

CENTURYTEL INC

FORM 11-K

(Annual Report of Employee Stock Plans)

Filed 6/28/1995 For Period Ending 12/31/1994

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Industry	Communications Services
Sector	Services
Fiscal Year	12/31

Securities and Exchange Commission

Washington, D.C. 20549

Form 11-K

☒ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 1994

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

Commission file number 1-7784

A. Full title of the plan and the address of the plan, if different from
that of the issuer named below:

CENTURY TELEPHONE ENTERPRISES, INC. **RETIREMENT SAVINGS PLAN FOR BARGAINING UNIT EMPLOYEES AND TRUST**

B. Name of issuer of the securities held pursuant to the plan and the
address of its principal executive office:

CENTURY TELEPHONE ENTERPRISES, INC.
100 CENTURY PARK DRIVE
MONROE, LA 71203

Independent Auditors' Report

The Board of Directors
Century Telephone Enterprises, Inc.:

We have audited the accompanying statements of net assets available for benefits of Century Telephone Enterprises, Inc. Retirement Savings Plan for Bargaining Unit Employees and Trust as of December 31, 1994 and 1993, and the related statement of changes in net assets available for benefits for the year ended December 31, 1994. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. 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 audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Century Telephone Enterprises, Inc. Retirement Savings Plan for Bargaining Unit Employees and Trust as of December 31, 1994 and 1993, and the changes in net assets available for benefits for the year ended December 31, 1994, in conformity with generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held for investment purposes and reportable transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The fund information in the statement of net assets available for benefits and the statement of changes in net assets available for benefits is presented for purposes of additional analysis rather than to present the net assets available for plan benefits and changes in net assets available for plan benefits of each fund. The supplemental schedules and fund information have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our

opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

KPMG PEAT MARWICK LLP

/s/ KPMG PEAT MARWICK LLP

Shreveport, Louisiana
June 16, 1995

**CENTURY TELEPHONE ENTERPRISES, INC.
RETIREMENT SAVINGS PLAN FOR BARGAINING UNIT EMPLOYEES AND TRUST
Statements of Net Assets Available for Benefits With Fund Information**

	Combined Funds	S & P 500 Stock Fund	Century Common Stock Fund	Money Market Fund	Bond Index Fund	Loan Fund	Sweep Account
December 31, 1994							
PLAN ASSETS							
Investments	\$ 1,757,992	656,726	641,249	261,239	143,307	55,471	-
Cash	7,335	-	6,507	-	-	-	828
Contributions receivable - employer	13,682	5,341	4,999	2,089	1,253	-	-
Contributions receivable - employee	28	7	7	7	7	-	-
NET ASSETS AVAILABLE FOR BENEFITS	\$ 1,779,037	662,074	652,762	263,335	144,567	55,471	828
December 31, 1993							
PLAN ASSETS							
Investments	\$ 1,115,099	420,601	412,261	163,300	104,338	14,599	-
Cash	4,199	-	4,096	-	-	-	103
NET ASSETS AVAILABLE FOR BENEFITS	\$ 1,119,298	420,601	416,357	163,300	104,338	14,599	103

See accompanying notes to financial statements.

**CENTURY TELEPHONE ENTERPRISES, INC.
RETIREMENT SAVINGS PLAN FOR BARGAINING UNIT EMPLOYEES AND TRUST**

Statement of Changes in Net Assets Available for Benefits With Fund Information For the Year Ended December 31, 1994

	Combined Funds	S & P 500 Stock Fund	Century Common Stock Fund	Money Market Fund	Bond Index Fund	Loan Fund	Sweep Account
Investment income (loss)							
Net appreciation (depreciation) in fair value of investments	\$ 46,504	(14,361)	73,380	-	(12,515)	-	-
Other income	36,168	19,537	-	8,196	8,435	-	-
Interest income	3,528	-	305	-	-	3,209	14
Dividends - Common Stock of Century Telephone Enterprises, Inc.	6,528	-	6,528	-	-	-	-
Net investment income (loss)	92,728	5,176	80,213	8,196	(4,080)	3,209	14
Contributions							
Participants	376,772	156,058	131,697	55,969	33,048	-	-
Company	245,198	94,897	89,473	38,691	22,137	-	-
Total contributions	621,970	250,955	221,170	94,660	55,185	-	-
Participant withdrawals	(54,645)	(17,510)	(17,380)	(18,243)	(1,512)	-	-
Other, net	(314)	(278)	(214)	630	(113)	-	(339)
Transfers between funds, net	-	3,130	(47,384)	14,792	(9,251)	37,663	1,050

