfer to the buyer, but that the buyer will need to replace in some form in order to operate the Exchanges. The Indirect Expenses have been allocated to the Companies and further to specific exchanges within the Companies (including the Exchanges) based on estimates of usage or benefits received from such services.

The level of allocated Indirect Expenses may not be representative of the buyer's ongoing expenses for these functions. Depreciation and amortization were calculated by using the related property, plant and equipment data.

Management believes the allocations used to determine selected amounts in the financial statements are appropriate methods to reasonably reflect the related income or expense of the Exchanges.

3. Summary of Significant Accounting Policies and Other Disclosures

The notes to the financial statements that follow contain limited disclosure data where it can be reasonably estimated for the Exchanges.

Revenue Recognition

Service revenues are recognized based on usage of local exchange networks and facilities and contract fees. The Exchanges recognize product and other service revenues when services are provided in accordance with contract terms and when products are delivered and accepted by the customers.

The Companies adopted the provisions of the Securities and Exchange Commission (SEC) Staff Accounting Bulletin (SAB) No. 101, Revenue Recognition in Financial Statements, effective January 1, 2000, as required by the SEC. As a result of the adoption of SAB No. 101, the Companies defer nonrecurring service activation revenues and costs and amortize them over the expected term of the customer relationship. The deferred costs are equal to the activation fee revenue and any excess cost is expensed immediately. The deferred costs represent direct costs associated with certain nonrecurring fees, such as service activation and installation fees.

Maintenance and Repairs

The cost of maintenance and repairs, including the cost of replacing minor items not constituting substantial betterments, is charged to cost of services as these costs are incurred.

Materials and Supplies

Included in materials and supplies are new and reusable materials, which are stated principally at average original cost, except that specific costs are used in the case of large individual items.

Long-Lived Assets

The Companies assess the impairment of long-lived assets under Statement of Financial Accounting Standards (SFAS) No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of, whenever events or changes in circumstances indicate that the carrying value may not be recoverable. A determination of impairment, if any, is made based on estimates of future cash flows. (See Recent Accounting Pronouncements - Impairment or Disposal of Long-Lived Assets below.)

Plant and Depreciation

Property, plant and equipment are recorded at cost. Depreciation expense is principally based on the composite group remaining life method and straight-line composite rates. This method provides for the recognition of the cost of the remaining net investment in telephone plant, less anticipated net salvage value, over remaining economic asset lives. This method requires the periodic review and revision of depreciation rates. The asset lives used are as follows:

	Average Lives

	(In Years)
Buildings	30-35
Central office equipment	5-10
Outside communications plant	15-50
Furniture, vehicles and other equipment	3-15

When depreciable telephone plant is replaced or retired in the normal course of business, the carrying amount of such plant is deducted from the respective accounts and accumulated depreciation is charged.

Interest associated with the acquisition or construction of plant assets is capitalized. Capitalized interest is reported as a cost of plant and a reduction in interest expense. The Companies capitalized $1,756,000 of interest costs for the year ended December 31, 2001.

Computer Software Costs

The Companies capitalize the cost of internal-use software which has a useful life in excess of one year in accordance with Statement of Position (SOP) No. 98-1, Accounting for the Costs of Computer Software Developed or Obtained for Internal Use. Subsequent additions, modifications or upgrades to internal-use software are capitalized only to the extent that they allow the software to perform a task it previously did not perform. Software maintenance and training costs are expensed in the period in which they are incurred. Also, interest associated with the development of internal-use software is capitalized. Capitalized computer software costs are amortized using the straight-line method over a period of three to seven years.

Income Taxes

Verizon and its domestic subsidiaries, including the Companies, file a consolidated federal income tax return. The Companies participate in a tax-sharing agreement with Verizon and remit tax payments to Verizon based on their respective tax liability on a separate company basis.

The Exchanges are not taxable entities. The Exchanges' operating results are included within the Companies for income tax purposes. Although the Exchanges contribute significant plant-related temporary differences (including investment tax credits) to the Companies' deferred tax balances, the Companies do not allocate income tax expense, income tax payables or deferred income taxes to the Exchanges. Deferred tax assets or liabilities are included in parent funding within these special-purpose financial statements. The provision for income taxes included in the accompanying statement of income for the year ended December 31, 2001 was calculated based on the income before income taxes of the Exchanges and the Companies' effective tax rates adjusted for permanent differences not attributable to the Exchanges. The primary difference between the effective income tax rate and the statutory federal income tax rate is state income taxes, net of federal tax benefits.

Advertising Costs

The Companies expense advertising costs as they are incurred. The Companies incurred $6.6 million in advertising costs in 2001. Based on the number of access lines, the allocated advertising costs for the Exchanges were approximately $0.9 million for 2001.

Employee Benefit Plans

The Companies participate in the Verizon benefit plans. Under these plans, pension and postretirement healthcare and life insurance benefits earned during

the year, as well as interest on projected benefit obligations, are accrued currently. Prior service costs and credits resulting from changes in plan benefits are amortized over the average remaining service period of the employees expected to receive the benefits.

Comprehensive Income

The Companies had no other comprehensive income components for the year ended December 31, 2001 or for the quarters ended March 31, 2002 and 2001; therefore, the Companies' and the Exchanges' comprehensive income is the same as net income.

Derivative Instruments

Effective January 1, 2001, the Companies adopted SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, and SFAS No. 138, Accounting for Certain Derivative Instruments and Certain Hedging Activities. SFAS No. 133 requires that all derivatives, including derivatives embedded in other financial instruments, be measured at fair value and recognized as either assets or liabilities on the Companies' balance sheets. Changes in the fair values of derivatives not qualifying as hedges under SFAS No. 133 and any ineffective portion of hedges are recognized in earnings in the current period. Changes in the fair values of derivative instruments used effectively as fair value hedges are recognized in earnings, along with changes in the fair value of the hedged item. Changes in the fair value of the effective portions of cash flow hedges are reported in other comprehensive income, and recognized in earnings when the hedged item is recognized in earnings. The Companies had no derivative instruments as of December 31, 2001 or March 31, 2002 and 2001.

Recent Accounting Pronouncements

Business Combinations

In June 2001, the Financial Accounting Standards Board (FASB) issued SFAS No. 141, Business Combinations, which applies to business combinations occurring after June 30, 2001. SFAS No. 141 requires that the purchase method of accounting be used and includes guidance on the initial recognition and measurement of goodwill and other intangible assets acquired in the combination.

Goodwill and Other Intangible Assets

Effective January 1, 2002, the Companies adopted SFAS No. 142, Goodwill and Other Intangible Assets. SFAS No. 142 no longer permits the amortization of goodwill and indefinite-lived intangible assets. Instead, these assets must be reviewed annually (or more frequently under certain conditions) for impairment in accordance with this statement. This impairment test uses a fair value approach rather than the undiscounted cash flows approach previously required by SFAS No. 121. The goodwill impairment test under SFAS No. 142 requires a two-step approach, which is performed at the reporting unit level, as defined in SFAS No. 142. Step one identifies potential impairments by comparing the fair value of the reporting unit to its carrying amount. Step two, which is only performed if there is a potential impairment, compares the carrying amount of the reporting unit's goodwill to its implied value, as defined in SFAS No. 142. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized for an amount equal to that excess. Intangible assets that do not have indefinite lives will continue to be amortized over their useful lives and reviewed for impairment in accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. The adoption of SFAS No. 142 did not impact the results of operations or statement of selected assets, selected liabilities and parent funding because the Companies had no goodwill or other intangible assets as of January 1, 2002.

Impairment or Disposal of Long-Lived Assets

Effective January 1, 2002, the Companies adopted SFAS No. 144. This standard supersedes SFAS No. 121 and the provisions of APB Opinion No. 30, Reporting the Results of Operations-Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions, with regard to reporting the effects of a disposal of a segment of a business. SFAS No. 144 establishes a single accounting model for assets to be disposed of by sale and addresses several SFAS No. 121 implementation issues. The adoption of SFAS No. 144 did not have a material effect on the results of operations or financial position.

Asset Retirement Obligations

In June 2001, the FASB issued SFAS No. 143, Accounting for Asset Retirement Obligations. This standard provides the accounting for the cost of legal obligations associated with the retirement of long-lived assets. SFAS No. 143 requires that companies recognize the fair value of a liability for asset retirement obligations in the period in which the obligations are incurred and capitalize that amount as a part of the book value of the long-lived asset. That cost is then depreciated over the remaining life of the underlying long-lived asset. The Companies are required to adopt SFAS No. 143, effective January 1, 2003. The Companies are currently evaluating the impact this new standard will have on their future results of operations or financial position.

4. Property, Plant and Equipment

The Companies maintain continuing property records, which identify specific property, plant and equipment (PP&E) balances, depreciation reserves and annual capital expenditure amounts for the Exchanges. The PP&E balance in the accompanying statement is based on these exchange-specific amounts and does not include any allocations of common assets utilized in providing the centralized services described in Note 2.

