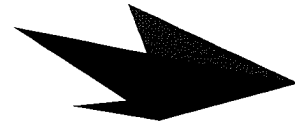


Voice | Data | Internet | Wireless | Entertainment



EMBARQ®

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

April 14, 2009

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

filed electronically in docket office on 04/14/09

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.

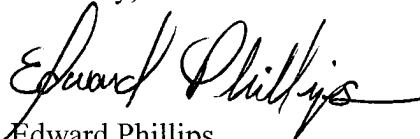
Docket No. 08-00219

Dear Chairman Roberson:

Enclosed for filing are the original and four (4) copies of the Surrebuttal Testimony of witnesses Guy E. Miller, III on behalf of CenturyTel, Inc. and Michael R. Hunsucker on behalf of Embarq Corporation. In addition, this filing has also been completed by e-mail sent today to the Authority's Docket Manager, Sharla Dillon.

An extra copy of this letter is provided. Please stamp it "Filed" and return to me in the self-addressed stamped envelope. Please do not hesitate to contact me if you have any questions.

Sincerely,



Edward Phillips

HEP:sm

Enclosures

cc: R. Dale Grimes, Esquire (via e-mail)
Henry Walker, 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

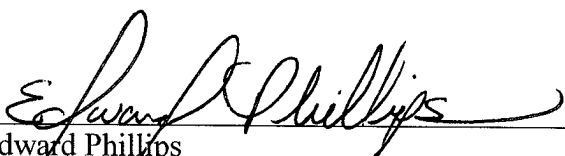
CERTIFICATE OF SERVICE

I hereby certify that I have served an electronic copy of the foregoing Surrebuttal Testimony of witnesses Guy E. Miller, III and Michael R. Hunsucker on the parties of record.

This 14th day of April, 2009.

H. LaDon Baltimore, Esquire
Farrar & Bates
211 Seventh Avenue, North #420
Nashville, TN 37219-1823

Henry Walker, Esquire
Boult, Cummins, Conners & Berry PLC
1600 Division Street, Suite 700
Nashville, TN 37203



Edward Phillips
United Telephone Southeast LLC d/b/a Embarq

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

In re:

**Joint Application of Embarq Corporation and
CenturyTel, Inc. for Approval of Transfer of
Control of United Telephone Southeast LLC
d/b/a Embarq and Embarq Communications,
Inc.**

DOCKET NO. 08-00219

SURREBUTTAL TESTIMONY OF GUY E. MILLER, III

**ON BEHALF OF
CENTURYTEL SERVICE GROUP, LLC**

APRIL 14, 2009

1 **Q. PLEASE STATE YOUR NAME AND BUSINESS ADDRESS.**

2 A. My name is Guy E. Miller, III. My business address is 100 CenturyTel Drive,
3 Monroe, Louisiana 71203.

4
5 **Q. ON WHOSE BEHALF ARE YOU SUBMITTING SURREBUTTAL**
6 **TESTIMONY?**

7 A. I am submitting surrebuttal testimony on behalf of CenturyTel, Inc., referred to
8 herein as the CenturyTel.

9
10 **Q. BY WHOM ARE YOU EMPLOYED AND WHAT IS YOUR POSITION?**

11 A. I am currently employed by CenturyTel Service Group, LLC as Director, Carrier
12 Relations Policy. I have held this position since December 5, 2005.

13
14 **Q. WHAT ARE YOUR RESPONSIBILITIES AS DIRECTOR, CARRIER**
15 **RELATIONS POLICY?**

16 A. I am responsible for evaluating, developing, and implementing the policies and
17 positions that govern the interactions between representatives of CenturyTel's
18 regulated telephone subsidiaries and wholesale customers, including competitive
19 carriers. In addition, I am responsible for evaluating, developing, and
20 implementing the CenturyTel telephone subsidiaries' regulatory positions on
21 inter-carrier issues. For example, I have evaluated and recommended revisions to
22 proposed elements of inter-carrier compensation reform. I have also prepared
23 policy and process recommendations for mitigating phantom traffic and I served

1 as the rural LEC lead negotiator for negotiation of transiting issues with
2 BellSouth.

3

4 **Q. WHAT POSITION DID YOU HOLD BEFORE BECOMING DIRECTOR,**
5 **CARRIER RELATIONS POLICY?**

6 A. From September 10, 2002 to December 4, 2005, I was Director, Carrier Relations
7 for CenturyTel Service Group.

8

9 **Q. WHAT WERE YOUR RESPONSIBILITIES AS DIRECTOR, CARRIER**
10 **RELATIONS?**

11 A. I was responsible for overseeing all of the CenturyTel telephone subsidiaries'
12 activities under Sections 251 and 252 of the 1996 revisions to the
13 Communications Act of 1934, as amended (the "Act") (47 U.S.C. §§ 251 and
14 252), including ensuring compliance with those statutes. This also meant I was
15 responsible for oversight of all interconnection agreement negotiations and for all
16 operations performed under those agreements.

