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KNOXVILLE
MEMPHIS

February 27, 2009

Via Hand Delivery

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

*In Re: 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.
Docket No. 08-00219*

Dear Chairman Roberson:

Enclosed please find an original and six (6) copies of Embarq Corporation and CenturyTel, Inc.'s First Set of Discovery Requests to Northeast Tennessee TVA Power Distributors 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 NORTHEAST TENNESSEE TVA POWER DISTRIBUTORS**

Embarq Corporation ("Embarq") and CenturyTel, Inc. ("CenturyTel") (jointly, the "Applicants"), serve these Discovery Requests on Northeast Tennessee TVA Power Distributors ("Electric Distributors"), and ask that Electric Distributors provide responses to each request separately, fully, and in writing no later than March 13, 2009. Electric Distributors are also called upon to produce all documents and evidence requested herein. Furthermore, Electric Distributors are under a duty to promptly supplement their 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 Distributors 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 Distributors 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. The term “you” shall mean and include: Northeast Tennessee TVA Power Distributors 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 Distributors contend that they 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 each response 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, for any reason, 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) such information available to you as comes closest to providing 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:

In Paragraph 5A of the Petition to Intervene on Behalf of Northeast Tennessee TVA Power Distributors (“Distributors”) (“Petition”), the Distributors state “Even though mandated by the Agreements, Embarq does not own approximately one-half of the joint use poles and has generally refused to discuss the equalization of ownership or payment of penalties because of the same.”

a. Identify each and every instance in which: (i) the Distributors requested that Embarq purchase poles to bring ownership to approximately one-half; (ii) the Distributors requested that Embarq discuss the equalization of pole ownership; (iii) Embarq refused to discuss the equalization of ownership; (iv) the Distributors requested that Embarq discuss payment of penalties; and/or (v) Embarq refused to discuss the payment of penalties.

b. For each of the foregoing items in this Request regarding the equalization of ownership, and for each of the Distributors, identify specific details of the date of each request and refusal, who made the request the substance of each request, the specific action requested of Embarq, who received the request, how it was communicated, proof the request was received, any response to the request, who responded and on what date, who received the response and on what date, how the response was communicated, the substance of Embarq's response, and provide a copy of each request and Embarq's responses to each request, as well as any documentary proof that each request was received.

RESPONSE:

DISCOVERY REQUEST NO. 2:

In Petition Paragraph 5B, the Distributors state "Embarq has invoked certain default provisions relative to joint use rates the parties would pay each other but refuses to adhere to the formula, and, instead, proposes rates which are wholly unsatisfactory."

a. For each of the Distributors, identify to what “formula” Distributors refer and explain the formula itself in detail, including how the “formula” works and how the “formula” specifically applies to the joint use rates.

b. Identify each and every instance in which: (i) Embarq invoked certain default provisions relative to joint use rates the parties would pay each other; (ii) the Distributors requested that Embarq adhere to the formula; (iii) Embarq refused to adhere to the formula; and (iv) Embarq proposed rates that are wholly unsatisfactory. For each of the foregoing items in this Request regarding Embarq’s invocation of default provisions, and for each of the Distributors, identify specific details, including the date of each request and refusal, the substance of each request, the specific action requested of Embarq, who received the request, how it was communicated, proof the request was received, and provide documentation of the request made. For each of the foregoing items in this Request regarding Embarq’s invocation of default provisions, and for each of the Distributors, identify specific details regarding each response to Distributors’ requests of who responded and on what date, who received the response and on what date, how the response was communicated, the substance of Embarq’s response (including the specific invocation, refusal or proposal communicated to the Distributors), any action Embarq mentioned taking in response, and provide documentation of the response. If separate from Embarq’s response, identify each invocation, refusal or proposal made to the Distributors, who made each and on what date, how each invocation, refusal or proposal was transmitted to the Distributors, proof that each was received, your response to each invocation, refusal or request, who provided your response on what date, how your response was transmitted, proof that it was received, and provide documentation of your response to each invocation, refusal or proposal and any proof that it was received.

c. For each of the Distributors, identify the “rates” you reference as being “wholly unsatisfactory,” and state: i) what makes such rates “wholly unsatisfactory,” ii) the standard you apply to determine whether such rates are “wholly unsatisfactory,” and iii) what factors or attributes constitute a satisfactory rate.

