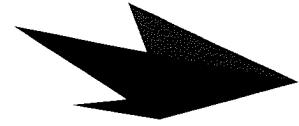


Voice | Data | Internet | Wireless | Entertainment



**EMBARQ®**

Embarq  
Mailstop: NCWKFR0313  
14111 Capital Boulevard  
Wake Forest, NC 27587-5900  
embarq.com

March 13, 2009

Chairman Eddie Roberson  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

filed electronically in docket office on 03/13/09

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.

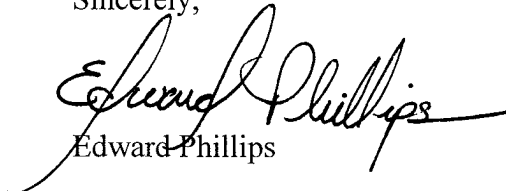
Docket No. 08-00219

Dear Chairman Roberson:

Enclosed for filing are the original and four (4) copies of Objections and Responses of Embarq Corporation and CenturyTel, Inc. ("Joint Applicants") to DeltaCom Communications, Inc. ("DeltaCom") and Bristol Tennessee Essential Services ("BTES") First Discovery Request in the above-referenced docket. In addition, this filing has also been completed by email sent today to the Authority's Docket Manager, Sharla Dillon.

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

Sincerely,



Edward Phillips

HEP:sm

Enclosures

cc: R. Dale Grimes, Esquire (via e-mail)  
Henry Walker, Esquire (via e-mail)  
William C. Bovender, Esquire (via e-mail)  
Don Baltimore, Esquire (via e-mail)

**Edward Phillips**

COUNSEL

Voice: (919) 554-7870

Fax: (919) 554-7913

edward.phillips@embarq.com

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE

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

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**OBJECTIONS AND RESPONSES OF EMBARQ CORPORATION AND  
CENTURYTEL, INC. TO FIRST DISCOVERY REQUESTS FROM DELTACOM  
COMMUNICATIONS, INC. AND BRISTOL TENNESSEE ESSENTIAL SERVICES**

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Pursuant to Rules 26, 33 and 34 of the Tennessee Rules of Civil Procedure and Tenn. Comp. R. & Reg. 1220-1-2-.11 and the Hearing Officer's *Order Setting Procedural Schedule* entered on February 20, 2009, Embarq Corporation and CenturyTel, Inc. (collectively, the "Joint Applicants") file objections and responses to discovery served on the Joint Applicants by DeltaCom Communications, Inc. ("DeltaCom") and Bristol Tennessee Essential Services ("BTES") on February 27, 2009.

**GENERAL OBJECTIONS**

The Joint Applicants make the following general objections. These general objections apply to each of the interrogatories and requests and are incorporated by reference into the Joint Applicant's responses.

1. The Joint Applicants object to the interrogatories and requests to the extent they seek to impose obligations on the Joint Applicants to respond on behalf of subsidiaries, affiliates,

or other persons that are not parties to this case on the grounds that such requests are overly broad, unduly burdensome, oppressive, and not permitted by applicable discovery rules.

2. The Joint Applicants will interpret the interrogatories and requests to apply to the Joint Applicant's regulated intrastate operations in Tennessee and will limit responses accordingly.

3. The Joint Applicants object to each and every interrogatory and request to the extent that such interrogatory, request, or instruction calls for information that is exempt from discovery by virtue of the attorney-client privilege, work product privilege, or other applicable privilege.

4. The Joint Applicants object to each and every interrogatory and request insofar as the interrogatory or request is vague, ambiguous, overly broad, imprecise, or utilizes terms that are subject to multiple interpretations, but are not properly defined or explained for purposes of these interrogatories or requests.

5. The Joint Applicants object to each and every interrogatory or request insofar as the interrogatory or request is not reasonably calculated to lead to the discovery of admissible evidence and is not relevant to the subject matter of this action.

6. The Joint Applicants object to the interrogatories, requests and definitions to the extent they seek to impose obligations on the Joint Applicants that exceed the requirements of the Tennessee Rules of Civil Procedure or other Tennessee law. Specifically, the Joint Applicants object to the interrogatories, requests and definitions to the extent they require supplementation of responses in excess of the requirements of the Tennessee Regulatory Authority's ("Authority's") Rules and Regulations or the Tennessee Rules of Civil Procedure. (See TNRCF Rule 26). The Joint Applicants will comply fully with the Authority's Rules and

Regulations and the Tennessee Rules of Civil Procedure if supplementation to discovery responses is necessary.

7. The Joint Applicants object to providing information to the extent that such information is already in the public record before the Authority or elsewhere.

8. The Joint Applicants object to each and every interrogatory and request to the extent responding would be unduly burdensome, expensive, oppressive, or excessively time consuming as written.

