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February 27, 2009

Via Hand Delivery

Chairman Eddie Roberson
c/o Ms. Sharla Dillon
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Filed electronically 02/27/09

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

Dear Chairman Roberson:

Enclosed please find an original and six (6) copies of Embarg Corporation and CenturyTel, Inc.'s First Set of Discovery Requests to Bristol Tennessee Essential Services with regard to the above matter. This document also is being filed electronically today with the Tennessee Regulatory Authority Docket Manager, Sharla Dillon.

Please stamp two (2) copies of this document as "filed" and return them to me by way of our courier.

Should you have any questions concerning any of the enclosed, please do not hesitate to contact me.

With kindest regards, I remain

Very truly yours,



R. Dale Grimes

RDG/lfr

Enclosures

Chairman Eddie Roberson
February 27, 2009
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cc: Hon, Gary Hotvedt, Hearing Officer
Samuel Cullari, Esq.
Michael H. Pryor, Esq.
William C. Bovender, Esq.
H. LaDon Baltimore, Esq.
Susan Berlin, Esq.
Henry Walker, Esq.

7585784.1

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

In Re:)	
Joint Application of Embarq Corporation and)	
CenturyTel, Inc. Regarding Transfers of Control)	Docket No. 08-0219
of United Telephone Southeast LLC d/b/a Embarq,)	
Embarq Communications, Inc. and Embarq)	
Payphone Services, Inc.)	

**EMBARQ CORPORATION AND CENTURYTEL, INC.'S
FIRST SET OF DISCOVERY REQUESTS
TO BRISTOL TENNESSEE ESSENTIAL SERVICES**

Embarq Corporation ("Embarq") and CenturyTel, Inc. ("CenturyTel") (jointly, the "Applicants"), serve these Discovery Requests on Bristol Tennessee Essential Services ("BTES"), and ask that BTES provide responses to each request separately, fully, and in writing no later than March 13, 2009. BTES is also called upon to produce all documents and evidence requested herein. Furthermore, BTES is under a duty to promptly supplement its responses upon learning that any response is incomplete, incorrect or has changed.

DEFINITIONS

1. In these discovery requests, the terms "document" or "documents" or "documentation" refers to all written, reported, recorded or graphic matter (including all drafts, originals and nonconforming copies that contain deletions, insertions, handwritten notes or comments, and the like) however produced or reproduced to any tangible or intangible, permanent or temporary record and, without limitation, shall include the following: all letters, correspondence, records of conferences or meetings, memoranda, notes, printed electronic mail ("e-mail"), telegrams, telephone logs, teletypes, telexes, banking records, notices of wire transfer of funds, canceled

checks, books of account, budgets, financial records, contracts, agreements, invoices, speeches, transcripts, depositions, press releases, affidavits, communications with government bodies, interoffice communications, working papers, newspaper or magazine articles, computer data, tax returns, vouchers, papers similar to any of the foregoing, and any other writings of every kind and description (whether or not actually used) and any other records from which information can be obtained and translated into reasonably usable form, including without limitation, e-mail, voice recordings, video and audio recordings, photographs, films, tapes, data compilations and any other electronically stored information. If any such document was, but no longer is, in your possession or control, state what disposition was made of it and when.

2. As used herein, the term “identify” in reference to any individual requires you to provide that individual's name, occupation, current and last known residential and business addresses, and current or last known residential and business telephone numbers. With respect to an entity, the term “identify” means to provide the name by which said entity is commonly known, the current address of its principal place of business, and the nature of business currently conducted by that entity. With respect to any document, the term “identify” means to provide the date of the document, the nature of the document, the title of the document, the reference number (if any) of the document, and the current location of the document, including the identity of the person or entity in possession of the document. In reference to any other place, thing, concept, fact, or occurrence, the term “identify” requires you to provide all significant information concerning the subject matter of the interrogatory or request, in clear and unambiguous terms, to the fullest extent reasonably calculated to convey the requested information.

3. The terms “and” and “or” shall be construed conjunctively or disjunctively as necessary to include any information that might otherwise be construed outside the scope of these requests.

4. The term “communication” means any transmission of information by oral, graphic, pictorial or otherwise perceptible means, including but not limited to personal conversations, telephone conversations, letters, memoranda, telegrams, electronic mail, newsletter, recorded or handwritten messages, or otherwise.

5. For purposes of these discovery requests, the term “you” shall mean and include BTES and all employees, agents and representatives thereof.

6. The term “person” or “persons” as used herein refers to any natural person, corporation, firm, company, sole proprietorship, partnership, business, unincorporated association, or other entity of any sort whatsoever. Where a company or organization is the party being served, all responses must include the company’s response. Moreover, the company’s designated person for responding must assure the company provides complete answers. *A complete answer must provide a response which includes all matters known or reasonably available to the company.*

INSTRUCTIONS

1. If you produce documents in response to these discovery requests, produce the original of each document or, in the alternative, produce a copy of each document and identify the location of the original document. If the “original” document is itself a copy, that copy should be produced as the original.

2. If any objections are raised on the basis of privilege or immunity, include in your response a complete explanation concerning the privilege asserted.