RESPONSE:

DISCOVERY REQUEST NO. 3:

In Petition Paragraph 5C, the Distributors state that “Embarq has continually ignored or chosen to delay acting on requests by the electric distributors to transfer/move lines from electric poles when necessary.”

a. Identify each and every instance in which: (1) the Distributors requested that Embarq transfer/move lines from electric poles; (2) which such requests were ignored by Embarq; and (3) which such requests Embarq chose to ignore. For each of the foregoing instances identified in this Request, and for each of the Distributors, include specific details of the date of each request and refusal, who made the request, the substance of each request, the specific action requested of Embarq, who received the request, how it was communicated, proof the request was received, any response to the request, who responded and on what date, who received the response and on what date, how the response was communicated, the substance of Embarq’s response, and provide all documentation reflecting the requests and responses, and communications related thereto, in response to this Request.

b. Identity every transfer request that was ignored by Embarq, and for each such request state in detail the basis upon which you know that Embarq ignored the request.

RESPONSE:

DISCOVERY REQUEST NO. 4:

In Petition Paragraph 5D, the Distributors state “Embarq’s joint use poles are in a state of disrepair, endangering employees of the electric distributors and, more importantly, the public at large.”

a. For each of the Distributors, identify each and every joint use pole that is in a state of repair endangering employees of the electric distributors and the public at large (collectively, “Allegedly Dangerous Poles”).

b. For each of the Distributors, and for each and every one of the Allegedly Dangerous Poles, identify what “state of repair” is present such that the pole is endangering employees of the electric distributors and the public at large, how each such pole is endangering employees of the Distributors, and/or how each such pole is endangering the public at large.

c. For each of the Distributors, identify every instance in which the Distributors requested that Embarq repair any and all of the Allegedly Dangerous Poles. For each of the identified instance in which the Distributors requested that Embarq repair any and all of the Allegedly Dangerous Poles, and for each of the Distributors, identify specific details of the date of each request and refusal, who made the request, the substance of each request, the specific

action requested of Embarq, who received the request, how it was communicated, proof the request was received, any response to the request, who responded and on what date, who received the response and on what date, how the response was transmitted, and the substance of Embarq's response, including any action Embarq mentioned taking in response, and provide a copy of Embarq's response to each request.

RESPONSE:

DISCOVERY REQUEST NO. 5:

In Petition Paragraph 5E, the Distributors state "Embarq has consistently refused to share in the expense of maintaining jointly-used rights-of-way as required by the Agreements."

a. For each of the Distributors, identify every instance in which: (1) the Distributors requested that Embarq share in the expense of maintaining jointly used rights-of-way; and (2) the Distributors billed Embarq for Embarq's share of any expense of maintaining jointly used rights-of-way. For each of the instances identified in this Request, and for each of the Distributors, identify the specific details of the individual who made each request or billing and on what date, the substance of each request and bill (including specific action requested of Embarq and specific amounts billed to Embarq), to whom the request or bill was directed and who received it, how each request or bill was transmitted to Embarq, proof that it was received by Embarq, and provide documentation of the request or bill, and any proof it was actually received by Embarq.

b. For each of the requests or bills submitted to Embarq, and for each of the Distributors, specifically identify Embarq's response to the request or bill, who at Embarq made the response and on what date, how Embarq's response was transmitted to the Electric

Distributors and who received each response, and provide a copy of Embarq's response to each request or each bill.

c. For each of the Distributors, identify how the expense of maintaining jointly used rights-of-way is figured.

RESPONSE:

DISCOVERY REQUEST NO. 6:

In Petition Paragraph 5F, the Distributors state "Embarq, on many occasions, does not respond to emergency call-out situations." For each of the Distributors, identify each and every instance in which the Distributors requested that Embarq respond to an emergency call-out situation. For each such request, and for each of the Distributors, identify specific details of each request including who made the request, on what date, the substance of each request, the specific action requested of Embarq, who received the request, how it was communicated, proof the request was received, any response to the request, who responded and on what date, who received the response and on what date, how the response was transmitted, and the substance of Embarq's response, including any action Embarq mentioned taking in response, and provide a copy of each "emergency call-out" requests, Embarq's response to each request, and documentation providing the request was received.

RESPONSE:

DISCOVERY REQUEST NO. 7:

In Petition Paragraph 5G, the Distributors state “Embarq has consistently refused to make proper application to the electric distributors for attachments to poles owned by them. Rather, Embarq will merely attach to electric poles without notice or intent to pay for said attachments.”

a. For each of the Distributors, identify each and every instance in which: (i) the Distributors requested that Embarq make a proper application to the Distributors for attachments; (ii) Embarq has refused to make proper application to the Distributors for attachments; (iii) Embarq has attached on the Distributors’ poles without notice or intent to pay for said attachments. For each of the instances identified in response to this Request, and for each of the Distributors, identify specific details of the date of each request and refusal, who made the request, the substance of each request, the specific action requested of Embarq, who received the request, how it was communicated, proof the request was received, any response to the request, who responded and on what date, who received the response and on what date, how the response was transmitted, and the substance of Embarq’s response, including any action Embarq mentioned taking in response, and provide documentation of each request, response, and proof that the request was received by Embarq.

b. Identify the location of each pole upon which Embarq has attached without making proper application, and/or each pole upon which Embarq has attached without notice or intent to pay for said attachments, and the type of attachment made to such pole.