17

18 **Q. PLEASE DESCRIBE YOUR EXPERIENCE IN THE**
19 **TELECOMMUNICATIONS INDUSTRY BEFORE BECOMING**
20 **DIRECTOR, CARRIER RELATIONS.**

21 A. I have worked in the telecommunications industry in various capacities for over
22 30 years. I started my career at Southwestern Bell Telephone Company in 1978
23 and worked for Southwestern Bell and affiliated companies until 1995. Since that

1 date, I have worked for other telecommunications companies including the
2 competitive local exchange carriers, Intermedia Communications and MFS
3 Telecom, prior to joining CenturyTel.
4

5 **Q. HAVE YOU PREVIOUSLY TESTIFIED BEFORE ANY STATE**
6 **COMMISSION?**

7 A. Yes. I have testified on behalf of affiliate local exchange companies of
8 CenturyTel in arbitrations or cases before the Wisconsin Public Service
9 Commission, the Missouri Public Service Commission, the Texas Public Utility
10 Commission, the Arkansas Public Service Commission, the Michigan Public
11 Service Commission, the Oregon Public Utility Commission, the Colorado Public
12 Utilities Commission, and the Alabama Public Service Commission. I also
13 testified before the Texas Public Utility Commission and the FCC on behalf of
14 Southwestern Bell Telephone. Recently, I testified before the Pennsylvania
15 Public Utility Commission in connection with the CenturyTel-Embarq merger
16 application. Additionally, I have been involved in the preparation and delivery of
17 written testimony related to several FCC proposed rulemakings from 2003
18 through 2007.

1 **Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY?**

2 A. The purpose of my testimony is to explain the positions of CenturyTel and
3 Embarq regarding the proposed merger conditions and related assertions made in
4 the DeltaCom, Inc. (“DeltaCom’s”) rebuttal testimony filed in this matter with the
5 Tennessee Regulatory Authority (the “Authority”) on April 6, 2009.

6

7 **Q. HAVE YOU REVIEWED THE REBUTTAL TESTIMONY OF**
8 **DELTACOM WITNESS KIM SHARP?**

9 A. Yes.

10

11 **Q. DO YOU HAVE ANY INITIAL REACTION TO THE DELTACOM**
12 **TESTIMONY?**

13 A. DeltaCom’s subsidiary Business Telecom, Inc. (hereinafter referred to as
14 “DeltaCom”) has an existing interconnection agreement with Embarq. My belief
15 is that DeltaCom is attempting to use this proceeding to achieve the following
16 ends, neither of which is appropriate for this proceeding:

17 (1) With respect to the existing interconnection agreement, DeltaCom
18 seeks to obtain concessions from Embarq on issues that would otherwise be
19 resolved pursuant to the terms agreed to within the agreement. In essence,
20 DeltaCom hopes to circumvent the need to raise legitimate disputes, if any would
21 exist, and to follow the dispute resolution processes it agreed to in arms-length
22 negotiations and, instead, have conditions favorable to it unilaterally imposed
23 upon Embarq.

1 (2) With respect to interconnection agreements that will be negotiated (or
2 re-negotiated, in the case of an expiring agreement) at a later date, DeltaCom
3 appears to be seeking operational practices that should be obtained through arms-
4 length, good faith negotiations under Sections 251 and 252 of the Telecom Act.

5 This proceeding should not be used to circumvent negotiated agreement terms or
6 to bypass the good faith negotiations called for by Sections 251 and 252.
7

8 **Q. YOU STATED THIS IS NOT AN APPROPRIATE USE OF THIS**
9 **PROCEEDING. WHAT DO YOU UNDERSTAND TO BE THE PURPOSE**
10 **OF THIS PROCEEDING?**

11 A. The purpose of this proceeding is to determine the suitability, the financial
12 responsibility, and capability of the combined companies and the benefit to the
13 consuming public to be gained from the transfer. In discovery, DeltaCom was
14 asked whether it believed the combined companies will have the financial,
15 managerial, and technical capabilities to provide telephone service. DeltaCom
16 responded that: “At this time, the Respondent [DeltaCom] has not raised an issue
17 about the Applicants’ combined financial, managerial or technical ability to
18 provide telephone service in Tennessee.” DeltaCom deferred any further
19 response until it could review Embarq’s and CenturyTel’s discovery responses.
20 DeltaCom also promised to fully set forth its position with regard to the abilities
21 of the combined company per the transfer of control standard in its pre-filed
22 testimony.¹

¹ DeltaCom, Inc., D/B/A DeltaCom Business Solutions’ Responses to Embarq Corporation and CenturyTel, Inc.’s First Set of Discovery Requests, March 13, 2009, at Discovery Request Nos. 1, 3 and 5.