PP&E of the Exchanges is summarized as follows at December 31, 2001 (dollars in thousands):

Land	$	1,489
Buildings		38,690
Central office equipment		257,317
Outside communications plant		436,675
Furniture, vehicles and other work equipment		12,131
Other		12,183
Construction-in-progress		908
		759,393
Less accumulated depreciation		(516,158)
Property, plant and equipment, net	$	243,235

5. Employee Benefit Plans

The Companies participate in Verizon's benefit plans. Verizon maintains noncontributory defined benefit pension plans for substantially all employees. The postretirement healthcare and life insurance plans for the Companies'

retirees and their dependents are both contributory and noncontributory and include a limit on the Companies' share of cost for recent and future retirees. The Companies also sponsor defined contribution savings plans to provide opportunities for eligible employees to save for retirement on a tax-deferred basis.

The structure of Verizon's benefit plans does not provide for the separate determination of certain disclosures for the Companies or the Exchanges.

Pension Plans

The Companies participate in noncontributory defined benefit pension plans sponsored by Verizon covering substantially all employees. The benefits to be paid under these plans are generally based on years of credited service and average final earnings. Verizon's funding policy, subject to the minimum funding requirements of employee benefit and tax laws, is to contribute such amounts as are determined on an actuarial basis to accumulate funds sufficient to meet the plans' benefit obligation to employees upon their retirement. The Verizon plans are currently funded at levels in excess of projected benefit obligations. The assets of the plans consist primarily of corporate equities, government securities and corporate debt securities.

The Exchanges' net periodic benefit credit was $3.8 million for 2001. The net periodic benefit credit for the Exchanges was based on an allocation of the Companies' net periodic benefit credit. The allocations were based on the relative number of active employees of the Exchanges and retired employees of the Companies who were previously involved in the operations of the Exchanges to the Companies' total active and retired employee participants of the plans.

The prepaid pension asset shown on the accompanying financial statements represents an allocation of the Companies' net prepaid pension cost. The allocation was based on the relative number of active employees of the Exchanges and retired employees of the Companies who were previously directly involved in the operations of the Exchanges to the Companies' total active and retired employee participants of the plans.

The significant weighted-average assumptions used by Verizon for the pension measurements were as follows at December 31, 2001:

Discount rate	7.25%
Rate of compensation increase	5.00
Long-term rate of return on plan assets	9.25

Postretirement Benefits Other than Pensions

Substantially all of the Companies' employees are covered under postretirement healthcare and life insurance benefit plans sponsored by Verizon. The determination of benefit cost for postretirement health plans is generally based on comprehensive hospital, medical and surgical benefit plan provisions. The Companies intend to fund amounts for postretirement benefits as deemed appropriate.

The Exchanges' postretirement benefit cost was $2.2 million for 2001. The postretirement cost for the Exchanges was based on an allocation of the Companies' net postretirement benefit cost. The allocation was based on the relative number of active employees of the Exchanges and retired employees of the Companies who were previously involved in the operations of the Exchanges to the Companies' total active and retired employee participants of the plans.

The employee benefit obligations shown in the accompanying financial statements represent an allocation of the Companies' actuarially determined postretirement

healthcare and life insurance benefit liabilities. The allocation was based on the relative number of active employees of the Exchanges and retired employees of the Companies who were previously involved in the operations of the Exchanges to the Companies' total active and retired employee participants of the plans.

The weighted-average assumptions used by Verizon in the actuarial computations for healthcare and life benefits were as follows at December 31, 2001:

Discount rate	7.25%
Long-term rate of return on plan assets	8.00
Medical cost trend rate at end of year	10.00
Ultimate (year 2005)	5.00

Savings Plans and Employee Stock Ownership Plans

Substantially all of the Companies' employees are eligible to participate in savings plans maintained by Verizon. Verizon maintains a leveraged employee stock ownership plan (ESOP) for its management employees of the former GTE subsidiaries. Under this plan, a certain percentage of eligible employee contributions is matched with shares of Verizon's common stock. Verizon recognizes leveraged ESOP cost based on the modified shares allocated method for this leveraged ESOP that held shares before December 31, 1989. The Companies recognize savings plans costs based on their matching obligation attributed to their participating management employees. In addition to the ESOP, Verizon also maintains a savings plan for nonmanagement employees. Matching contributions attributable to the Exchanges' employees were included as general and administrative expenses in these special-purpose financial statements. The Exchanges' total savings plans costs, based on an allocation of the Exchanges' employees to the Companies' total employees, were approximately $726,000 in 2001.

6. Parent Funding and Interest Expense

For purposes of these statements, all funding requirements have been summarized as "parent funding" without regard to whether the funding represents debt or equity. No specific debt instruments can be directly associated with the Exchanges, nor are separate equity accounts maintained. As such, interest expense, net of interest income, of the Companies for the year ended December 31, 2001 and the quarters ended March 31, 2002 and 2001 was allocated to the Exchanges and shown in the accompanying statements of income based on the relative percentage of the Exchanges' parent funding to the total debt and equity for the Companies.

7. Transactions with Affiliates

Historically, extensive transactions have occurred between the Exchanges and GTE Communications Systems Corporation (GTE Communications Systems), Verizon Information Services Inc., Verizon Data Services Inc., Verizon Services (including Verizon Services Corp., Verizon Services Group, and Verizon Corporate Services Group Inc.), GTE Funding and various other affiliates. These transactions have included construction and maintenance services, data processing and management services, and financing and directories agreements.

The Companies' transactions with affiliates are summarized as follows (the respective information is not separately available for the Exchanges):

	Year ended December 31, 2001

	Contel of the South	Verizon South
	(Dollars in Thousands)	
Operating revenues:		
Verizon Information Services Inc.	$ 10	$ 1,100
Other revenue from affiliates	21,284	66,400
	21,294	67,500
Operating expenses:		
GTE Communications Systems	11,186	15,100
Verizon Information Services Inc.	143	4,200
Verizon Data Services Inc.	4,538	61,200
Verizon Services	9,501	122,100
Other	-	200
	25,368	202,800
Other income:		
Equity loss from Ventures III	-	(9,300)
Interest expense (income), net:		
Interest expense (income) to GTE, net	3,178	(300)
Plant, property and equipment:		
Purchases from GTE Communications Systems	55	44,700
Transfer of advanced data assets from Ventures III	-	4,000
	55	48,700

GTE Communications Systems (100% owned by Verizon) provides construction and maintenance equipment, supplies and electronic repair services to the Companies. Such purchases and services are recorded at the lower of cost, including a return realized by GTE Communications Systems, or fair market value.

The Companies have an agreement to provide subscriber lists, billing and collection and other services to Verizon Information Services Inc. (Directories) (100% owned by Verizon). Directories bills the Exchanges for printing and other costs associated with regulatory requirements included in the telephone directories, including the cost of any Extended Area Service sections in the directories. Directories also bills the Exchanges for any advertising it places in the telephone directories. The amounts charged to the Companies for these transactions are based on fair market value.

Verizon Data Services Inc. provides data processing services, software application development and maintenance, which generally benefit Verizon's operating telephone subsidiaries, including the Companies. The amounts charged to the Companies for these affiliated transactions are based on proportional cost allocation methodologies.

The Companies have contractual arrangements with Verizon Services Inc. for the provision of various centralized services. These services are divided into two broad categories. The first category is comprised of network-related services, which generally benefit only Verizon's operating telephone subsidiaries. These services include marketing, sales, legal, accounting, finance, data processing, materials management, procurement, labor relations, and staff support for various network operations. The second category is comprised of overhead and support services, which generally benefit all subsidiaries of Verizon. Such services include corporate governance, corporate finance, external affairs, legal, media relations, employee communications, corporate advertising, human

resources, and treasury. Cost may be directly assigned to one subsidiary or allocated to more than one subsidiary based on functional reviews of the work performed.

The Companies recognized interest expense/income in connection with contractual arrangements with GTE Funding to provide short-term financing and cash management services to them.

In 2000, Verizon South Inc. transferred certain advanced data assets to an affiliated company, Verizon Ventures III Inc. (Ventures III), in exchange for common stock of Ventures III. This transfer was done to satisfy a condition of the FCC's approval of the Bell Atlantic-GTE merger, which required the provision of advanced data services through a separate affiliate. Throughout 2001, Verizon South Inc. continued to invest in Ventures III through the transfer of additional assets. As a result of the transfers, Verizon South Inc. has an ownership interest in Ventures III, which is accounted for under the equity method of accounting. Verizon South Inc.'s ownership interest in Ventures III was 1.11% at December 31, 2001.

The accompanying financial statements reflect equity losses associated with the investment in Ventures III of $837,000 in 2001 and an investment in Ventures III, included in other assets, of $20,000 at December 31, 2001.

