

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

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.)

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

Bristol Tennessee Essential Services ("BTES") submits the following responses to the first discovery requests filed by Embarq Corporation ("Embarq") and CenturyTel, Inc. ("CenturyTel") on February 27, 2009.

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:

At this time, the Respondent has not raised an issue about the Applicants' combined financial, managerial or technical ability to provide telephone service in Tennessee. As explained in Respondent's Issues List, filed February 6, 2009, the Respondent is concerned whether, because of financial, technical, managerial or other shortcomings, the combined Applicants may be unwilling or unable to adopt the "best practices" of Embarq and CenturyTel in regards to such matters as ordering and provisioning, performance measures, directory listings, and the other operational issues described in the Issue List.

Once the Respondent receives the answers to the Respondent's discovery questions, the Respondent will be better able to evaluate these concerns and respond more fully to this question. In any event, the Respondent will fully set forth its position in regard to the ability of the combined Applicants to satisfy the statutory criteria for merger set forth in T.C.A. § 65-4-113 in the Respondent's prefiled testimony now due on March 27, 2009.

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:

Until the Respondent has reviewed the responses to discovery, the Respondent cannot provide this information. See response to Request No. 1.

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:

See response to Request No. 1.

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:

See response to Request No. 2.

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:

See response to Request No. 1.

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:

See response to Request No. 2.

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:

The Respondent does not believe that the merger itself impacts the legal power of the TRA over the individual Applicants or the combined entity.

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:

Not applicable.

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:

The Respondent has insufficient information to form an opinion about this issue at this time.

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:

See response to Request No. 9.

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:

See response to Request No. 9.

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:

See response to Request No. 9.

DISCOVERY REQUEST NO. 13:

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

RESPONSE:

See response to Request No. 9.

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:

See response to Request No. 9.

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:

The Respondent does not believe that the merger is in the public interest if the merger will result in the degradation of wholesale services or otherwise have a negative impact on competition in Tennessee. For the reasons set forth in the Issues List, the Respondent is concerned that the combined entities will not adopt the "best practices" of each merging carrier and, therefore, that competition and the public interest will suffer.

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:

The Respondent is concerned that the interconnection agreement with Embarq may not allow the Respondent to interconnect with the combined entity in Tennessee and that the combined entity will not adopt the best practice of the two merging carriers.

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:

No. Respondent does not presently have any customers in the areas served by CenturyTel.

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:

Not applicable.

Respectfully submitted,

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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on this the 13th day of March, 2009


Henry M. Walker