1 But even after reviewing the Embarq and CenturyTel discovery responses,
2 DeltaCom filed a supplemental response stating: "Respondent has no information
3 at this time upon which to dispute the assertion of the Applicants that the
4 Applicants' combined entity will have the financial, managerial or technical
5 ability to provide telephone service in Tennessee."² I also do not see where the
6 rebuttal testimony filed by DeltaCom addresses the question Embarq and
7 CenturyTel originally posed to DeltaCom, contrary to its response in discovery.
8

9 **Q. THROUGHOUT HER TESTIMONY, THE DELTACOM WITNESS**
10 **REFERS TO ALLEGED CENTURYTEL PERFORMANCE IN OTHER**
11 **STATES. ARE THESE ALLEGATIONS RELEVANT TO THIS**
12 **PROCEEDING?**

13 A. No. CenturyTel has no current operations with DeltaCom in Tennessee and per
14 their own testimony, only have an interconnection agreement with CenturyTel in
15 Alabama. All existing Embarq interconnection agreement terms will remain in
16 force post-merger, thereby ensuring that DeltaCom's interconnection with
17 Embarq will continue to be governed by the interconnection terms it has
18 previously negotiated. This renders most of DeltaCom's allegations irrelevant.
19 Nevertheless, I will address DeltaCom's allegations so that the Authority may
20 have an accurate understanding of CenturyTel's processes, and their ultimate
21 integration with Embarq's processes.

² DeltaCom, Inc. D/B/A DeltaCom Business Solutions' First Supplemental Responses to Discovery, March 23, 2008.

1 **Q. REGARDING DELTACOM’S SUGGESTION THAT THE AUTHORITY**
2 **SHOULD PLACE SEVERAL CONDITIONS ON ITS APPROVAL OF**
3 **THIS TRANSACTION, DO YOU BELIEVE SUCH ACTION IS**
4 **APPROPRIATE?**

5 A. No. CenturyTel and Embarq are not obligated to ensure that the integration of the
6 companies results in a reduction of a competitor’s legitimate costs of doing
7 business; the Applicants must only demonstrate that this transaction will result in
8 public interest benefit. I submit that the public interest benefit has already been
9 demonstrated in prior submissions to this Authority by Embarq and CenturyTel.
10 And although it is by no means specifically required, some of the public interest
11 benefits to be realized from this transaction will arise with respect to wholesale
12 and interconnection issues and thus satisfy DeltaCom’s concerns.

13

14 **Q. YOU MENTION THAT SOME OF THE PUBLIC INTEREST BENEFITS**
15 **TO BE REALIZED FROM THIS TRANSACTION WILL INVOLVE**
16 **WHOLESALE AND INTERCONNECTION ISSUES. COULD YOU**
17 **PROVIDE CLARIFICATION ON THIS POINT?**

18 A. Of course. As Embarq and CenturyTel have previously described, the combined
19 company that will result from this merger will not be just larger, but a financially
20 stronger, more efficient company. With respect to interconnection, for instance,
21 the greater combined volume of orders received will facilitate faster movement
22 toward automation of processes than would otherwise be economically possible.
23 Additionally, the combined company will be able to draw upon the best wholesale

1 and interconnection practices and capabilities of each former entity, thereby
2 providing greater quality of service to interconnecting carriers.

3

4 **Q. HOW DO THE PUBLIC INTEREST BENEFITS RELATE TO THE**
5 **CONDITIONS THAT DELTACOM PROPOSES THE AUTHORITY**
6 **PLACE BEFORE APPROVING THIS MERGER?**

7 A. In some cases, these public interest benefits will address the issues that the
8 DeltaCom witness identifies in her testimony. Having said that, I know of no
9 requirement that CenturyTel demonstrate that public interest benefits will
10 specifically flow to any one carrier nor to DeltaCom specifically. To that end, as
11 I stated earlier, it is not appropriate for DeltaCom to submit a “wish list” of
12 significant, unilateral benefits it hopes to realize at the expense of the combined
13 company. However, in point of fact, DeltaCom will be the recipient of some of
14 the benefits to be realized.