Other operating revenues and expenses include miscellaneous items of income and expense resulting from transactions with other affiliates of the Companies. These transactions include the provision of local and network access services, billing and collection services, rental of facilities and equipment, and sales and purchases of materials and supplies. The Companies also earn fees from an affiliate for usage of its directory listings.

The affiliated receivables and payables associated with these transactions have been included in parent funding.

8. Regulatory Matters

The state regulatory commission in Alabama regulates the Companies' intrastate business. The Companies are also subject to regulation by the Federal Communications Commission for their interstate business operations. The Companies' Alabama price cap plan started in January 1996. The plan does not have an expiration date but is reviewed every five years. There are three service categories: basic, nonbasic and interconnection. Basic services are capped for five years from the September 1995 order date. At the end of the cap, prices can be increased by GDP-PI less a 1% productivity factor less any service penalties (up to 0.75% maximum penalty). Nonbasic services can be increased beginning January 1997 and prices can be increased a maximum of 10% in the aggregate for a given year. Individual prices can be changed more than 10% as long as the aggregate change is 10% or less. The Companies' intrastate access charges are capped at a composite rate of $0.064 per minute. Tariff filings for incumbent local exchange carriers are presumptively valid. Earnings are not regulated.

9. Commitments and Contingencies

The Companies have noncancelable operating leases covering certain buildings, office space and equipment. The Companies' rental expense was $33,523,000 in 2001. Minimum rental commitments under these noncancelable leases are approximately $4.3 million, $3.9 million, $3.7 million, $3.4 million, and $3.0 million for the years 2002 through 2006, respectively, and $9.6 million thereafter. Based on the number of access lines, the allocated rent expense of the Exchanges was approximately $4.4 million for 2001.

Various legal actions and regulatory proceedings are pending to which the

Companies are a party and there are claims which, if asserted, may lead to other legal actions. Management does not believe the ultimate resolution of pending regulatory and legal matters in future periods will have a material effect on the financial position of the Companies or the Exchanges.

10. Segment Reporting

The Exchanges do not have separate reportable segments of their own. The Exchanges are part of the Companies, which have one reportable segment - the provision of domestic wire line telecommunications services. Specifically, the Companies provide local telephone services including voice and data transport, enhanced and custom calling features, network access, directory assistance and private lines. In addition, the Companies provide customer premises equipment distribution, billing and collection, and pay telephone services.

11. Financial Instruments

Financial instruments that subject the Companies to concentrations of credit risk consist primarily of short-term investments and trade receivables. Concentrations of credit risk with respect to trade receivables other than those from AT&T Corp. (AT&T) are limited due to the large number of customers. The Companies' revenues generated from services provided to AT&T (primarily network access and billing and collection) were 6.9% of total revenues for 2001.

While the Companies may be exposed to credit losses due to the nonperformance of their counterparties, the Companies consider this risk remote and do not expect the settlement of these transactions to have a material effect on their results of operations or financial position.

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FINANCIAL STATEMENTS
VERIZON'S MISSOURI OPERATIONS
For the Three Months ended March 31, 2002
and 2001 and Year ended December 31, 2001

Verizon's Missouri Operations
Financial Statements

For the Three Months ended March 31, 2002 and 2001
and Year ended December 31, 2001

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Report of Independent Auditors

The Board of Directors and Shareowner

GTE Midwest Incorporated

We have audited the accompanying special-purpose statement of selected assets, selected liabilities and parent funding of Verizon's Missouri Operations (the Exchanges), a carved-out component of GTE Midwest Incorporated (the Company), as of December 31, 2001, and the related statements of income, parent funding and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As described in Note 2, the accompanying special-purpose financial statements were prepared for inclusion in CenturyTel, Inc.'s (CenturyTel) Form 8-K for purposes of complying with the rules and regulations of the Securities and Exchange Commission as required by Rule 3-05 of Regulation S-X in connection with an asset purchase agreement between CenturyTel of Missouri L.L.C., a wholly owned subsidiary of CenturyTel and the Company. The statements include allocations of certain indirectly attributable amounts on bases determined by management of the Company.

In our opinion, the special-purpose financial statements referred to above present fairly, in all material respects, the selected assets, selected liabilities and parent funding of Verizon's Missouri Operations as of December 31, 2001, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States.

/s/ Ernst & Young LLP
April 24, 2002

Verizon's Missouri Operations
Statements of Selected Assets, Selected Liabilities and Parent Funding
(Dollars in Thousands)

	March 31, 2002	December 31, 2001
	(Unaudited)	(Audited)
Selected Assets		
Current assets:		
Accounts receivable, net of allowance of $4,888 and $4,710, respectively	$ 47,481	$ 48,267
Materials and supplies	705	577
Prepaid expenses	4,677	6,500
Deferred activation charges - current	3,752	3,820
Total current assets	56,615	59,164
Property, plant and equipment, net	392,610	390,409

Prepaid pension asset	83,353	80,794
Deferred activation charges - noncurrent	7,003	7,238
Total selected assets	$ 539,581	$ 537,605
Selected Liabilities and Parent Funding		
Current liabilities:		
Accounts payable	$ -	$ 895
Advance billings and customer deposits	5,699	5,323
Accrued payroll-related costs	9,593	15,306
Deferred activation revenues - current	3,752	3,820
Other current liabilities	9,519	9,276
Total current liabilities	28,563	34,620
Employee benefit obligations	28,221	28,201
Deferred activation revenues - noncurrent	7,003	7,238
Other liabilities	575	849
Total selected liabilities	64,362	70,908
Parent funding	475,219	466,697
Total selected liabilities and parent funding	$ 539,581	$ 537,605

See accompanying notes.

Verizon's Missouri Operations
Statements of Income
(Dollars in Thousands)

	Three Months ended March 31 2002	2001	Year ended December 31 2001
	(Unaudited)		(Audited)
Operating Revenues			
Local services	$ 27,818	$ 26,052	$ 106,072
Network access services	33,479	41,113	149,463
Long-distance services	3,934	4,466	17,926
Other services	5,442	6,486	22,425
Total operating revenues	70,673	78,117	295,886
Operating Expenses			
Cost of services	17,447	14,622	85,609
Selling, general and administrative	9,096	10,949	38,809
Depreciation and amortization	12,115	11,318	44,956
Total operating expenses	38,658	36,889	169,374
Operating income	32,015	41,228	126,512
Interest expense, net	1,829	3,522	11,884
Other (income) expense	(9)	(49)	1,645
Income before income taxes	30,195	37,755	112,983

Income taxes	11,688	14,541	47,420
Net income	$ 18,507	$ 23,214	$ 65,563

See accompanying notes.

Verizon's Missouri Operations
Statements of Parent Funding
(Dollars in Thousands)

For the Three Months ended March 31, 2002 and the Year ended December 31, 2001	
Balance at December 31, 2000	$ 440,818
Net income (audited)	65,563
Net transfers to GTE Corporation (audited)	(39,684)
Balance at December 31, 2001 (audited)	466,697
Net income (unaudited)	18,507
Net transfers to GTE Corporation (unaudited)	(9,985)
Balance at March 31, 2002 (unaudited)	$ 475,219

See accompanying notes.

Verizon's Missouri Operations

Statements of Cash Flows
(Dollars in Thousands)

	Three Months ended March 31		Year ended December 31
	2002	2001	2001
	(Unaudited)		(Audited)
Operating Activities			
Net income	$ 18,507	$ 23,214	$ 65,563
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	12,115	11,318	44,956
Provision for uncollectible accounts	1,194	1,407	1,627
Employee benefit obligations	(2,539)	(1,847)	(7,440)
Changes in current assets and current liabilities:			
Accounts receivable	(408)	(2,991)	(6,633)
Other current assets	1,695	9,948	5,815
Current liabilities	(6,232)	(10,001)	(7,277)
Other, net	(31)	(6,381)	(3,464)
Cash provided by operating activities	24,301	24,667	93,147

Investing Activities			
Capital expenditures	(14,316)	(9,474)	(53,463)
Cash used in investing activities	(14,316)	(9,474)	(53,463)
Financing Activities			
Net transfers to GTE Corporation	(9,985)	(15,193)	(39,684)
Cash used in financing activities	(9,985)	(15,193)	(39,684)
Net change in cash during the period	-	-	-
Cash at beginning of period	-	-	-
Cash at end of period	$ -	$ -	$ -

See accompanying notes.

Verizon's Missouri Operations
Notes to Financial Statements

1. Description of Business

The selected local telephone exchanges (the Exchanges) included in these special-purpose financial statements serve approximately 371,000 switched access lines in the state of Missouri. The exchanges represent substantially all of the switched access lines in service for GTE Midwest Incorporated (Company or GTE Midwest). The Company is a wholly owned subsidiary of GTE Corporation (GTE), which is a wholly owned subsidiary of Verizon Communications Inc. (Verizon).