Net increase	659,739	241,473	236,405	100,035	40,229	40,872	725
Net assets available for benefits:							
Beginning of year	1,119,298	420,601	416,357	163,300	104,338	14,599	103
End of year	\$ 1,779,037	662,074	652,762	263,335	144,567	55,471	828
See accompanying notes to financial statements.							

**CENTURY TELEPHONE ENTERPRISES, INC.
RETIREMENT SAVINGS PLAN FOR BARGAINING
UNIT EMPLOYEES AND TRUST**

Notes to Financial Statements
December 31, 1994

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PROVISIONS OF THE PLAN

Basis of Presentation

The Century Telephone Enterprises, Inc. Retirement Savings Plan for Bargaining Unit Employees and Trust (the Plan) was established on April 1, 1992. The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting and present the net assets available for benefits and changes in net assets available for benefits.

The assets of the Plan are invested by the Trustee in various investment programs (funds) which are described in Note 2.

The following description of the Plan provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

Participation

Participation in the Plan is available to each employee whose compensation and conditions of employment are covered by a collective bargaining agreement of Century Telephone Enterprises, Inc. and its participating subsidiaries (the Company).

Employees may allocate a portion of their base pay to the Plan by executing a Salary Deferral Agreement with the Company. In the Salary Deferral Agreement, an employee agrees to a deferral of between one percent and ten percent of his base wages on a pre-tax basis, or between one percent and sixteen percent of his base salary on an after-tax basis. An employee may elect a deferral of his base salary using a combination of pre-tax and after-tax elections provided the total deferral does not exceed sixteen percent and the before-tax deferral does not exceed ten percent. The amount of compensation deferred by each participant is credited to a pre-tax account and/or an after-tax account (Participant Contribution Accounts) maintained for each participant by the Trustee.

As of the end of each payroll period, the Company contributes to the account (Employer Contribution Account) of each participant a contribution equal to 50% (70% prior to July 17, 1994) of each such participant's contribution during such payroll period, however, this matching contribution applies only to the first 6% of such participant's base compensation. For periods prior to July 17, 1994, the Company contributed an additional amount of not less than 1% to an account (Profit Sharing Contribution Account) on behalf of all employees enrolled in the Plan. Effective July 17, 1994, the Company may make additional match contributions to participant's accounts (Additional Match Account) in an amount determined by the Company.

During 1994 the Company contributed \$245,198 to the Plan, of which \$195,022 relates to contributions made to the Employer Contribution Account, \$36,523 relates to contributions made to the Profit Sharing Contribution Account and \$13,653 relates to contributions made to the Additional Match Account.

An employee is permitted to transfer to the Plan as a contribution his interest in another plan qualified under Section 401(k) of the Internal Revenue Code, as amended (the Code). Such contribution must qualify as a "rollover" amount described in Section 402(a)(5) of the Code, or a "rollover" contribution described in Section 408(d)(3) of the Code. Such a rollover will be credited to a rollover account on behalf of the participant (the Participant Rollover Account).

The interest of a participant in his Participant Contribution Account and his Participant Rollover Account is fully vested and non-forfeitable at all times.

The interest of a participant in his Employer Contribution Account, Profit Sharing Contribution Account and Additional Match Account becomes fully vested after five years of service. A participant with less than five years of service has no vested interest in these accounts.

Reports to Participants

Participants are furnished with quarterly statements which set forth the status of their accounts in the Plan.

Forfeitures

A participant's non-vested account balances shall be forfeited as of the date upon which the participant's employment has terminated with the Company. Forfeiture amounts shall be utilized to reduce Company contributions or may be added to additional match contributions as directed by the administrator.

Distributions

If the employment of a participant with the employer ceases because of death, retirement, disability, termination of employment or for any other reason, the participant's vested interest in the Plan will be distributed to him or to his beneficiary in a lump sum. If the participant dies without designating a beneficiary, his interest in the Plan will be paid to his spouse, if any.