15

16 **Q. IN HER TESTIMONY, MS. SHARP STATES THAT DELTACOM IS**
17 **CONCERNED THAT CENTURYTEL’S “NEGATIVE” OR “OUTSIDE**
18 **THE NORM” PRACTICES WILL BE INTRODUCED IN TENNESSEE**
19 **AFTER THE TRANSACTION AND THAT EXISTING CAPABILITIES**
20 **WILL DETERIORATE OR BE ELIMINATED (SHARP REBUTTAL AT 2,**
21 **LINES 3-9). IS THERE ANY BASIS FOR THAT STATEMENT?**

22 A. No, there is not. First, I do not believe CenturyTel’s practices are negative or
23 outside the norm. I will address many of DeltaCom’s specific allegations in this

1 regard in this testimony. In any event, DeltaCom's concerns as to what will
2 happen in Tennessee are totally misplaced. As I have already noted, Embarq's
3 current interconnection agreement with DeltaCom will remain in place and will
4 not be altered by the transaction. As is mentioned in Clay Bailey's testimony,
5 CenturyTel and Embarq are involved in identifying "best practices" of each
6 company for adoption by the combined company after the transaction. This
7 includes adoption of best practices in the wholesale operations area. For instance,
8 it has already been determined that the Embarq ordering system (EASE) will be
9 utilized by the combined company going forward. The Embarq system was
10 selected because it was determined to be the "best practice" between the Embarq
11 and CenturyTel systems in this area. This same best practice approach will be
12 applied to the entire wholesale customer experience that impacts CLECs and
13 others.³

14
15 **Q. DELTACOM WANTS THE COMBINED COMPANY TO RETAIN THE**
16 **BEST PRACTICES, NOT THE MOST EFFICIENT ONES (SHARP**
17 **REBUTTAL AT 1, LINES 25-27). WHAT IS YOUR OPINION OF MS.**
18 **SHARP'S REQUEST?**

19 **A.** The identification of best practices is most appropriately made by the combined
20 company based upon sound business and quality of service principles.
21 CenturyTel and Embarq are involved in identifying best practices of each
22 company for adoption by the combined company after the transaction. This
23 includes adoption of best practices and systems in the wholesale operations area.

³ Direct Testimony of G. Clay Bailey on Behalf of CenturyTel, Inc., March 27, 2009 at pages 7-8.

1 This best practice approach will be applied to the entire wholesale customer
2 experience that impacts CLECs and others. There is no incentive for the
3 combined company to not use the most effective systems, methods and
4 procedures to benefit its entire customer base, as such will provide the most
5 benefit to the company as well. Interconnectors such as DeltaCom will benefit as
6 the best systems and processes of both companies are adopted.

7
8 **Q. IN HER TESTIMONY, MS. SHARP ASSERTS SOME KIND OF “NORM”**
9 **EXISTS FOR ILEC PRACTICES AND ONLY THOSE BENEFICIAL TO**
10 **DELTACOM SHOULD BE THE “STANDARD” REQUIRED BY THE**
11 **AUTHORITY (SHARP REBUTTAL AT 2, LINES 1-6). SHOULD THE**
12 **AUTHORITY MAKE AN ASSESSMENT AND JUDGMENT OF WHAT**
13 **PRACTICES CONSTITUTE A NORM AND THEN SET STANDARDS**
14 **ACCORDINGLY?**

15 A. No. First, DeltaCom does not attempt to define what constitutes a norm or a
16 standard for ILEC practices, presumably because no such global “practice norm”
17 documentation exists. Next, the term “practices” covers a lot of ground. There
18 are admittedly some specific practices that truly are based upon industry
19 standards; such as those pertaining to required order submission formats and
20 carrier billing record formats; and CenturyTel and Embarq already adhere to these
21 standards. There is no need to impose conditions requiring adherence to those
22 specific standards that are already in use. Finally, regarding practices for which
23 no industry norm or standard exists, and setting regulations specific only to

1 RBOCs aside, e.g., Section 271 relief, it would be inappropriate for the Authority
2 to set any expectations for application only to one ILEC in the State. Should the
3 Authority believe any specific issue should be addressed by standardized ILEC
4 practices, the appropriate procedure would be to establish a proceeding that
5 encompasses all ILECs, not just the Applicants, and permit all affected parties the
6 opportunity to weigh in on the proposed standards.

7
8 **Q. AT PAGE 3, LINES 26-29 OF MS. SHARP’S REBUTTAL, DELTACOM**
9 **EXPRESSES A CONCERN THAT THE EXISTING AUTOMATED**
10 **EMBARQ ORDERING AND PROVISIONING SYSTEMS WILL**
11 **“DETERIORATE” AFTER THE MERGER. IS THIS A VALID**
12 **ASSUMPTION?**

13 **A.** No. As I have previously testified, the combined company has incentive to use
14 the most effective systems, methods and procedures as such will provide the most
15 benefit to the company, as well as its customers.