RESPONSE:

DISCOVERY REQUEST NO. 8:

In Petition Paragraph 6, the Distributors state “Embarq’s neglect, policies and practices have created serious public safety issues.”

a. For each of the Distributors, identify each and every instance of “neglect” on the part of Embarq that has created serious public safety issues, and identify in each such instance what specific serious public safety issue was created by such neglect.

b. For each of the Distributors, identify each and every one of Embarq’s “policies” that have created serious public safety issues, and identify in each such instance what specific serious public safety issue was created by each of the policies.

c. For each of the Distributors, identify each and every one of Embarq’s “practices” that have created serious public safety issues, and identify in each such instance what specific serious public safety issue was created by each of the practices.

RESPONSE:

DISCOVERY REQUEST NO. 9:

In Petition Paragraph 7, the Distributors state: “Only when the Northeast Tennessee TVA Power Distributors threatened to intervene in this docket did Embarq become instantly interested in discussing the complaints and serious safety concerns of the electric distributors.”

a. For each of the Distributors, identify each and every instance in which: (i) the Distributors made a “threat” to intervene to Embarq; (ii) the Distributors made “complaints” to Embarq; and (iii) the Distributors communicated “serious safety concerns” to Embarq.

b. For each threat, complaint, or serious safety concern communicated to Embark and identified in response to this Request, and for each of the Distributors, identify the specific details of each threat, complaint and serious safety concern communicated to Embark, including who expressed each threat, complaint and serious safety concern and on what date, the substance of each threat, complaint and serious safety concern (including the specific action requested of Embark contained in each threat, complaint or communication of the serious safety concern), to whom each threat, complaint and serious safety concern was communicated to at Embark, who actually received each, how each threat, complaint and serious safety concern was transmitted to Embark, proof that each was received by Embark, the specific details of Embark's response, including who made the response and on what date, how each response was transmitted, who received Embark's response to each threat, complaint or communication of a serious safety concern, the substance of each response, and provide a copy of Embark's response to each threat, complaint or communication of a serious safety concern, and provide a copy of each threat, complaint and serious safety concern, any documented proof that each was received by Embark, and a copy of Embark's response.

RESPONSE:

DISCOVERY REQUEST NO. 10:

In Petition Paragraph 10, the Distributors state: “While the Northeast Tennessee TVA Power Distributors do not necessarily oppose the merger as such, they do believe there are serious questions as to whether the new company that will survive the merger is suitable and financially capable of providing the services that will be transferred to it. Moreover, assurances like those contained in Paragraph 18 that the proposed Transaction ‘is in the public interest’ are hereby contested in the sense that the serious service, safety and contractual disputes currently existing between Embarq and the Northeast Tennessee TVA Power Distributors will merely be passed to the merged entity with no assurances they will be cured.”

a. For each of the Distributors, identify each of the “serious questions” as to whether the new company that will survive the merger is suitable and financially capable of providing the services that will be transferred to it.

b. For each of the Distributors, state what is meant by the term “suitable” in the context of Petition Paragraph 10, and upon what basis and standard the Distributors are measuring what is or is not “suitable.”

c. For each of the Distributors, state what is meant by the phrase “financially capable” in the context of Petition Paragraph 10, and upon what basis and standard the Distributors are measuring whether an individual or entity is “financially capable.”

d. For each of the Distributors, identify each serious service, safety and contractual disputes currently existing between Embarq and the Distributors.

