

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

February 4, 2009

Filed electronically 02/27/09

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

FIRST DISCOVERY REQUESTS FROM DELTACOM AND BTES

DeltaCom Inc. and Bristol Tennessee Essential Services ("BTES") submit the following first round of discovery questions to the Applicants, CenturyTel, Inc. and Embarq Corporation.

DEFINITIONS

1. The term "person" means any natural person, corporation, corporate division, partnership, other unincorporated association, trust, government agency, or entity.
2. The term "document" shall have the broadest possible meaning under applicable law. "Document" means every writing or record of every type and description that is in the possession, custody or control of the Company, including, but not limited to, correspondence, memoranda, drafts, workpapers, summaries, stenographic or handwritten notes, studies, publications, books, pamphlets, reports, surveys, minutes or statistical compilations, computer and other electronic records or tapes or printouts, including, but not limited to, electronic mail files; and copies of such writings or records containing any commentary or notation whatsoever that does not appear in the original. The term "document" further includes, by way of illustration and not limitation, schedules, progress schedules, time logs, drawings, computer disks, charts, projections, time tables, summaries of other documents, minutes, surveys, work sheets, drawings, comparisons, evaluations, laboratory and testing reports, telephone call records, personal diaries, calendars, personal notebooks, personal reading files, transcripts, witness statements and indices.

3. The term "referring or relating to" means consisting of, containing, mentioning, suggesting, reflecting, concerning, regarding, summarizing, analyzing, discussing, involving, dealing with, emanating from, directed at, pertaining to in any way, or in any way logically or factually connected or associated with the matter discussed.

4. "And" and "or" as used herein shall be construed both conjunctively and disjunctively and each shall include the other whenever such construction will serve to bring within the scope of these discovery requests any information that would otherwise not be brought within their scope.

5. "Affiliate" or "affiliated" means an entity that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, another entity.

6. "Identify" or "identifying" or "identification" when used in reference to a document means to provide with respect to each document requested to be identified by these discovery requests a description of the document that is sufficient for purposes of a request to produce or a subpoena duces tecum, including the following:

- a) the type of document (e.g., letter, memorandum, etc.);
- b) the date of the document;
- c) the title or label of the document;
- d) the Bates number or other identifier used to number the document for use in litigation;
- e) the identity of the originator;
- f) the identity of each person to whom it was sent;
- g) the identity of each person to whom a copy or copies were sent;
- h) a summary of the contents of the document;

- i) the name and last known address of each person who presently has possession, custody or control of the document; and
- j) if any such document was, but is no longer, in your possession, custody or control or is no longer in existence, state whether it: (1) is missing or lost; (2) has been destroyed; or (3) has been transferred voluntarily or involuntarily, and, if so, state the circumstances surrounding the authorization for each such disposition and the date of such disposition.

GENERAL INSTRUCTIONS

1. If you contend that any response to any data request may be withheld under the attorney-client privilege, the attorney work product doctrine or any other privilege or basis, please state the following with respect to each such response in order to explain the basis for the claim of privilege and to permit adjudication of the propriety of that claim:

- a) the privilege asserted and its basis;
- b) the nature of the information withheld;
- c) the subject matter of the document, except to the extent that you claim it is privileged.

2. These discovery requests are to be answered with reference to all information in your possession, custody or control or reasonably available to you. These discovery requests are intended to include requests for information, which is physically within your possession, custody or control as well as in the possession, custody or control of your agents, attorneys, or other third parties from which such documents may be obtained.

3. If any data request cannot be answered in full, answer to the extent possible and specify the reasons for your inability to answer fully.

4. For each data request, provide the name of the company witness(es) or employee(s) responsible for compiling and providing the information contained in each answer.

DISCOVERY REQUESTS

1. In each of the following areas, describe and compare the current systems, practices, and policies of Embarg and CenturyTel as they operate today in Tennessee and describe what changes, if any, will occur in those systems following the merger. If changes are contemplated, provide an approximate timetable showing when the changes will begin and be completed. In making the comparisons, please include, but do not be limited to, a discussion of each of the points raised under Issue I in the Issues List file by DeltaCom and BTES.

- A. Ordering and Provisioning, including Operations and Support Systems, maintenance and repair, number portability, 911 records, billing, and performance measures.
- B. Directory Listings.
- C. Treatment of Affiliates, including the porting of interconnection agreements from one subsidiary of the merged entity to another.

RESPONSE:

2. If it is the intention of the Applicants to adopt the “best practices” of both companies in these areas, describe what assurances, if any, the Applicants will provide to the Authority that the Applicant will fulfill those intentions and what enforcement mechanism, if any, exists or will be created to insure compliance.

RESPONSE:

3. Describe what, if any, efficiencies and economies will be realized by the merger, quantify those savings, and describe what savings, if any, will be passed on to wholesale customers of Embarg and CenturyTel.

RESPONSE:

Respectfully submitted,

BRADLEY ARANT BOULT CUMMINGS LLP

By: 

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been forwarded via U.S. Mail, postage prepaid, to:

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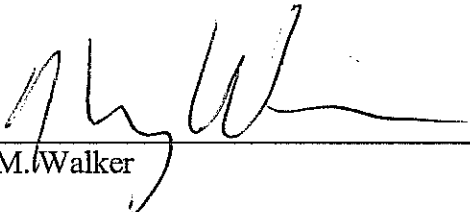
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on this the 27th day of February, 2009



Henry M. Walker