16
17 **Q. MS. SHARP ALSO ASSERTS THAT IF SEPARATE LEGAL ENTITIES**
18 **ARE RETAINED BY THE COMBINED COMPANIES, THIS OUTCOME**
19 **COULD DENY DELTACOM THE BENEFIT OF ANY EFFICIENCIES**
20 **GAINED BY THE MERGER (SHARP REBUTTAL AT 4, LINES 11-14). IS**
21 **THIS POSSIBLE?**

1 A. No. As I have already stated, the combined company — and therefore all its
2 ILEC affiliates — will migrate to the same systems, processes and practices.⁴
3 Whether the company does so as one entity in Tennessee or several is immaterial.
4

5 **Q. DELTACOM CLAIMS THAT EMBARQ PROVIDES HANDBOOKS AND**
6 **JOB AIDS TO ASSIST CLECS AND CENTURYTEL DOES NOT (SHARP**
7 **REBUTTAL AT 5, LINES 5-9). IS THIS A TRUE STATEMENT?**

8 A. No. DeltaCom fails to acknowledge the wealth of information that CenturyTel
9 provides to CLECs via its external website.⁵ Since DeltaCom, like all CLECs, is
10 regularly notified of updates to this website, DeltaCom is affirmatively made
11 aware of the content and services available via this aid that CenturyTel provides
12 for CLEC use. Among numerous other items, the documentation provided on the
13 website does encompass specifics on the ASR and LSR ordering processes that
14 Ms. Sharp incorrectly alleges are not made available by CenturyTel. [See Exhibit
15 A attached.]
16

17 **Q. IN ITS TESTIMONY, DELTACOM QUESTIONS THE ACCURACY OF**
18 **CENTURYTEL'S CSR DATA (SHARP REBUTTAL AT 5, LINES 13-16).**
19 **DOES CENTURYTEL HAVE ANY PROBLEMS WITH THE ACCURACY**
20 **OF ITS CUSTOMER INFORMATION?**

⁴ Today, the separate CenturyTel ILEC affiliates contract with a centralized service affiliate for specific functions; including those functions supporting CenturyTel's competitive customers. I know of no reason why this will not continue after the transaction.

⁵ See CenturyTel Wholesale Interconnection Services website, at <http://business.centurytel.com/business/Wholesale/InterconnectionServices/>.

1 A. Numerous competitors use CenturyTel's CSR data on a daily basis, particularly
2 for the preparation of porting orders, and I have not heard any CLEC make such a
3 claim prior to reading Ms. Sharp's testimony. Because of my position, I would be
4 aware if those competitors experienced accuracy problems with the data. Also,
5 given that CenturyTel itself must rely upon the customer information stored in its
6 systems, it would be beneficial to CenturyTel to identify and correct any accuracy
7 problem if one existed.

8

9 **Q. DELTACOM ALSO WANTS TO FIND FAULT WITH CENTURYTEL'S**
10 **INTERVAL FOR DS-1s AND EELS (SHARP REBUTTAL AT 5, LINES 27-**
11 **28). CAN YOU ADDRESS THIS ISSUE?**

12 A. Yes. The industry norm DS-1 interval is 15 business days. DeltaCom is
13 incorrect, however, in asserting that 15 business days is the interval used by
14 CenturyTel for DS-1s and EELs. Through continuing efforts to improve its
15 processes, CenturyTel's actual interval for these services is 9 business days and
16 has been such for about a year. DeltaCom fails to acknowledge this improvement
17 in its rebuttal testimony.

18

19 **Q. ON PAGE 6, LINES 4-5 OF ITS REBUTTAL, DELTACOM ASSERTS**
20 **THAT CENTURYTEL DOES NOT SEND CLEC LISTINGS TO THE**
21 **DIRECTORY ASSISTANCE ("DA") DATABASE. DELTACOM ALSO**
22 **SAYS THIS IS A FAILURE OF CENTURYTEL TO TREAT**

1 **COMPETITORS WITH PARITY (SHARP REBUTTAL AT 6, LINE 7-8).**
2 **CAN YOU COMMENT ON THESE ASSERTIONS?**

3 A. Yes. CenturyTel is neither a directory book publisher nor a directory assistance
4 provider. These two functions are contracted out to two separate third party
5 companies. Because two separate vendors are involved, there are two separate
6 processes required of CenturyTel itself; one for directory book listings and one for
7 directory assistance database population.

8 As a matter of standard industry practice, all local exchange carriers must
9 arrange for the provision of DA services for their own customers. If a local
10 competitor's DA provider places the competitor's listings in the national database,
11 as most providers do, then the listings are available to CenturyTel's customers via
12 CenturyTel's DA provider.⁶ If DeltaCom has this arrangement, there is no issue.

13 DeltaCom has not contracted with CenturyTel for the placement of its
14 listings in the directory book. If DeltaCom, or any competitor, for whatever
15 reason, wants CenturyTel to act as a conduit to also place listings into the DA
16 database, then CenturyTel has DA contractual terms available to CLECs that
17 permit such a listing to be included. The CLEC must only ask for this service and
18 execute the agreement terms.

19 Going forward, the combined company will evaluate the benefits and
20 economics of the DA practices of each entity and strive to implement the best
21 solution within the requirements of applicable law and its contractual obligations
22 that meets the needs of both the combined company and its carrier customers.