RESPONSE:

DISCOVERY REQUEST NO. 11:

In Reply Paragraph 2, you state that “Embarq has failed and/or refused to cooperate with the Electric Distributors on operational issues since Embarq came into existence.”

a. For each of the Distributors, identify every instance in which: (i) the Distributors requested that Embarq cooperate with the Distributors on operational issues since May 16, 2006 (the date Embarq was established); (ii) Embarq has failed to cooperate with the Distributors on operational issues since May 18, 2006; or (iii) Embarq has refused to cooperate with the Distributors on operational issues since May 18, 2006.

b. For each request that one of the Electric Distributors have made to Embarq regarding any and all “operational issues” since May 18, 2006, identify all specific details related thereto include who made the request and on what date, what action was requested of Embarq, to whom at Embarq was the request directed, who actually received the request, how the request was transmitted to Embarq, whether the request indicates that there is a violation of the National Electric Safety Code, proof that the request was actually received by Embarq, whether you provided another company with the same request that required the other company to perform work before Embarq could perform its work (and if you did so, state the date on which you became aware that the company had completed its work), the response Embarq provided to each request, who at Embarq responded and on what date, who received Embarq’s response, the substance of Embarq’s response, how the response was transmitted to Electric Distributors, and provide a copy of each request made and response provided regarding “operational issues,” as well as any documentary evidence that the request was actually received. For each failure or refusal by Embarq identified by Distributors in response to Distributors’ requests regarding any and all “operational issues” since May 18, 2006, identify all specific details related to each

failure or refusal including, who at Embarq issued the refusal and on what date, which request Embarq was refusing, how each refusal was transmitted to the Distributors, whether you have proof for each refusal that you actually received the refusal, the specific action or inaction which you deem to be a failure to respond, when each failure to cooperate or refusal was learned of, who learned of it, the response of the Distributors upon learning of such failure or refusal, when the response was made, who from each of the Distributors made the response to each refusal or failure, how your response to each refusal or failure was transmitted to Embarq, Embarq's response to the Distributors' transmission, and provide any documentation of such failures, refusals, and responses related thereto by Embarq or the Distributors.

c. Identify all existing "operational issues" that the Electric Distributors have with Embarq that exist as of the date of your response to this Request.

RESPONSE:

DISCOVERY REQUEST NO. 12:

Identify the systems used by the Electric Distributors to document requests made to Embarq regarding "operational issues."

RESPONSE:

DISCOVERY REQUEST NO. 13:

Identify the systems used by the Electric Distributors to document Embarq responses to requests made to Embarq regarding “operational issues.”

RESPONSE:

DISCOVERY REQUEST NO. 14:

In Reply Paragraph 2, you state that Embarq has “failed and/or refused to cooperate with the Electric Distributors on operational issues since Embarq came into existence” and that “[t]he explanation which Embarq has provided has generally been that its Northeastern Tennessee operations lacked sufficient resources to, for example, stay current on pole transfers.” Identify the source of the “explanation” from Embarq and any documentation of such “explanation” you received from Embarq.

RESPONSE:

DISCOVERY REQUEST NO.15:

In Reply Paragraph 3, you state that the “[t]he merged survivor must adhere to service and safety principles and practices for the protection of the public.” Please identify the “service and safety principles and practices” to which you refer.

RESPONSE:

DISCOVERY REQUEST NO.16:

Provide a copy of any notice given to Embarq by the Electric Distributors since May 18, 2006, that notified Embarq of any alleged violation of the National Electric Safety Code on any poles or related equipment subject to the existing agreements between Embarq and the Electric Distributors.

RESPONSE:

DISCOVERY REQUEST NO. 17:

Identify your established policies and procedures for communicating to Embarq your planned pole change out activities in advance of engineering and performing the work? If these policies and procedures are documented, please provide a copy of such documentation.

RESPONSE:

DISCOVERY REQUEST NO. 18:

State how do your policies and procedures consider the impact and cost to other attachers on your pole plant? If these policies and procedures are documented, please provide a copy of such documentation.

RESPONSE:

DISCOVERY REQUEST NO. 19:

Identify the established policies and procedures to ensure that work is not performed on the pole plant of Embarq? If these policies and procedures are documented, please provide a copy of such documentation.

RESPONSE:

DISCOVERY REQUEST NO. 20:

Identify each and every instance where you knowingly changed out pole plant known to be owned by Embarq in the past three years? For each instance identified, please provide the details on why, when, and how this occurred, as well as any actions or consequences that occurred as a result thereof?

RESPONSE:

DISCOVERY REQUEST NO. 21:

Describe how your pole and aerial plant work activities comply with the provisions set forth in the joint use agreement between Embarq and each of the Electric Distributors. Please identify and provide any documentation that supports this compliance.

RESPONSE:

DISCOVERY REQUEST NO. 22:

Describe the policies and procedures related to ensuring safety while working on pole and aerial plant. If these policies and procedures are documented, please provide a copy of such documentation.

RESPONSE:

DISCOVERY REQUEST NO. 23:

Describe the standards of inspection you perform on your pole and aerial plant. If these standards are documented, please provide a copy of such documentation.

RESPONSE:

Respectfully submitted,



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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
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