

TENNESSEE REGULATORY AUTHORITY

Tre Hargett, Chairman
Eddie Roberson, Director
Sara Kyle, Director
Mary Freeman, Director



RECEIVED
2008 DEC -8 4:38 PM
460 James Robertson Parkway
Nashville, Tennessee 37243-0505
T.R.A. DOCKET ROOM

December 5, 2008

R. Dale Grimes, Counsel
Bass, Berry & Sims
315 Deaderick Street, Suite 2700
Nashville, TN 37238-3001

RE: Docket No. 08-00219: Joint Application of Embarq Corporation and CenturyTel, Inc. Regarding Transfers of Control of United Telephone Southeast LLC d/b/a Embarq, Embarq Communications Inc. and Embarq Payphone Services, Inc.

Dear Mr. Grimes:

In order to fully analyze the above-referenced *Joint Application*, the Tennessee Regulatory Authority requires additional information. Please provide the information requested below by December 17, 2008, and refer to this correspondence as Data Request No. 1 in the response.

1. Have the applicants made similar filings in other states? If so, provide a listing of states and action taken.
2. Have the petitioners filed a similar petition with the FCC? If so, list any action taken and the associated docket number. If a schedule to complete the review of the application has been established by the FCC, provide such with your response.
3. Will the transaction described in the *Joint Application* be subject to review by federal agencies other than the FCC? If so, please list the agencies and actions they are required to take.
4. Provide a copy of the Merger Agreement referenced in the *Joint Application*.

If you have any questions or need further assistance, please call Carlos Black at 615-741-2904, ext. 196 or e-mail him at Carlos.Black@state.tn.us. Please respond by sending the original and 13 copies either by U.S. Mail or express mail. Alternatively, you may send the original and four (4) copies along with an electronic file to:

Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505
Sharla.Dillon@state.tn.us

Sincerely,

A handwritten signature in cursive script that reads "Jerry Kettles".

Jerry Kettles, Chief
Economic Analysis & Policy Division

c: Edward Phillips, Laura A. Sykora & William C. Hanchey, Jr.

Telephone (615) 741-2904, Toll-Free 1-800-342-8359, Facsimile (615) 741-5015
www.state.tn.us/tra