⁶ CenturyTel's DA provider automatically dials the national database on each call if needed and is moving to sole use of the national database for all listing retrieval.

1 Contrary to DeltaCom's assertion, CenturyTel treats its competitors at parity with
2 how it treats itself and other carriers.

3
4 **Q. MS. SHARP CLAIMS CENTURYTEL'S DIRECTORY LISTINGS**
5 **PROCESS IS ERROR PRONE (SHARP REBUTTAL AT 6, LINES 16-17).**
6 **IS THIS AN ACCURATE ASSERTION?**

7 A. No. Like Embarq, CenturyTel does not publish directories in-house but uses a
8 third party publisher. The process each company uses is primarily dictated by the
9 publisher, so it is not accurate to refer to a "CenturyTel's process" as if
10 CenturyTel alone establishes what that process encompasses.

11 Regarding directory listings, DeltaCom has two options: 1) it may submit
12 separate orders for each listing and use the once-a-year galley review process; or
13 2) it may submit a once-a-year flat file of all listings and thereby eliminate
14 CenturyTel's involvement in the process. In Alabama (the only state where
15 DeltaCom has an interconnection agreement with CenturyTel), DeltaCom has
16 chosen to use the per listing order and galley process.

17 Although DeltaCom makes incorrect assertions about the process,⁷ my
18 experience is most CLECs like the galley process. CenturyTel notes, however,
19 that DeltaCom does not regularly and timely return any corrections on the galley.
20 It appears therefore that DeltaCom does not use the galley process as the review

⁷ For example, contrary to DeltaCom's assertion, CenturyTel does provide complete listings and details regarding listings options. CenturyTel also has an upgrade in progress to provide listings closer in format to that specified by DeltaCom, making DeltaCom's assertions about CenturyTel's process moot in the near future.

1 and correction tool that it is intended to be. By failing to use its chosen galley
2 review process correctly, DeltaCom is responsible for any resultant errors.

3 Regarding the second option described above, many CLECs choose this
4 option since the CLECs incur no cost for the listings and because it eliminates the
5 potential risk of human error by removing CenturyTel's direct involvement in the
6 listing insertion.

7
8 **Q. COULD DELTACOM ELIMINATE ERRORS BY MOVING TO THE**
9 **ONCE A YEAR FLAT FILE SUBMISSION PROCESS INSTEAD?**

10 A. No. Given that DeltaCom employees would still be typing in the listings,
11 DeltaCom could not eliminate all human error. By moving to this alternative
12 process, however, DeltaCom would eliminate any human error associated with
13 CenturyTel's involvement in the process. If DeltaCom is really concerned about
14 directory errors, it should either use the one-time file process and implement
15 internal quality controls or properly use the galley process for review and error
16 checking as it is intended.

17
18 **Q. DO EITHER DIRECTORY PROCESSES HAVE ANY BEARING ON**
19 **DELTACOM'S LISTINGS IN TENNESSEE?**

20 A. No. With respect to the post-merger directory listings process, it is safe to say that
21 nothing will — or can — change immediately due to existing publisher contract
22 terms and also the time it would take to centralize the systems used for the
23 process. Longer term, the directory process will be whatever is the "best

1 practice” model within the requirements of applicable law and contractual
2 arrangements for the combined company and its competitive customers.

3

4 **Q. DELTACOM ASSERTS THERE IS AN INEFFICIENCY IN THE**
5 **PARTIES UNE PROCESSES BECAUSE THE EXISTING LOOPS ARE**
6 **NOT REUSED WHEN CONVERTING FROM SPECIAL ACCESS TO**
7 **UNES OR WHEN CONVERTING A CUSTOMER FROM THE ILEC TO**
8 **DELTACOM. IS THERE ANY BASIS FOR THIS ASSERTION?**

9 A. No. DeltaCom has the ability to request “reuse” when placing such orders. Reuse
10 is not automatic when converting from special access to UNES because two
11 separate order processes are required - an ASR (access services) and an LSR
12 (local exchange services). These two different types of industry standard orders
13 are processed by two separate provisioning groups – access and local exchange.
14 Similarly, when converting a customer, a disconnect order is issued for the service
15 and a separate order is issued to establish a UNE loop. If DeltaCom wants the
16 loop to be “reused,” it should request such and cross-reference the two required
17 orders. DeltaCom’s failure to avail itself of this process does not signify a
18 deficiency on CenturyTel’s part.