The Company provides two basic types of telecommunications services:

Exchange telecommunication service is the transmission of telecommunications among customers located within a local calling area within a LATA. Examples of exchange telecommunications services include switched local residential and business services, local private line voice and data services, and Centrex services. The Company also provides toll services within a LATA (intraLATA long distance).

Exchange access service links a customer's premises and the transmission facilities of other telecommunications carriers, generally interLATA carriers. Examples of exchange access services include switched access and special access services.

The communications services provided by the Company are subject to regulation by the Missouri Public Service Commission with respect to intrastate rates and services and certain other matters. The Federal Communications Commission (FCC) regulates rates that the Company charges long-distance carriers and end-user subscribers for interstate access rates.

On October 22, 2001, the Company entered into an asset purchase agreement with CenturyTel of Missouri L.L.C., a wholly owned subsidiary of CenturyTel, Inc. (CenturyTel), to sell all in-franchise switched access lines in the state of Missouri to CenturyTel. The transaction is expected to close in the third

quarter of 2002.

2. Basis of Presentation

Historically, financial statements have not been prepared for the Exchanges, as they have no separate legal status or existence. The accompanying special-purpose financial statements have been prepared to present the statement of selected assets, selected liabilities and parent funding and statements of income and cash flows of the Exchanges for inclusion in CenturyTel's Form 8-K for purposes of complying with the rules and regulations of the Securities and Exchange Commission as required by Rule 3-05 of Regulation S-X for the transaction between CenturyTel and the Company. The accompanying special-purpose financial statements have been prepared in accordance with accounting principles generally accepted in the United States using exchange-specific information where available (most revenue and property, plant and equipment (PP&E) related accounts) and allocations where data is not maintained on an exchange-specific basis within the Company's books and records (most operating expenses, assets other than PP&E, and liabilities). Because of the significant amount of allocations and estimates used to prepare these financial statements, they may not reflect the financial position or results of operations of the Exchanges after the sale to CenturyTel.

The unaudited interim financial information presented herein has been prepared according to accounting principles generally accepted in the United States. In management's opinion, the information presented herein reflects all adjustments (consisting only of normal recurring accruals) necessary to present fairly the interim selected assets, selected liabilities and parent funding, and results of operations and cash flows of Verizon's Missouri Operations. The results for the interim periods are not necessarily indicative of the results for the full year.

The accompanying special-purpose financial statements include only those assets, liabilities and related operations of the Exchanges as historically incurred by the Company and exclude all other assets, liabilities and operations of GTE Midwest and Verizon and its other subsidiaries, specifically cash, debt, accrued interest, and tax-related balance sheet accounts. These special-purpose financial statements also include assets, liabilities and expenses related to employees who support the Exchanges, some of whom are expected to remain employees of the Company following the sale of the Exchanges.

Accounts receivable and operating revenues are based on the applicable billing system information. Other current assets and the current liabilities of the Exchanges reflect the respective balances of the Company, excluding amounts owed from/to affiliates.

The Exchanges' operating expenses include both amounts incurred within their operating territories that relate directly to their exchanges (the Direct Expenses) and amounts incurred in centralized Verizon service centers that support multiple Verizon companies (the Indirect Expenses). The Direct Expenses generally correspond with locally performed functions, which are likely to transfer to the buyer of the Exchanges. The Indirect Expenses correspond to substantial back-office support and overhead functions, which are not likely to transfer to the buyer, but that the buyer will need to replace in some form in order to operate the Exchanges. The Indirect Expenses have been allocated to GTE Midwest and further to specific exchanges within GTE Midwest (including the Exchanges) based on estimates of usage or benefits received from such services. The level of allocated Indirect Expenses may not be representative of the buyer's ongoing expenses for these functions. Depreciation and amortization were calculated using the related property, plant and equipment data.

Management believes the allocations used to determine selected amounts in the financial statements are appropriate methods to reasonably reflect the related income or expense of the Exchanges.

3. Summary of Significant Accounting Policies and Other Disclosures

The notes to the financial statements that follow contain limited disclosure data where it can be reasonably estimated for the Exchanges.

Revenue Recognition

Service revenues are recognized based on usage of local exchange networks and facilities and contract fees. The Exchanges recognize product and other service revenues when services are provided in accordance with contract terms and when products are delivered and accepted by the customers.

The Company adopted the provisions of the Securities and Exchange Commission (SEC) Staff Accounting Bulletin (SAB) No. 101, Revenue Recognition in Financial Statements, effective January 1, 2000, as required by the SEC. As a result of the adoption of SAB No. 101, the Company defers nonrecurring service activation revenues and costs and amortize them over the expected term of the customer relationship. The deferred costs are equal to the activation fee revenue and any excess cost is expensed immediately. The deferred costs represent direct costs associated with certain nonrecurring fees, such as service activation and installation fees.

Maintenance and Repairs

The cost of maintenance and repairs, including the cost of replacing minor items not constituting substantial betterments, is charged to cost of services as these costs are incurred.

Materials and Supplies

Included in materials and supplies are new and reusable materials, which are stated principally at average original cost, except that specific costs are used in the case of large individual items.

Long-Lived Assets

The Company assesses the impairment of long-lived assets under Statement of Financial Accounting Standards (SFAS) No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of, whenever events or changes in circumstances indicate that the carrying value may not be recoverable. A determination of impairment, if any, is made based on estimates of future cash flows. (See Recent Accounting Pronouncements - Impairment or Disposal of Long-Lived Assets below.)

Plant and Depreciation

Property, plant and equipment are recorded at cost. Depreciation expense is principally based on the composite group remaining life method and straight-line composite rates. This method provides for the recognition of the cost of the remaining net investment in telephone plant, less anticipated net salvage value, over remaining economic asset lives. This method requires the periodic review and revision of depreciation rates. The asset lives used are as follows:

	Average Lives (In Years)
Buildings	30-35
Central office equipment	5-10
Outside communications plant	15-50
Furniture, vehicles and other equipment	3-15

When depreciable telephone plant is replaced or retired in the normal course of business, the carrying amount of such plant is deducted from the respective accounts and accumulated depreciation is charged.

Interest associated with the acquisition or construction of plant assets is capitalized. Capitalized interest is reported as a cost of plant and a reduction in interest expense. During 2001, the Company capitalized $206,000 of interest costs.

Computer Software Costs

The Company capitalizes the cost of internal-use software which has a useful life in excess of one year in accordance with Statement of Position (SOP) No. 98-1, Accounting for the Costs of Computer Software Developed or Obtained for Internal Use. Subsequent additions, modifications or upgrades to internal-use software are capitalized only to the extent that they allow the software to perform a task it previously did not perform. Software maintenance and training costs are expensed in the period in which they are incurred. Also, interest associated with the development of internal-use software is capitalized. Capitalized computer software costs are amortized using the straight-line method over a period of three to seven years.

Income Taxes

Verizon and its domestic subsidiaries, including the Company, file a consolidated federal income tax return. The Company participates in a tax-sharing agreement with Verizon and remits tax payments to Verizon based on its respective tax liability on a separate company basis.

The Exchanges are not taxable entities. The Exchanges' operating results are included within the Company for income tax purposes. Although the Exchanges contribute significant plant-related temporary differences (including investment tax credits) to the Company's deferred tax balances, the Company does not allocate income tax expense, income tax payables or deferred income taxes to the Exchanges. Deferred tax assets and liabilities are included in parent funding within these special-purpose financial statements. The provision for income taxes included in the accompanying statement of income for the year ended December 31, 2001 was calculated based on the income before income taxes of the Exchanges and the Company's 2001 effective tax rate adjusted for permanent differences not attributable to the Exchanges. The primary difference between the effective income tax rate and the statutory federal income tax rate is state income taxes, net of federal tax benefits.

Advertising Costs

The Company expenses advertising costs as they are incurred. In 2001, the Company incurred $1,303,000 in advertising costs.

Employee Benefit Plans

The Company participates in the Verizon benefit plans. Under these plans, pension and postretirement healthcare and life insurance benefits earned during the year, as well as interest on projected benefit obligations, are accrued currently. Prior service costs and credits resulting from changes in plan benefits are amortized over the average remaining service period of the employees expected to receive the benefits.

Comprehensive Income

The Company had no other comprehensive income components for the year ended December 31, 2001 or the quarters ended March 31, 2002 and 2001; therefore, the

Company's and the Exchange's comprehensive income is the same as net income.

