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LATHAM & WATKINS^{LLP}

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June 1, 2005

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: Carrier Change Notification of CenturyTel Acquisition LLC, CC Docket
No. 00-257

Dear Ms. Dortch:

CenturyTel Acquisition LLC (“CenturyTel Acquisition”) pursuant to 47 C.F.R. § 64.1120(e) of the Commission’s rules, herein notifies the Commission that its planned acquisition of the assets of KMC Telecom III, LLC (“KMC III”) in sixteen markets located in Alabama, Indiana, Kansas, Louisiana, Michigan, Minnesota, Mississippi, Ohio, Tennessee, Texas, and Wisconsin will result in the transfer of the subscriber base of KMC III in those states to CenturyTel Acquisition. This transaction is more fully described in the Section 214 application the parties filed on March 14, 2005.¹ As required by Section 64.1120(e), CenturyTel Acquisition provides the following information:

a. Names of the Parties to the Transaction: KMC Telecom Holdings, Inc., KMC Telecom LLC, KMC Telecom II LLC, KMC Telecom III LLC, KMC Telecom of Virginia, Inc., and KMC Telecom Financial Services LLC (“Sellers”); and CenturyTel Acquisition LLC (Purchaser”).

b. Types of Telecommunications Services Provided to Affected Subscribers: Local exchange, intraLATA toll, interLATA toll, switched and special access services, and data transmission.

¹ KMC Telecom LLC, KMC Telecom II LLC, KMC Telecom III LLC, KMC Telecom of Virginia, Inc., Transferor and CenturyTel Acquisition LLC, Transferee, Application for Domestic § 214 Authorization for Transfer of Control, WC Docket No. 05-158 (filed Mar. 14, 2005).

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c. Date of the Transfer: The parties intend to transfer the affected customers between June 30 and July 31, 2005.

d. Certification of Compliance: CenturyTel Acquisition's certification that it will comply with the required procedures for the customer base transfer, including the provision of advance written notice to all affected subscribers, is appended hereto as Attachment A.

e. Copy of Notices Sent to Affected Subscribers: A copy of the notice sent to affected subscribers, in compliance with the Commission's rules, is appended hereto as Attachment B. This notice was included in the customer bills in the April bill cycle, running from April 20, 2005 through May 19, 2005.

Please direct any questions concerning this matter to me.

Very truly yours,

/s/ Richard R. Cameron

Richard R. Cameron
LATHAM & WATKINS LLP
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(202) 637-2225

Counsel for CenturyTel Acquisition LLC

Attachment A

On behalf of CenturyTel Acquisition LLC ("CenturyTel Acquisition"), and in accordance with Section 64.1120(e)(1) of the Commission's rules, 47 C.F.R. § 64.1120(e)(1), I hereby certify that I have read the foregoing document, and the statements therein are true, complete and correct to the best of my knowledge. I further certify compliance with the requirement to provide advance subscriber notice in accordance with Section 64.1120(e)(3) of the Commission's rules, with the obligations specified in that notice, and with all other statutory and Commission requirements that apply to the Commission's streamlined process.

CenturyTel Acquisition LLC

By:



Daniel A. Davis
Assistant Secretary
CenturyTel Acquisition LLC
100 CenturyTel Drive
Monroe, Louisiana 71203
Tel. (314) 253-6608

Attachment B

AN IMPORTANT NOTICE REGARDING YOUR LOCAL AND LONG DISTANCE TELEPHONE SERVICE FROM KMC TELECOM AND CENTURYTEL

Dear Valued Customer:

KMC Telecom Holdings, Inc. is pleased to inform you that the telephone systems owned by its subsidiaries, (“KMC Telecom”) which currently provide local, long distance, and data services to customers in the areas of (i) Ann Arbor, Michigan; (ii) Baton Rouge, Louisiana; (iii) Chattanooga, Tennessee; (iv) Corpus Christi, Texas; (v) Eden Prairie, Minnesota; (vi) Fort Wayne, Indiana; (vii) Huntsville, Alabama; (viii) Lansing, Michigan; (ix) Long View, Texas; (x) Madison, Wisconsin; (xi) Biloxi/Gulfport, Mississippi; (xii) Montgomery, Alabama; (xiii) Topeka, Kansas; (xiv) Akron, Ohio; (xv) Dayton, Ohio; and (xvi) Toledo, Ohio are being acquired by CenturyTel Acquisition LLC, an affiliate of CenturyTel, Inc. (“CenturyTel”). The anticipated date for the transfer of these services to CenturyTel is June or July of this year, or as soon thereafter as the necessary approvals are obtained. Upon completion of the transfer, CenturyTel will provide service to you and KMC Telecom will no longer be your service provider. CenturyTel is working closely with KMC Telecom to ensure that the transfer of control goes smoothly and without service interruption to any customers. Your local telephone number(s) will NOT change as a result of the transfer.

As a customer of CenturyTel, one of the largest and fastest growing independent phone companies, you will continue to receive all of the same features, services, rates, terms and conditions of service that you enjoy today. Notice of any future changes in rates or terms and conditions of service will be provided to you by mail or in your bill, or otherwise as provided in your service contract, if any. CenturyTel, Inc. (NYSE: CTL) provides a full range of local, long distance, Internet and broadband services to consumers in 22 states. Included in the S&P 500 Index, CenturyTel is a leading provider of integrated communications services to rural areas and smaller cities in the United States. CenturyTel has provided telecommunications services to customers for more than 70 years and currently provides services to more than 2.3 million telephone access lines. Using state of the art-equipment and knowledgeable employees, CenturyTel provides businesses with customized communications solutions, substantial savings and personalized customer service. In addition, many CenturyTel business customers will have a local, dedicated, single point of contact ready to answer their questions or provide additional services.

As always, you may choose another carrier for your telephone service at any time provided another service provider is available, and subject to the terms of your service contract, if any. Unless you choose another carrier before the transfer date, you will automatically become a CenturyTel customer for any services you currently receive from KMC Telecom upon completion of the transfer. You do not need to take any action to be transferred to CenturyTel. CenturyTel will pay any carrier change charges associated with the transfer of your account to it. If you have placed a “freeze” on KMC Telecom’s local or long distance services to prevent their unauthorized transfer to another carrier, it will be lifted when your KMC Telecom services are transferred to CenturyTel. At your request, CenturyTel can re-establish freeze protection for you

after the transfer. There will be no change to the provider of any service you receive from a carrier other than KMC Telecom as a result of the transfer.

It has been the pleasure of KMC Telecom to provide you with quality local, long distance, and data communications services and we emphasize that you will be treated as a valued customer of CenturyTel. Until the actual transfer date, KMC Telecom will continue to be responsible for all customer service and billing issues. You should contact KMC Telecom with any complaints or other customer services inquiries you may have prior to the transfer. After the transfer date, you should refer your questions and complaints to CenturyTel.

The changes described above are subject to federal and state approval of the transfer control of the KMC Telecom telephone properties.

We appreciate your understanding and support during this transition period. If you have any questions regarding this notice or any of KMC Telecom's services, please contact a KMC Telecom representative at 1-800-850-9048, or by mail at 1545 Route 206, Suite 300, Bedminster, NJ 07921. Questions regarding CenturyTel may be directed to CenturyTel's representatives at 1 (800) 485-1402.