

**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.)

**NUVOX COMMUNICATIONS, INC.'S RESPONSES TO EMBARQ CORPORATION
AND CENTURYTEL, INC.'S FIRST SET OF DISCOVERY REQUESTS**

Nuvox Communications, Inc. ("Nuvox") 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 NuVox communications, Inc.* dated February 3, 2009 states that “NuVox has entered in to (sic) an interconnection agreement with Embarq and is concerned because the merger increases the possibility of Embarq and CenturyTel withholding such interconnection which would adversely affect competition.” Fully explain this statement. Please indicate why NuVox qualifies the statement with the words “increases the possibility.”

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 NuVox 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. Respondent has an interconnection agreement with CenturyTel in another state and has experience dealing with CenturyTel's provisioning of wholesale services.

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, S, 10, 12, 14, 15, 16, and 17. For each document produced, identify' to which Response it is responsive.

RESPONSE:

Not applicable.

Respectfully submitted,

By: 

Henry Walker
1600 Division Street, Suite 700
Nashville, Tennessee 37203
(615) 252-2363

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:

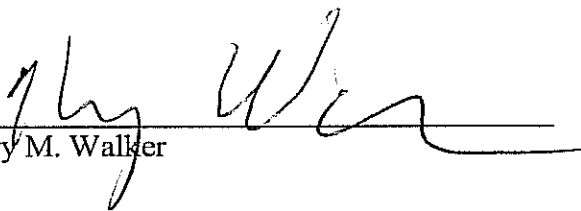
Edward Phillips
14111 Capital Boulevard
Mailstop: NCWKFR0313
Wake Forest, NC 27587-5900
Edward.phillips@embarq.com

William C. Bovender
Hunter, Smith & Davis
1212 N. Eastman Road
P.O. Box 3740
Kingsport, TN 37664
bovender@hsdlaw.com

R. Dale Grimes
Bass, Berry & Simms PLC
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238
dgrimes@bassberry.com

H. LaDon Baltimore
Farrar & Bates, L.L.P.
211 7th Avenue North, Suite 500
Nashville, TN 37219
don.baltimore@farrar-bates.com

on this the 13th day of March, 2009


Henry M. Walker