Derivative Instruments

Effective January 1, 2001, the Company adopted SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, and SFAS No. 138, Accounting for Certain Derivative Instruments and Certain Hedging Activities. SFAS No. 133 requires that all derivatives, including derivatives embedded in other financial instruments, be measured at fair value and recognized as either assets or liabilities on the Company's balance sheet. Changes in the fair values of derivatives not qualifying as hedges under SFAS No. 133 and any ineffective portion of hedges are recognized in earnings in the current period. Changes in the fair values of derivative instruments used effectively as fair value hedges are recognized in earnings, along with changes in the fair value of the hedged item. Changes in the fair value of the effective portions of cash flow hedges are reported in other comprehensive income, and recognized in earnings when the hedged item is recognized in earnings. The Company had no derivative instruments as of December 31, 2001 or March 31, 2002 and 2001.

Recent Accounting Pronouncements

Business Combinations

In June 2001, the Financial Accounting Standards Board (FASB) issued SFAS No. 141, Business Combinations, which applies to business combinations occurring after June 30, 2001. SFAS No. 141 requires that the purchase method of accounting be used and includes guidance on the initial recognition and measurement of goodwill and other intangible assets acquired in the combination.

Goodwill and Other Intangible Assets

Effective January 1, 2002, the Company adopted SFAS No. 142, Goodwill and Other Intangible Assets. SFAS No. 142 no longer permits the amortization of goodwill and indefinite-lived intangible assets. Instead, these assets must be reviewed annually (or more frequently under certain conditions) for impairment in accordance with this statement. This impairment test uses a fair value approach rather than the undiscounted cash flows approach previously required by SFAS No. 121. The goodwill impairment test under SFAS No. 142 requires a two-step approach, which is performed at the reporting unit level, as defined in SFAS No. 142. Step one identifies potential impairments by comparing the fair value of the reporting unit to its carrying amount. Step two, which is only performed if there is a potential impairment, compares the carrying amount of the reporting unit's goodwill to its implied value, as defined in SFAS No. 142. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized for an amount equal to that excess. Intangible assets that do not have indefinite lives will continue to be amortized over their useful lives and reviewed for impairment in accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. The adoption of SFAS No. 142 did not impact the results of operations or statement of selected assets, selected liabilities and parent funding because the Company had no goodwill or other intangible assets as of January 1, 2002.

Impairment or Disposal of Long-Lived Assets

Effective January 1, 2002, the Company adopted SFAS No. 144. This standard supersedes SFAS No. 121 and the provisions of APB Opinion No. 30, Reporting the Results of Operations-Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions, with regard to reporting the effects of a disposal of a segment of a business. SFAS No. 144 establishes a single accounting model for assets to be disposed of by sale and addresses several SFAS No. 121 implementation issues. The adoption of SFAS No. 144 did not have a material effect on the results of

operations or financial position.

Asset Retirement Obligations

In June 2001, the FASB issued SFAS No. 143, Accounting for Asset Retirement Obligations. This standard provides the accounting for the cost of legal obligations associated with the retirement of long-lived assets. SFAS No. 143 requires that companies recognize the fair value of a liability for asset retirement obligations in the period in which the obligations are incurred and capitalize that amount as a part of the book value of the long-lived asset. That cost is then depreciated over the remaining life of the underlying long-lived asset. The Company is required to adopt SFAS No. 143 effective January 1, 2003. The Company is currently evaluating the impact this new standard will have on its future results of operations or financial position.

4. Property, Plant and Equipment

The Company maintains continuing property records, which identify specific property, plant and equipment (PP&E) balances, depreciation reserves and annual capital expenditure amounts for the Exchanges. The PP&E balance in the accompanying statement is based on these exchange-specific amounts and does not include any allocations of common assets utilized in providing the centralized services described in Note 2.

PP&E of the Exchanges is summarized as follows at December 31, 2001 (dollars in thousands):

Land	$ 3,280
Buildings	69,247
Central office equipment	336,084
Outside communications plant	524,915
Furniture, vehicles and other work equipment	25,624
Other	33,898
Construction-in-progress	475
	993,523
Less accumulated depreciation	(603,114)
Property, plant and equipment, net	$ 390,409

5. Employee Benefit Plans

The Company participates in Verizon's benefit plans. Verizon maintains noncontributory defined benefit pension plans for substantially all employees. The postretirement healthcare and life insurance plans for the Company's retirees and their dependents are both contributory and noncontributory and include a limit on the Company's share of cost for recent and future retirees. The Company also sponsors defined contribution savings plans to provide opportunities for eligible employees to save for retirement on a tax-deferred basis.

The structure of Verizon's benefit plans does not provide for the separate determination of certain disclosures for the Company or the Exchanges.

Pension Plans

The Company participates in noncontributory defined benefit pension plans

sponsored by Verizon covering substantially all employees. The benefits to be paid under these plans are generally based on years of credited service and average final earnings. Verizon's funding policy, subject to the minimum funding requirements of employee benefit and tax laws, is to contribute such amounts as are determined on an actuarial basis to accumulate funds sufficient to meet the plans' benefit obligation to employees upon their retirement. The Verizon plans are currently funded at levels in excess of projected benefit obligations. The assets of the plans consist primarily of corporate equities, government securities and corporate debt securities.

The Exchanges' net periodic benefit credit was $11.1 million for 2001.

The prepaid pension asset shown on the accompanying financial statements represents the net prepaid pension cost of active employees of the Exchanges and retired employees of the Company who were previously directly involved in the operations of the Exchanges to the Company's total active and retired employee participants of the plans.

The significant weighted-average assumptions used by Verizon to determine the pension credit and asset were as follows at December 31, 2001:

Discount rate	7.25%
Rate of compensation increase	5.00
Long-term rate of return on plan assets	9.25

Postretirement Benefits Other Than Pensions

Substantially all of the Company's employees are covered under postretirement healthcare and life insurance benefit plans sponsored by Verizon. The determination of benefit cost for postretirement health plans is generally based on comprehensive hospital, medical and surgical benefit plan provisions. The Company intends to fund amounts for postretirement benefits as deemed appropriate.

The Exchange's postretirement benefit cost was $4.1 million for 2001. The postretirement cost for the Exchanges was based on an allocation of the Company's net postretirement cost. The allocation was based on the relative number of active employees of the Exchanges and retired employees of the Company who were previously involved in the operations of the Exchanges to the Company's total active and retired employee participants of the plans.

The employee benefit obligations shown in the accompanying financial statements represents an allocation of the Company's actuarially determined postretirement healthcare and life insurance benefit liabilities. The allocation was based on the relative number of active employees of the Exchanges and retired employees of the Company who were previously involved in the operations of the Exchanges to the Company's total active and retired employee participants of the plans.

The weighted-average assumptions used by Verizon in the actuarial computations for healthcare and life benefits were as follows at December 31, 2001:

Discount rate	7.25%
Long-term rate of return on plan assets	8.00
Medical cost trend rate at end of year	10.00
Ultimate (year 2005)	5.00

Savings Plans and Employee Stock Ownership Plans

Substantially all of the Company's employees are eligible to participate in savings plans maintained by Verizon. Verizon maintains a leveraged employee

stock ownership plan (ESOP) for its management employees of the former GTE Companies. Under this plan, a certain percentage of eligible employee contributions is matched with shares of Verizon's common stock. Verizon recognizes leveraged ESOP cost based on the modified shares allocated method for this leveraged ESOP that held shares before December 31, 1989. The Company recognizes savings plans costs based on its matching obligation attributed to its participating management employees. In addition to the ESOP, Verizon also maintains a savings plan for nonmanagement employees. The Company's total savings plans costs were $1.4 million in 2001.

6. Parent Funding and Interest Expense

For purposes of these statements, all funding requirements have been summarized as "parent funding" without regard to whether the funding represents debt or equity. No specific debt instruments can be directly associated with the Exchanges, nor are separate equity accounts maintained. All net interest expense of the Company for the year ended December 31, 2001 and the quarters ended March 31, 2002 and 2001 was allocated to the Exchanges and shown in the accompanying statements of income.

7. Transactions with Affiliates

Historically, extensive transactions have occurred between the Company and GTE Communications Systems Corporation (GTE Communications Systems), Verizon Information Services Inc., Verizon Data Services Inc., Verizon Services (including Verizon Services Corp., Verizon Services Group, and Verizon Corporate Services Group Inc.), GTE Funding Incorporated (GTE Funding) and other affiliates.

Transactions with affiliates included in the accompanying financial statements are summarized as follows:

	Year ended December 31, 2001
	(Dollars in Thousands)
Operating revenues:	
Verizon Information Services Inc.	$ 73
Other revenue from affiliates	21,190
	21,263
Operating expenses:	
GTE Communications Systems	3,651
Verizon Information Services Inc.	764
Verizon Data Services Inc.	13,139
Verizon Services	26,091
	43,645
Other expense:	
Equity loss from Ventures III	(1,645)
Interest expense, net:	
Interest expense to GTE, net	18,884
Plant, property and equipment:	
Purchases from GTE Communications Systems	8,083

The Company has an agreement to provide subscriber lists, billing and collection and other services to Verizon Information Services Inc. (Directories) (100% owned by Verizon) at fair market value. Directories bills the Company for printing and other costs associated with regulatory requirements included in the telephone directories, including the cost of any Extended Area Service sections in the directories. Directories also bills the Company for any advertising it places in the telephone directories. The amounts charged to the Company for these transactions are based on fair market value.