9. The Joint Applicants object to each and every interrogatory and request to the extent the information requested constitutes “trade secrets” which are privileged pursuant to Tennessee law. To the extent the interrogatories or requests seek proprietary confidential business information which is not subject to the “trade secrets” privilege, the Joint Applicants will make such information available pursuant to an appropriate protective agreement, subject to any other general or specific objections contained herein.

10. Embarq Corporation and CenturyTel, Inc. are large corporations with employees located in numerous locations in Tennessee and in other states. In the course of business, these companies create countless documents that are not subject to Authority or FCC retention of records requirements. These documents are kept in numerous locations that are frequently moved from site to site as employees change jobs or as the business is reorganized. Therefore, it is possible that not every document will be provided in response to these requests. Rather, responses of the Joint Applicants will provide, subject to any applicable objections, all of the information obtained by Embarq Corporation and CenturyTel, Inc. after a reasonable and diligent search conducted in connection with these requests. Embarq Corporation and CenturyTel, Inc. shall conduct a search of those files that are reasonably expected to contain the requested

information. To the extent the discovery requests purport to require more, the Joint Applicants object on the grounds that compliance would impose an undue burden or expense.

11. Any responses will be provided subject to, and without waiver of, the foregoing objections. The Joint Applicants will make full or partial responses to the extent reasonably possible and consistent with these objections.

**TENNESSEE REGULATORY AUTHORITY  
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, EMBARQ'S RESPONSES TO  
FIRST DISCOVERY REQUESTS FROM DELTACOM AND BTES**

The following response to Discovery Request No. 1 of the Discovery Requests from DeltaCom and BTES has been prepared under the supervision of Guy Miller III, Director Carrier Relations Policy, CenturyTel, Inc., and Mike Hunsucker, Director Contract Management, Embarq Corporation.

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**Discovery Request No. 1:**

In addition to the following areas, describe and compare the current systems, practices, and policies of Embarq 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.

**General Objections:**

Petitioners reiterate and assert their general objections applicable to this Discovery Request.

**Response:**

Subject to and without waiver of any general or specific objections:

Plans for integrating CenturyTel and Embarq wholesale systems, practices and policies have not been finalized. Integration as may be appropriate will occur over time.

Regarding a description and comparison of the current systems, practices, and policies of CenturyTel, please refer to CenturyTel's operational policies and practices documented in the CenturyTel Service Guide. The service guide can be accessed at <http://business.centurytel.com/business/Wholesale/Interconnections-services/>. Regarding Embarq's current systems, practices, and policies, please refer to Embarq's wholesale products

guides, which can be accessed at [http://www2.embarq.com/wholesale/clec\\_guides.html](http://www2.embarq.com/wholesale/clec_guides.html). These guides provide detailed information about conducting wholesale business with CenturyTel and Embarq and can be used to compare the two companies' current systems, practices, policies, including those associated with maintenance and repair, number portability, 911 records, billing, performance measures, and directory listings.

Regarding part (c) of this Discovery Request, the combined company will treat its affiliate companies consistent with the law. Further, neither Embarq nor CenturyTel permit the porting of interconnection agreements between and among their incumbent local exchange telephone companies today and no changes in that policy are expected.

**TENNESSEE REGULATORY AUTHORITY  
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, EMBARQ'S RESPONSES TO  
FIRST DISCOVERY REQUESTS FROM DELTACOM AND BTES**

The following response to Discovery Request No. 2 of the Discovery Requests from DeltaCom and BTES has been prepared under the supervision of Guy Miller III, Director Carrier Relations Policy, CenturyTel, Inc., and Mike Hunsucker, Director Contract Management, Embarq Corporation.

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**Discovery Request No. 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 ensure compliance.

**General Objections:**

Petitioners reiterate and assert their general objections applicable to this Discovery Request.

**Response:**

Subject to and without waiver of any general or specific objections:

The adoption of the “best practices” is critical to the combined company’s success in the marketplace. No regulatory “enforcement mechanism” is necessary or required to ensure that the combined company will pursue its rational integration.



**TENNESSEE REGULATORY AUTHORITY  
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, EMBARQ'S RESPONSES TO  
FIRST DISCOVERY REQUESTS FROM DELTACOM AND BTES**

The following response to Discovery Request No. 3 of the Discovery Requests from DeltaCom and BTES has been prepared under the supervision of Guy Miller III, Director Carrier Relations Policy, CenturyTel, Inc., and Mike Hunsucker, Director Contract Management, Embarq Corporation.

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**Discovery Request No. 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 Embarq and CenturyTel.

**General Objections:**

Petitioners reiterate and assert their general objections applicable to this Discovery Request.

**Response:**

Subject to and without waiver of any general or specific objections:

CenturyTel expects the combined company to realize \$400 million in total annual synergies after conversions are completed and synergies are completely realized. The synergies identified are not specific to any state.

The proposed merger will have no impact on existing interconnection agreements (and therefore any service charges). The impact of operating effectiveness and efficiencies associated with the combined company relative to *future* interconnection agreements is not known at this time. Charges the post merger company will seek in future interconnection agreements are likewise unknown.