Withdrawals

A participant who is an employee may make two withdrawals within any twelve month period from his after-tax investment account and may withdraw the entire balance.

A participant who is an employee and over age 59 1/2 may make one withdrawal from any of the investment accounts prior to normal distribution requirements being met. Any additional withdrawals may be made from a Participant Contribution Account or a Rollover Account only as a result of financial hardship related to unreimbursable educational expenses, medical expenses which are not reimbursable by insurance, the need to pay for the funeral expenses of a family member, or the prevention of eviction or foreclosure from the Participant's principal residence, or for the purchase of the employee's principal residence. The determination of the existence of a financial hardship and the amount required to be distributed to meet the need created by the hardship shall be made uniformly and without discrimination at the sole discretion of the Plan Administrator.

Loans to Participants

The Plan has a provision whereby a participant can borrow from his Participant Contribution Account or Participant Rollover Account. The maximum loan is 50% of the vested account balance, up to \$50,000. The loans are repaid through payroll deductions and the interest rate is the Wells Fargo Bank Prime Rate plus 3%. The loan repayment period may not exceed five years except for loans for the purchase of the Participant's principal residence which may be for any period not to exceed ten years.

Trustee

The Trustee of the Plan is Wells Fargo Bank, N.A. The Board of Directors of the Company may remove the Trustee and appoint a successor trustee. The Company and the Trustee have entered into a Trust Agreement which provides for the establishment of a Trust for the purpose of holding and investing the contributions to the Trust pursuant to the provisions of the Plan.

Administration

The Company has appointed a committee to administer the Plan. The individuals who administer the Plan serve at the discretion of the Board of Directors of the Company and may be removed by the Board of Directors at any time. The cost of plan administration is paid by the Company.

Market Value Determination

Investments in Century Telephone Enterprises, Inc. Common Stock (Century Common Stock) are valued at the closing market quote on December 31, 1994 and 1993, respectively. Other investments in the funds, which consist of units of mutual funds, are valued by the Trustee based on the market value at year-end of the underlying assets of each fund. Loans to participants are valued at principal amount outstanding which approximates market value.

Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to change, suspend or terminate the Plan at any time, subject to the provisions set forth in the Employee Retirement Income Security Act of 1974. The Company, however, is required to maintain the Plan under the terms of the labor agreement.

(2) DESCRIPTION OF THE FUNDS

The following is a description of each of the funds available to Plan participants:

- (a) S & P 500 Stock Fund - consists primarily of investments in the same stocks and in substantially the same percentages as the S & P 500 Index (36.9% and 37.6% of net assets at December 31, 1994 and 1993, respectively).
- (b) Century Common Stock Fund - consists primarily of shares of Century Common Stock (36.0% and 36.8% of net assets at December 31, 1994 and 1993, respectively).
- (c) Money Market Fund - consists primarily of short-term investments in various money market instruments (14.7% and 14.6% of net assets at December 31, 1994 and 1993, respectively).
- (d) Bond Index Fund - consists primarily of investments in government and corporate bonds (8.1% and 9.3% of net assets at December 31, 1994 and 1993, respectively).
- (e) Loan Fund - represents loans to participants from the participants' investment accounts (3.1% and 1.3% of net assets at December 31, 1994 and 1993, respectively).

A participant may instruct that his contribution be allocated among the various funds. A participant may change his investment allocation instructions at any time, however, the participant can only change his contribution percentage on a quarterly basis.

(3) INCOME TAXES

The Plan and related trust meet the necessary requirements of Internal Revenue Code Section 401(a) and, accordingly, the trust underlying the Plan is exempt from income taxation pursuant to Internal Revenue Code Section 501(a). The Plan is in the process of obtaining a determination letter.

(4) RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Wells Fargo Bank, N.A. Wells Fargo Bank, N.A. is the Trustee as defined by the plan and, therefore, these transactions qualify as party-in-interest. Fees paid by the Company to Wells Fargo Bank, N.A. for investment management services amounted to \$7,811 for the year ended December 31, 1994.

(5) CONCENTRATION OF INVESTMENTS

As of December 31, 1994, 36.0% of the net assets available for benefits were invested in Century Common Stock. The remaining net assets available for benefits were invested in mutual funds managed by Wells Fargo Bank, N.A.