GTE Communications Systems (100% owned by Verizon) provides construction and maintenance equipment, supplies and electronic repair services to the Company. Such purchases and services are recorded at the lower of cost, including a return realized by GTE Communications Systems, or fair market value.

Verizon Data Services Inc. provides data processing services, software application development and maintenance, which generally benefit Verizon's operating telephone subsidiaries, including the Exchanges. The amounts charged to the Company for these affiliated transactions are based on proportional cost allocation methodologies.

The Company has contractual arrangements with Verizon Services for the provision of various centralized services. These services are divided into two broad categories. The first category is comprised of network-related services, which generally benefit only Verizon's operating telephone subsidiaries. These services include marketing, sales, legal, accounting, finance, data processing, materials management, procurement, labor relations, and staff support for various network operations. The second category is comprised of overhead and support services, which generally benefit all subsidiaries of Verizon. Such services include corporate governance, corporate finance, external affairs, legal, media relations, employee communications, corporate advertising, human resources, and treasury. Cost may be directly assigned to one subsidiary or allocated to more than one subsidiary based on functional reviews of the work performed.

The Company recognized net interest expense in connection with contractual arrangements with GTE Funding affiliates to provide short-term financing and cash management services to it.

In 2000, the Company transferred certain advanced data assets to an affiliated company, Verizon Ventures III Inc. (Ventures III), in exchange for common stock of Ventures III. This transfer was done to satisfy a condition of the FCC's approval of the Bell Atlantic-GTE merger, which required the provision of advanced data services through a separate affiliate. Throughout 2001, the Company continued to invest in Ventures III through the transfer of additional assets. As a result of the transfers, the Company has an ownership interest in Ventures III, which is accounted for under the equity method of accounting. The Company recorded equity losses associated with its investment in Ventures III of $1,645,000 in 2001. Its investment in Ventures III was $0 at December 31, 2001. The Company's ownership interest in Ventures III was 0.21% at December 31, 2001.

7. Transactions with Affiliates (continued)

Other operating revenues include miscellaneous items of income resulting from transactions with other affiliates of the Company. These transactions include the provision of local and network access services, billing and collection services, rental of facilities and equipment, and sales and purchases of materials and supplies. The Company also earns fees from an affiliate for usage of its directory listings.

The affiliated receivables and payables associated with these transactions have been included in parent funding.

8. Regulatory Matters

The Missouri Public Service Commission regulates the Company's intrastate business. The Company is also subject to regulation by the Federal Communications Commission for its interstate business operations.

The Company's Missouri statutory price cap plan started in February 1999. Under the plan, the Company can rebalance rates in the first four years of the plan by increasing local rates by $1.50 and reducing switched access by an equivalent amount. Toll rates must be reduced by 10% in the first year. Nonbasic service rates may increase 8% annually. Earnings are not regulated.

9. Commitments and Contingencies

The Company has noncancelable operating leases covering certain buildings, office space and equipment. The Company's rental expense was $12,339,000 in 2001. Minimum rental commitments under these noncancelable leases are approximately $410,000, $364,000, $356,000, $111,000 and $5,000 for the years 2002 through 2006, respectively, and $52,000 thereafter.

Various legal actions and regulatory proceedings are pending to which the Company is a party and there are claims which, if asserted, may lead to other legal actions. Management does not expect that the ultimate resolution of pending regulatory and legal matters in future periods will have a material effect on the financial position of the Company or the Exchanges, but could have a material effect on the results of operations.

10. Segment Reporting

The Exchanges do not have separate reportable segments of their own. The Exchanges are part of the Company, which has one reportable segment - the provision of domestic wireline telecommunications services. Specifically, the Company provides local telephone services including voice and data transport, enhanced and custom calling features, network access, directory assistance and private lines. In addition, the Company provides customer premises equipment distribution, billing and collection, and pay telephone services.

11. Financial Instruments

Financial instruments that subject the Company to concentrations of credit risk consist primarily of short-term investments and trade receivables. Concentrations of credit risk with respect to trade receivables other than those from AT&T Corp. (AT&T) are limited due to the large number of customers. The Company's revenues generated from services provided to AT&T (primarily network access and billing and collection) were 10.6% of total operating revenues for 2001.

While the Company may be exposed to credit losses due to the nonperformance of its counterparties, the Company considers this risk remote and does not expect the settlement of these transactions to have a material effect on its results of operations or financial position.

* * * * * * * *

CenturyTel, Inc.
Unaudited Pro Forma Consolidated Condensed Financial Information
Introduction

Background

On August 1, 2002, CenturyTel, Inc. (the "Company") sold substantially all of its wireless operations to an affiliate of ALLTEL Corporation ("Alltel") for

approximately $1.58 billion in cash. In connection with this transaction, the Company divested its (i) interests in its majority-owned and operated cellular systems, which at June 30, 2002 served approximately 783,000 customers and had access to approximately 7.8 million pops (as defined in the Company's most recent 10-K Report), (ii) minority cellular equity interests representing approximately 1.8 million pops at June 30, 2002, and (iii) licenses to provide personal communications services covering 1.3 million pops in Wisconsin and Iowa.

On July 1, 2002, an affiliate of the Company acquired approximately 300,000 telephone access lines and related property and equipment comprising Verizon's local exchange operations in 90 exchanges in predominantly rural markets throughout Alabama for approximately $1.0 billion cash. On or about August 31, 2002, the Company is expected to consummate the acquisition of approximately 360,000 telephone access lines and related property and equipment comprising Verizon's local exchange operations in 98 exchanges in predominantly rural markets throughout Missouri for approximately $1.159 billion cash. The acquired assets include Verizon's assets used to provide digital subscriber line ("DSL") and other high speed data services within the purchased exchanges in both states and an aggregate of approximately 2,800 route miles of fiber optic cable within the purchased exchanges in both states. In addition to the continued provision of traditional local exchange telephone services, the Company intends to provide long distance, Internet access (including DSL access service), and other advanced technology services in certain of the acquired service areas. For a discussion of the Company's long-term financing plans, see "- Pro Forma Information" below.

The results of operations of the properties acquired and to be acquired will be included in the Company's consolidated financial statements from and after their respective dates of acquisition. The results of operations of the properties sold will be included in the Company's consolidated financial statements as discontinued operations through August 1, 2002.

Pro Forma Information

The following unaudited pro forma consolidated condensed balance sheet as of March 31, 2002 and the unaudited pro forma consolidated condensed statements of income for the year ended December 31, 2001 and the three months ended March 31, 2002 are based on the historical consolidated results of operations and financial condition of CenturyTel, Inc. and its subsidiaries, and reflect the Company's wireless operations as discontinued operations. No interest expense was allocated to discontinued operations and corporate overhead costs previously absorbed by the wireless operations are reflected as an expense within continuing operations.

In addition, the unaudited pro forma consolidated condensed balance sheet as of March 31, 2002 and the unaudited pro forma consolidated condensed statements of income for the year ended December 31, 2001 and three months ended March 31, 2002 also reflect (i) the effects of acquiring the Verizon properties for an aggregate of $2.159 billion cash, (ii) the effects of divesting the Company's wireless operations for cash proceeds that approximated $1.58 billion pre-tax (which are anticipated to be approximately $1.255 billion after-tax) and (iii) steps the Company has taken or anticipates taking to finance the Verizon acquisitions.

In accordance with Statement of Financial Accounting Standards No. 142, "Accounting for Goodwill and Other Intangible Assets", effective January 1, 2002, goodwill is no longer subject to amortization; therefore, the accompanying 2001 pro forma statement of income does not reflect amortization of the estimated goodwill associated with the acquisition of the Verizon properties.

Pro forma adjustments, and the assumptions on which they are based, are described in the accompanying notes to the unaudited pro forma consolidated condensed financial information.

Although the Company's permanent financing plans are not yet complete and will be dependent upon market conditions and other factors, the pro forma financial information has been prepared assuming that the aggregate purchase price for the Verizon assets of $2.159 billion will be financed on a long-term basis substantially with (i) $1.255 billion of after-tax proceeds from the August 1, 2002 sale of its wireless business, (ii) net proceeds of $483.4 million from the sale of equity units in May 2002 and (iii) $420.6 million of proceeds from a sale of debt securities during the second half of 2002. If the Company requires cash before these sources of long-term financing are available, the Company intends to borrow cash on a short-term basis. Conversely, if the Company receives cash from these sources before it needs such cash, the Company intends to repay short-term debt. For purposes of the pro forma information, these short-term borrowings and repayments have been excluded, as have adjustments for estimated transaction costs.