3. If you contend that you are entitled to refuse to fully answer any of this discovery, state the legal basis for each such refusal.

4. If any of the interrogatories are not answered on the basis of privilege or immunity, include in your response to each such interrogatory a written statement reflecting:

- (a) the nature of the communication;

- (b) the date of the communication;
- (c) the identity of the persons present at such communication; and
- (d) a brief description of the communication sufficient to allow the Authority to rule on a motion to compel.

5. If you are unable to answer a discovery request fully, submit as much information as is available and explain why your answer is incomplete. If precise information cannot be supplied, submit: 1) your best estimate, so identified, and your basis for the estimate and 2) the information that otherwise best represents or provides the information requested. If you have reason to believe that other sources of more complete and accurate information exist, identify those sources.

6. If any information requested cannot be furnished as requested, state where and how the information may be obtained or extracted, the person or persons having knowledge of the procedure and the person instructing that information be excluded.

DISCOVERY REQUESTS

DISCOVERY REQUEST NO. 1:

State whether you believe that Applicants' combined entity will have the financial capability to provide telephone service in Tennessee after the merger?

RESPONSE:

DISCOVERY REQUEST NO. 2:

If your response to Request No. 1 is anything other than an unqualified “yes,” state with specificity each fact that supports your response.

RESPONSE:

DISCOVERY REQUEST NO. 3:

State whether you believe that Applicants’ combined entity will have the managerial capability to provide telephone service in Tennessee after the merger?

RESPONSE:

DISCOVERY REQUEST NO. 4:

If your response to Request No. 3 is anything other than an unqualified “yes,” state with specificity each fact that supports your response.

RESPONSE:

DISCOVERY REQUEST NO. 5:

State whether you believe that Applicants' combined entity will have the technical capability to provide telephone service in Tennessee after the merger?

RESPONSE:

DISCOVERY REQUEST NO. 6:

If your response to Request No. 5 is anything other than an unqualified "yes," state with specificity each fact that supports your response.

RESPONSE:

DISCOVERY REQUEST NO. 7:

State whether you believe that Applicants' merger will alter the TRA's authority to regulate the CenturyTel and Embarq operating subsidiaries currently subject to the TRA's jurisdiction?

RESPONSE:

DISCOVERY REQUEST NO. 8:

If your response to Request No. 7 is anything other than an unqualified “no,” state with specificity each fact that supports your response.

RESPONSE:

DISCOVERY REQUEST NO. 9:

State whether you believe that Applicants’ proposed merger will alter CenturyTel’s or Embarq’s obligations under Section 251 of the Telecommunications Act of 1996?

RESPONSE:

DISCOVERY REQUEST NO. 10:

If your response to Request No. 9 is anything other than an unqualified “no,” state with specificity each fact that supports your response.

RESPONSE:

DISCOVERY REQUEST NO. 11:

State whether you believe that Applicants' proposed merger will alter the TRA's authority under Section 252 of the Telecommunications Act of 1996 to arbitrate and enforce interconnection agreements?

RESPONSE:

DISCOVERY REQUEST NO. 12:

If your response to Request No. 11 is anything other than an unqualified "no," state with specificity each fact that supports your response.

RESPONSE:

DISCOVERY REQUEST NO. 13:

State whether you believe that Applicants' proposed merger will alter the TRA's jurisdiction over intrastate special access tariffs?

RESPONSE:

DISCOVERY REQUEST NO. 14:

If your response to Request No. 13 is anything other than an unqualified “no,” state with specificity each fact that supports your response.

RESPONSE:

DISCOVERY REQUEST NO. 15:

State whether you believe that Applicants’ proposed merger is in the public interest and any and all facts or theories upon which you base this contention.

RESPONSE:

DISCOVERY REQUEST NO. 16:

The *Petition to Intervene of Bristol Tennessee Essential Services* dated February 4, 2009 states that “the ability of BTES to compete against Embarq and to exercise its rights under that [interconnection] agreement may be directly affected by the proposed merger of CenturyTel and Embarq.” Fully explain this statement. Please indicate why BTES qualifies the statement with the word “may.”

RESPONSE:

DISCOVERY REQUEST NO. 17:

Does BTES currently have interconnection agreements with one or more of the three CenturyTel incumbent operating companies in Tennessee? If the answer is “no” with regard to any entity, then fully and completely explain why there is no interconnection agreement in effect.

RESPONSE:

REQUESTS FOR PRODUCTION OF DOCUMENTS

Identify and produce all documents to which you have referred or on which you have relied to answer Requests 2, 4, 6, 8, 10, 12, 14, 15, 16 and 17. For each document produced, identify to which Response it is responsive.

RESPONSE:

Respectfully submitted,

A handwritten signature in black ink, appearing to read "R. Dale Grimes", written over a horizontal line.

R. Dale Grimes (#6223)
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Counsel for Embarq

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been forwarded via first class U.S. Mail, postage prepaid, hand delivery, overnight delivery or electronic transmission on this the 27 day of February, 2009 to the following:

*For Bristol Essential Services and
DeltaCom:*

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