19

20 **Q. FINALLY, DELTACOM WANTS FIXED DEADLINES ON THE**
21 **IMPLEMENTATION OF PRACTICES AND ASSOCIATED**
22 **COMPLIANCE REPORTING AND MONITORING (SHARP REBUTTAL**
23 **AT 7, LINES 12-14). IS THIS A REASONABLE REQUEST?**

1 A. No. It is inappropriate to impose specific time frames to complete the
2 consolidation of the operations. The combined company has every incentive to
3 move as quickly as possible to consolidate systems and to reap the benefits and
4 efficiencies of consolidation for the company and its entire customer base.
5 Imposing time frames to achieve consolidation is not in the public interest. To
6 meet one imposed demand, other consolidation efforts might have to be tabled
7 due to finite resources. Those other consolidation efforts may be efforts that have
8 a greater consumer benefit. The company must be allowed the time to make
9 progressive replacement of systems and processes on the basis of customer
10 impacting priority. Further, rushing an important activity such as OSS
11 consolidation only serves to create greater potential for programming and
12 production error. CenturyTel and Embarq do not wish for any errors to be made
13 in directory or, most especially, 911 systems and the company believes the
14 Authority would agree with such a priority. Given the internal incentive the
15 combined company has to not delay this effort, it is in the public interest to allow
16 the combined company the time it needs to ensure proper and tested consolidation
17 prior to the use of the chosen systems for customer-affecting transactions.

18
19 **Q. DO YOU HAVE ANY FINAL COMMENTS TO SHARE WITH THE**
20 **AUTHORITY?**

21 A. Yes. All aspects of the existing interconnection relationship between DeltaCom
22 and Embarq are carefully governed by federal law and regulation, and by
23 interconnection agreements that were negotiated at arms-length, and in good faith.

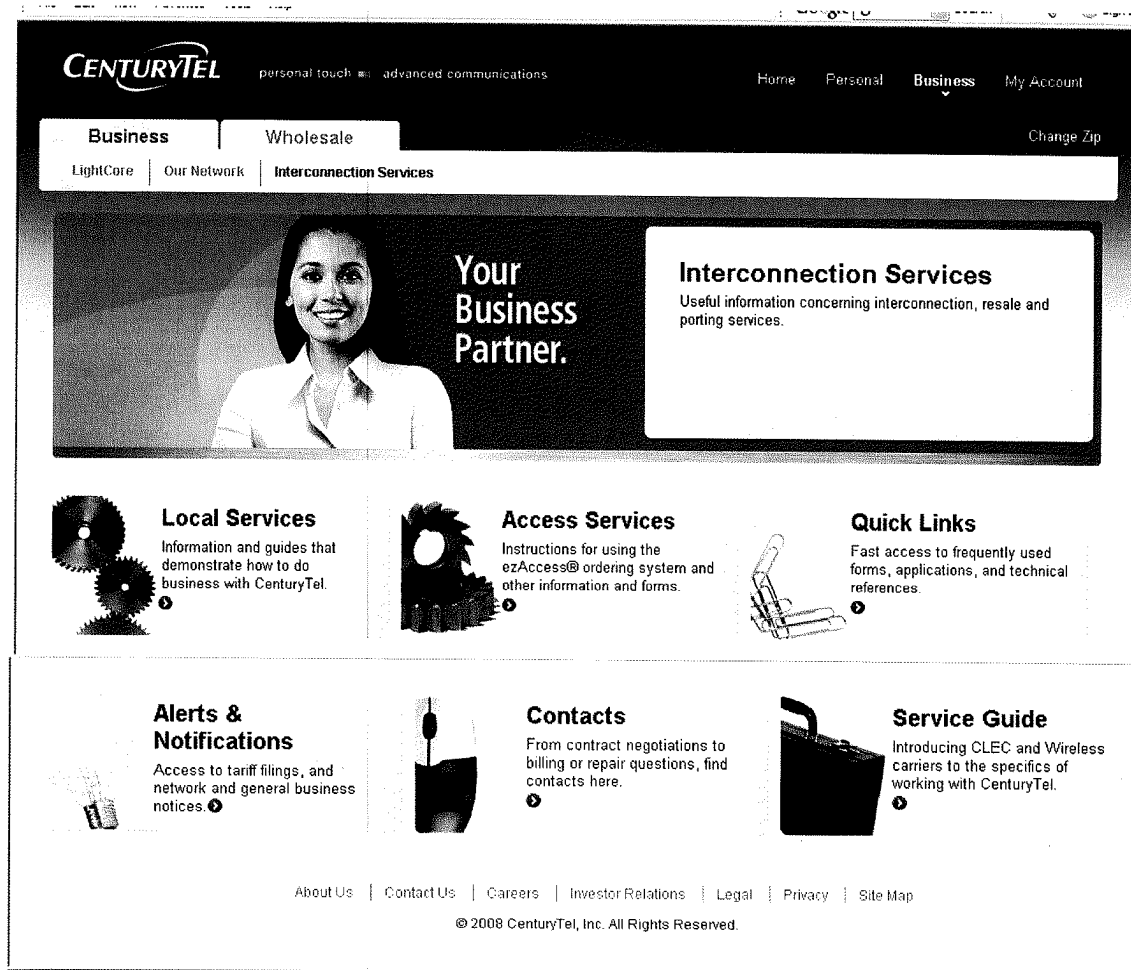
1 The ongoing rights of DeltaCom are likewise protected by Sections 251 and 252
2 of the Telecom Act. To date, the merger has been approved in eight other states,
3 none of which have imposed merger conditions on wholesale services. I
4 respectfully submit that the Authority should not impose conditions in this case.