The pro forma financial information related to the Verizon acquisitions has been prepared using the purchase method of accounting and is based on the assumptions that the purchase of all of the Verizon properties took place as of March 31, 2002 for purposes of the pro forma balance sheet and as of January 1, 2001 for purposes of the pro forma statements of income. In accordance with the purchase method of accounting, the actual consolidated financial statements of the Company will reflect the Verizon acquisitions only from and after their respective dates of acquisition.

The pro forma financial information related to the sale of the wireless operations has been prepared based on the assumptions that the sale of those operations took place as of March 31, 2002 for purposes of the pro forma balance sheet and as of January 1, 2001 for purposes of the pro forma statements of income. The actual consolidated financial statements of the Company will reflect the operations of the wireless properties (as discontinued operations) until August 1, 2002.

The unaudited pro forma consolidated condensed financial data included below does not give effect to any potential revenue enhancements, cost reductions, or other operating efficiencies that could result from the Verizon acquisitions, including, but not limited to (i) offering long distance, Internet access and other advanced technology services to an increased number of customers in the acquired markets or (ii) cost savings that may be associated with operating and administering the acquired properties with the Company's existing personnel and operating assets.

The pro forma information is presented for illustrative purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if such transactions had been consummated on the dates and in accordance with the assumptions described herein, nor is it necessarily indicative of future operating results or financial position. The historical Verizon financial information reflects the operating and management structure of Verizon and is not necessarily indicative of the results of operations that may be obtained with respect to the acquired properties under the Company's operating and management structure.

You are urged to read the financial information below, along with the Company's publicly available historical consolidated financial statements and accompanying notes and the special purpose financial statements of the Verizon operations acquired or to be acquired appearing elsewhere in this combined Current Report on Form 8-K and Form 8-K/A.

CENTURYTEL, INC.
Pro Forma Consolidated Condensed Statement of Income
Year ended December 31, 2001
(Unaudited)

	CenturyTel	Verizon	Pro forma adjustments
	(Dollars in thousands, except per share amo		
OPERATING REVENUES			
Telephone	$ 1,505,733	552,127	-
Other	173,771	-	-
Total operating revenues	1,679,504	552,127	-
OPERATING EXPENSES			
Cost of sales and operating expenses (exclusive of depreciation and amortization)	826,948	233,108	14,900
Corporate overhead costs allocable to discontinued operations	20,213	-	-
Depreciation and amortization	407,038	81,498	-
Total operating expenses	1,254,199	314,606	14,900
OPERATING INCOME	425,305	237,521	(14,900)
OTHER INCOME AND EXPENSE			
Nonrecurring gains and losses, net	33,043	-	-
Interest expense	(225,523)	(21,388)	(45,898)
Other income and expense	32	(2,482)	-
Total other income (expense)	(192,448)	(23,870)	(45,898)
Income from continuing operations before income tax expense	232,857	213,651	(60,798)
Income tax expense	88,711	87,312	(24,319)
Income from continuing operations	144,146	126,339	(36,479)
Discontinued operations, net of tax	198,885	-	(198,885)
Net income	$ 343,031	126,339	(235,364)
BASIC EARNINGS PER SHARE			
From continuing operations	$ 1.02	.90	(.26)
From continuing operations, as adjusted for goodwill amortization	$ 1.35	.90	(.26)
From discontinued operations	$ 1.41	-	(1.41)
From discontinued operations, as adjusted for goodwill amortization	$ 1.48	-	(1.48)
Basic earnings per share	$ 2.43 (1)	.90	(1.67)
Basic earnings per share, as adjusted for goodwill amortization	$ 2.83	.90	(1.74)
DILUTED EARNINGS PER SHARE			

From continuing operations	$ 1.01	.89	(.26)
From continuing operations, as adjusted for goodwill amortization	$ 1.34	.89	(.26)
From discontinued operations	$ 1.40	-	(1.40)
From discontinued operations, as adjusted for goodwill amortization	$ 1.47	-	(1.47)
Diluted earnings per share	$ 2.41 (1)	.89	(1.65)
Diluted earnings per share, as adjusted for goodwill amortization	$ 2.81	.89	(1.72)
AVERAGE BASIC SHARES OUTSTANDING	140,743	140,743	140,743
AVERAGE DILUTED SHARES OUTSTANDING	142,307	142,307	142,307

(1) CenturyTel's basic earnings per share and diluted earnings per share for the year ended December 31, 2001 were $1.72 and $1.70, after eliminating the effect of nonrecurring net gains associated with our wireless operations.

See accompanying notes to unaudited pro forma consolidated condensed financial information.

CENTURYTEL, INC.
Pro Forma Consolidated Condensed Statement of Income
Three months ended March 31, 2002
(Unaudited)

	CenturyTel	Verizon	Pro forma adjustments
	(Dollars in thousands, except per share		
OPERATING REVENUES			
Telephone	$ 372,731	132,685	-
Other	50,187	-	-
Total operating revenues	422,918	132,685	-
OPERATING EXPENSES			
Cost of sales and operating expenses (exclusive of depreciation and amortization)	206,844	48,403	3,568
Corporate overhead costs allocable to discontinued operations	4,798	-	-
Depreciation and amortization	92,227	21,130	-
Total operating expenses	303,869	69,533	3,568
OPERATING INCOME	119,049	63,152	(3,568)

OTHER INCOME AND EXPENSE			
Interest expense	(50,648)	(4,457)	(12,365)
Other income and expense	(2,268)	15	-
Total other income (expense)	(52,916)	(4,442)	(12,365)
Income from continuing operations before income tax expense	66,133	58,710	(15,933)
Income tax expense	23,276	22,843	(6,373)
Income from continuing operations	42,857	35,867	(9,560)
Discontinued operations, net of tax	27,910	-	(27,910)
Net income	$ 70,767	35,867	(37,470)
BASIC EARNINGS PER SHARE			
From continuing operations	$ .30	.25	(.07)
From discontinued operations	$ .20	-	(.20)
Basic earnings per share	$ .50	.25	(.27)
DILUTED EARNINGS PER SHARE			
From continuing operations	$ .30	.25	(.07)
From discontinued operations	$ .20	-	(.20)
Diluted earnings per share	$ .50	.25	(.26)
AVERAGE BASIC SHARES OUTSTANDING	141,051	141,051	141,051
AVERAGE DILUTED SHARES OUTSTANDING	142,654	142,654	142,654

See accompanying notes to unaudited pro forma consolidated condensed financial information.

CENTURYTEL, INC.
Pro Forma Consolidated Condensed Balance Sheet
March 31, 2002
(Unaudited)

	CenturyTel	Verizon	Pro forma adjustments
		(Dollars in thousands)	
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	$ 52,138	-	-
Accounts receivable	203,267	85,300	-

Materials and supplies	9,388	1,666	-
Other	11,904	16,588	-
Total current assets	276,697	103,554	-
NET PROPERTY, PLANT AND EQUIPMENT	2,728,299	638,067	-
INVESTMENTS AND OTHER ASSETS			
Goodwill	2,116,265	-	1,487,770
Other	425,636	132,999	(117,494)
Total investments and other assets	2,541,901	132,999	1,370,276
ASSETS HELD FOR SALE	832,543	-	(832,543)
TOTAL ASSETS	$ 6,379,440	874,620	537,733
LIABILITIES AND EQUITY			
CURRENT LIABILITIES			
Short-term debt and current maturities of long-term debt	$ 921,966	-	-
Accounts payable	93,959	5,323	(5,323)
Accrued expenses and other liabilities	183,381	44,255	(44,255)
Advance billing and customer deposits	30,152	12,552	-
Total current liabilities	1,229,458	62,130	(49,578)
LONG-TERM DEBT	2,081,396	-	904,000
DEFERRED CREDITS AND OTHER LIABILITIES	508,502	73,344	11,654
LIABILITIES RELATED TO ASSETS HELD FOR SALE	155,679	-	(155,679)
PARENT FUNDING	-	739,146	(739,146)
STOCKHOLDERS' EQUITY			
Common stock	141,327	-	-
Paid-in capital	528,090	-	(11,654)
Retained earnings	1,729,263	-	578,136
Unearned ESOP shares	(2,250)	-	-
Preferred stock - non-redeemable	7,975	-	-
Total stockholders' equity	2,404,405	-	566,482
TOTAL LIABILITIES AND EQUITY	$ 6,379,440	874,620	537,733

See accompanying notes to unaudited pro forma consolidated condensed financial information.

Notes to Unaudited Pro Forma Consolidated Condensed Financial Information

(A) Purchase of Verizon assets.

Costs of acquisition. The total cash purchase price of the Verizon assets has been assumed to be $2.159 billion.

Operations. As explained further above, the pro forma adjustments do not consider the effect of possible revenue enhancements, cost reductions or other operating efficiencies that may occur in connection with combining the operations of the acquired properties with the Company's operations.

(B) Sale of Wireless Operations.