Schedule I

CENTURY TELEPHONE ENTERPRISES, INC. RETIREMENT SAVINGS PLAN FOR BARGAINING UNIT EMPLOYEES AND TRUST

Item 27a - Schedule of Assets Held for Investment Purposes

December 31, 1994

Identity of issuer, borrower, lessor or similar party	Description of Investment	Cost	Current Value	
Investment in Century Common Stock	49,334 units/ 21,737 shares	\$ 569,657	641,249	Note 2
Loan Fund	-	55,471	55,471	
Investments in Mutual Funds for Qualified Employee Benefit Plans:				
S & P 500 Stock Fund	64,575 units	657,586	656,726	Note 2
Money Market Fund	261,239 units	261,239	261,239	Note 2
Bond Index Fund	16,030 units	156,165	143,307	Note 2
		\$ 1,700,118	1,757,992	

Note 1: The above data is based on information which has been certified as accurate and complete by the trustee, Wells Fargo Bank, N.A. Wells Fargo Bank, N. A. sponsors these funds and, accordingly, is a party-in-interest. Additionally, Century Telephone Enterprises, Inc., as sponsor of the Plan, is considered a party-in-interest.

Note 2: These investments are greater than 5% of net assets available for benefits.

Schedule II
CENTURY TELEPHONE ENTERPRISES, INC.
RETIREMENT SAVINGS PLAN FOR BARGAINING
UNIT EMPLOYEES AND TRUST

Item 27d - Schedule of Reportable Transactions

For the Year Ended December 31, 1994

Description of Transaction	Purchase Price	Redemption or Selling Price	Lease Rental	Expense Incurred	Cost of Asset	Current Value of Asset at Date of Acquisition or Disposition	Net Gain (Loss)
	(Note 2)					(Note 3)	
Category (3) - A series of transactions in excess of 5% of beginning of period Plan assets available for benefits							
Investments in Century Common Stock (35 purchases, 23 sales)	\$ 212,162	60,976	-	-	59,375	-	1,601
Investments in Mutual Funds for Qualified Employee Benefit Plans:							
S & P 500 Stock Fund (45 purchases, 17 sales)	286,031	35,545	-	-	35,168	-	377
Money Market Fund (33 purchases, 20 sales)	117,502	27,649	-	-	27,649	-	-
Bond Index Fund (42 purchases, 10 sales)	61,726	10,243	-	-	10,766	-	(523)

Notes: (1) The above data is based on information which has been certified as accurate and complete by the trustee, Wells Fargo Bank, N.A. Wells Fargo Bank, N.A. sponsors these funds and, accordingly, is a party-in-interest. Additionally, Century Telephone Enterprises, Inc., as sponsor of the Plan, is considered a party-in-interest.

(2) The purchase price denotes cost and current value of the security on the transaction date.

(3) Current value is substantially the same as purchase price or selling price of the security on the transaction date.

SIGNATURE

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

Century Telephone Enterprises, Inc. Retirement Savings Plan For Bargaining Unit Employees and Trust

June 28, 1995

/s/ Ray B. Finney
Ray B. Finney
Plan Administration Committee Member

CENTURY TELEPHONE ENTERPRISES, INC.

Index to Exhibit

Exhibit
Number

EXHIBIT 23.1

INDEPENDENT AUDITORS' CONSENT

The Board of Directors
Century Telephone Enterprises, Inc.:

We consent to incorporation by reference in the Registration Statement (No. 33-46562) on Form S-8 of Century Telephone Enterprises, Inc. of our report dated June 16, 1995, relating to the statement of net assets available for benefits of Century Telephone Enterprises, Inc. Retirement Savings Plan for Bargaining Unit Employees and Trust as of December 31, 1994 and 1993, and the related statement of changes in net assets available for benefits for the year ended December 31, 1994, and related financial statement schedules as of and for the year ended December 31, 1994, which report appears in the December 31, 1994, annual report on Form 11-K of Century Telephone Enterprises, Inc. Retirement Savings Plan for Bargaining Unit Employees and Trust.

KPMG PEAT MARWICK LLP

*/s/ KPMG PEAT MARWICK LLP
Shreveport, Louisiana
June 27, 1995*

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