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December 17, 2008

Chairman Tre Hargett
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

filed electronically in docket office on 12/17/08

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 Hargett:

Enclosed are an original and four (4) copies and attached CD of the Responses of Embarq Corporation and CenturyTel, Inc. to Staff's Data Request regarding Transfers of Control. This document also has been filed by way of email sent today to the Tennessee Regulatory Authority 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

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Docket No. 08-00219, 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.
Tennessee Regulatory Authority Data Request No. 1 to Embarq Corporation and CenturyTel,
Inc., dated December 5, 2008

Q1. Have the applicants made similar filings in other states? If so, provide a listing of states and action taken.

A: Yes, Embarq and CenturyTel have made similar filings for their incumbent LEC operations in the following states: California, Florida, Georgia, Illinois, Louisiana, Minnesota, Mississippi, Nebraska, Nevada, Ohio, Pennsylvania, Virginia and Washington. The state dockets are at various stages of review from having simply docketed the filing to the setting of a prehearing conference or intervention deadline. As of December 9, 2008 no substantive actions had been taken regarding these applications.

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Q2. Have the petitioners filed a similar petition with the FCC? If so, list any actions taken and the associated docket number. If a schedule to complete the review of the application has been established by the FCC, provide such with your response.

A: Yes, Embarq and CenturyTel have filed an application with the Federal Communication Commission (FCC) pursuant to Section 214 of Communications Act of 1934 and Section 63.04 of the FCC's rules. The docket is WC Docket No. 08-238. On December 9, 2008, the FCC noticed the filing and established a comment cycle of January 8, 2009 for initial comments or petitions and January 23, 2009 for responses.

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Q3. Will the transaction described in the *Joint Application* be subject to review by federal agencies other than the FCC? If so, please list the agencies and actions they are required to take.

A: Yes. The transaction was subject to antitrust review by the Federal Trade Commission (FTC) and the Department of Justice under the Hart-Scott-Rodino Act. The parties made their initial pre-merger submission on November 10, 2008 and were notified by the FTC Premerger Notification Office on November 21, 2008 that the statutory 30-day waiting period was being terminated early and without further review.

In addition, on November 20, 2008 CenturyTel filed with the Securities and Exchange Commission a registration statement on Form S-4 that includes a preliminary joint proxy statement of CenturyTel and Embarq, and also constitutes a prospectus of CenturyTel. Following declaration of the effectiveness of the Form S-4 by the Securities and Exchange Commission, CenturyTel and Embarq will mail the definitive joint proxy statement-prospectus to their respective shareholders in connection with meetings of their shareholders for approval of the merger. We expect to hold the special meetings of shareholders in the first quarter of 2009.

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Q4. Provide a copy of the Merger Agreement referenced in the *Joint Application*.

A: The Merger Agreement may be accessed in full at the following link:
<http://www.sec.gov/Archives/edgar/data/1350031/000119312508216661/dex21.htm>

Also, please see attached CD that contains an electronic version of the Merger Agreement.