Presentation of wireless operations. The wireless operations have been reflected as discontinued operations on the Company's statements of income and the assets and liabilities of the wireless operations have been reflected as held for sale on the Company's balance sheet.

Proceeds from disposition. The after-tax proceeds from the sale of the wireless operations has been assumed to be $1.255 billion.

(C) March 31, 2002 Balance Sheet Pro Forma Adjustments.

The pro forma adjustments applicable to the acquisition of the Verizon properties with respect to the unaudited pro forma consolidated condensed balance sheet as of March 31, 2002, as set forth below, reflect preliminary allocations of the aggregate purchase price to the acquired properties. Such preliminary allocations include the assumption that the fair value of property, plant and equipment will approximate the carrying value on the date of acquisition. The preliminary estimates of the fair value of the noncurrent assets and liabilities are subject to change upon completion of our valuation analysis.

The Company anticipates assigning a portion of the purchase price to identifiable intangible assets (including customer base) in accordance with Statement of Financial Accounting Standards No. 141 and amortizing such asset over its useful life. However, the Company is still in the early stages of the valuation process since only one of the Verizon acquisitions has been consummated to date. Thus, an estimate to allocate a portion of the purchase price to identifiable intangibles, the amortization of which will reduce net income, has not been included in the accompanying pro forma information. The Company believes the impact of the amortization of such identifiable intangible assets will not be material to its results of operations.

To the extent that depreciation and amortization expense that results from the finalization of the valuation process is different than that presented in the accompanying pro forma information, earnings per share will be effected by $.01 per share for every $2.0 million difference in depreciation and amortization expense. Thus, if the Company's actual depreciation and amortization expense is $2.0 million higher than assumed in the accompanying pro forma information, then the Company's actual earnings per share will be $.01 per share lower than presented herein.

As explained further above under "Pro Forma Information," the pro forma financial information has been prepared assuming that the aggregate purchase price of $2.159 billion will be financed on a long-term basis

with (i) $1.255 billion of after-tax proceeds from the August 1, 2002 sale of the Company's wireless business, (ii) net proceeds from the May 2002 sale of $483.4 million of equity units (comprised of senior notes and purchase contracts entitling the holders to, among other things, contract adjustment payments) and (iii) proceeds of $420.6 million from a sale of debt securities during the second half of 2002. The pro forma financial information has been prepared assuming that the weighted average interest rate of the $904 million of net indebtedness to be incurred (including indebtedness associated with senior notes issued in connection with the equity units) will be 7.4%. Based on conversation with its lenders and financial advisors, the Company believes that sufficient financing should be available. However, given the recent decrease in the availability of financing for communications companies generally, there can be no assurance that sufficient financing will be available on attractive terms. There is no adjustment to reduce long-term debt as a result of the discontinued operations because the Company has no outstanding indebtedness directly related to its wireless operations.

March 31, 2002 Balance Sheet Pro Forma Adjustments

(Dollars in thousands)

	Cash and cash equivalents	Goodwill	Investments and other assets	(Assets) liabilities held for sale	Accounts payable	Accrued expenses and other liabilities	Long-term debt	Defer cred and o liabil
(1) (a)	$ 2,159,000						2,159,000	
(b)	(2,159,000)	2,159,000						
(2)		(739,146)						
(3)		117,494	(117,494)					
(4)		(49,578)			(5,323)	(44,255)		
(5) (a)	1,580,000			(832,543) 155,679				
(b)	(325,000)							
(c)	(1,255,000)						(1,255,000)	
(6)								11
	$ -	1,487,770	(117,494)	(676,864)	(5,323)	(44,255)	904,000	11

(1) Reflects (a) $2.159 billion raised in the manner discussed herein and (b) delivery of $2.159 billion to purchase the assets from Verizon.

(2) Reflects the elimination of Verizon's parent debt and equity funding.

(3) Reflects the elimination of Verizon's excess pension assets. Verizon will retain these assets, together with all income generated by such assets. Verizon's historical financial statements reflect such assets and income.

(4) Reflects the elimination of Verizon's accounts payable and accrued expenses and other liabilities. These liabilities will be retained by Verizon.

(5) Reflects (a) gross proceeds received from the sale of the Company's wireless operations of $1.58 billion, elimination of assets and liabilities held for sale and pre-tax gain from the sale of wireless interests, (b) taxes paid related to the gain on sale of wireless operations of $325 million and (c) a $1.255 billion reduction in the amount of debt that would otherwise be incurred absent the divestiture.

(6) Reflects, as a reduction of equity, the present value of contract adjustment payments related to the equity unit issuance.

(D) December 31, 2001 Income Statement Pro Forma Adjustments.

Set forth below are the pro forma adjustments applicable to the acquisition of the Verizon assets and to the divestiture of the wireless operations with respect to the unaudited pro forma consolidated condensed statement of income for the year ended December 31, 2001.

December 31, 2001 Income Statement Pro Forma Adjustments

	Cost of Sales and Operating Expenses	Interest expense	Income tax expense	Discontinu operations net of ta
		(Dollars in thousands)		
Interest on net borrowings of $904 million at an assumed rate of 7.4% (1)	$	66,896		
Eliminate Verizon interest expense on parent funding (2)		(21,388)		
Eliminate pension credit related to excess pension assets which will remain with Verizon (3)	14,900			
Record amortization of discounted contract adjustment payment liability related to equity unit issuance		390		
Tax benefit relating to pro forma adjustments (assuming a 40% tax rate)			(24,319)	
Eliminate discontinued operations of wireless business				(198,885
	$ 14,900	45,898	(24,319)	(198,885

(1) See footnote (C). Use of an assumed rate .125% higher or lower than 7.4% on net borrowings would have changed net income by approximately $678,000.

(2) See footnote (C), adjustment number (2).

(3) See footnote (C), adjustment number (3).

(E) March 31, 2002 Income Statement Pro Forma Adjustments.

Set forth below are the pro forma adjustments applicable to the acquisition of the Verizon assets and to the divestiture of the wireless operations with respect to the unaudited pro forma consolidated condensed statement of income for the three months ended March 31, 2002.

March 31, 2002 Income Statement Pro Forma Adjustments

	Cost of Sales and Operating Expenses	Interest expense	Income tax expense	Discontinue operations, net of tax
		(Dollars in thousands)		
Interest on net borrowings of $904 million at an assumed rate of 7.4% (1)	$	16,724		
Eliminate Verizon interest expense on parent funding (2)		(4,457)		
Eliminate pension credit related to excess pension assets which will remain with Verizon (3)	3,568			
Record amortization of discounted contract adjustment payment liability related to equity unit issuance		98		
Tax benefit relating to pro forma adjustments (assuming a 40% tax rate)			(6,373)	
Eliminate discontinued operations of wireless business				(27,9
	$ 3,568	12,365	(6,373)	(27,9

(1) See footnote (C). Use of an assumed rate .125% higher or lower than 7.4% on net borrowings would have changed net income by approximately $170,000.

(2) See footnote (C), adjustment number (2).

(3) See footnote (C), adjustment number (3).

(F) Reclassifications.

Certain reclassifications have been made to the historical financial information to conform to the presentation of the condensed pro forma

information.

(G) Verizon Historical Results.

All amounts reflected above under the headings "Verizon" are based on special purpose financial statements of the Verizon acquired operations appearing elsewhere in this report. In connection with the preparation of these special purpose financial statements, Verizon made numerous assumptions and allocations where specific data was not available pertaining to the acquired assets. Because of the significant amount of allocations and estimates used to prepare these special purpose financial statements and because the Company will operate these assets under a different operating and management structure, they may not reflect the financial position and results of operations of the acquired properties after such properties are acquired by the Company.

FORWARD-LOOKING STATEMENTS

In addition to historical information, this combined Form 8-K and Form 8-K/A includes certain forward-looking statements and estimates that are based on current expectations only, and are subject to a number of risks, uncertainties and assumptions, many of which are beyond the control of the Company. Actual events and results may differ materially from those anticipated, estimated or projected if one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect. Factors that could affect actual results include but are not limited to: the Company's ability to successfully and timely consummate its pending Missouri Verizon acquisition, including the receipt of all governmental and other approvals, consents or waivers necessary to complete this acquisition; the availability of capital on terms attractive to the Company; the prevailing level of interest rates; the Company's ability to effectively integrate new businesses into its operations; possible changes in the demand for, or pricing of, the Company's products and services; the Company's ability to successfully introduce new offerings on a timely and cost-effective basis; and the effects of more general factors such as changes in overall market or economic conditions or in legislation, regulation or public policy. These and other uncertainties related to the business are described in greater detail in Item 1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2001. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company undertakes no obligation to update any of its forward-looking statements for any reason.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CenturyTel, Inc.

Dated: August 13, 2002

By: /s/ Neil A. Sweasy

Neil A. Sweasy
Vice President and Controller