5

6 **Q. DOES THIS CONCLUDE YOUR TESTIMONY?**

7 **A. Yes.**

EXHIBIT A
Screen shots From the CenturyTel Wholesale Website



The screenshot displays the CenturyTel Wholesale website interface. At the top, the CenturyTel logo is on the left, followed by the tagline "personal touch advanced communications". Navigation links for "Home", "Personal", "Business", and "My Account" are on the right. Below the logo, a "Business" tab is active, with sub-tabs for "LightCore", "Our Network", and "Interconnection Services". A "Change Zip" link is also present. The main banner features a woman's portrait and the text "Your Business Partner." To the right, a box titled "Interconnection Services" provides information on interconnection, resale, and porting. Below the banner, six service categories are listed with icons: "Local Services" (gears), "Access Services" (circuit board), "Quick Links" (ladder), "Alerts & Notifications" (megaphone), "Contacts" (phone), and "Service Guide" (briefcase). The footer contains a horizontal menu with links: "About Us", "Contact Us", "Careers", "Investor Relations", "Legal", "Privacy", and "Site Map". Below this menu is the copyright notice: "© 2008 CenturyTel, Inc. All Rights Reserved."

CENTURYTEL personal touch advanced communications Home Personal **Business** My Account

Business Wholesale Change Zip

LightCore Our Network **Interconnection Services**

Your Business Partner.

Interconnection Services
Useful information concerning interconnection, resale and porting services.

Local Services
Information and guides that demonstrate how to do business with CenturyTel.

Access Services
Instructions for using the ezAccess® ordering system and other information and forms.

Quick Links
Fast access to frequently used forms, applications, and technical references.

Alerts & Notifications
Access to tariff filings, and network and general business notices.

Contacts
From contract negotiations to billing or repair questions, find contacts here.

Service Guide
Introducing CLEC and Wireless carriers to the specifics of working with CenturyTel.

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[Home](#) | [Personal](#) | **[Business](#)** | [My Account](#)

Business

Wholesale

[Change Zip](#)

[LightCore](#)

[Our Network](#)

[Interconnection Services](#)

▶ [Local Services](#)

▶ [Access Services](#)

▶ **[Quick Links](#)**

[Other Services](#)

[Pre-Ordering Documents](#)

[Other Forms](#)

[Filing Dispute Claims](#)

[Guides](#)

[Applications](#)

[Processes](#)

[Technical References](#)

[Trouble Reporting](#)

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[Other Services](#)

[Pre-Ordering Documents](#)

[Other Forms](#)

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[Guides](#)

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[Processes](#)

[Technical References](#)

[Trouble Reporting](#)

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Local Intranet



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[Home](#) [Personal](#) [Business](#) [My Account](#)

Business

Wholesale

[Change Zip](#)

[LightCore](#)

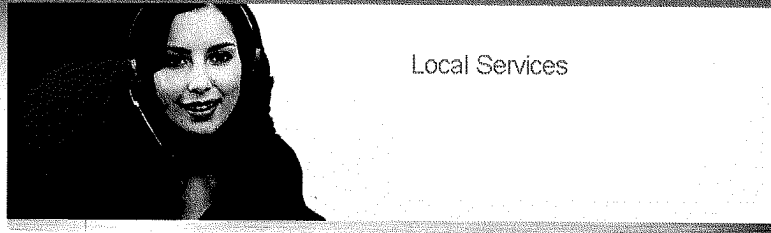
[Our Network](#)

[Interconnection Services](#)

► **Local Services**

- [Access Services](#)
- [Quick Links](#)
- [Alerts & Notifications](#)
- [Contacts](#)
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Local Services

[How to Get Started](#)

[The Negotiation Process](#)

[CenturyTel Service Guide \(pdf\)](#)

[Pre-Ordering/Ordering](#)

[Filing Dispute Claims](#)


[Technical References](#)


[Glossary](#)

[How to Read Your CLEC Wholesale Bill \(pdf\)](#)

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Home

Personal

Business

My Account

Business

Wholesale

LightCore

Our Network

Interconnection Services

Change Zip

Local Services

Access Services

Quick Links


Alerts & Notifications

Contacts

Service Guide

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Access Services

Using ezAccess® - How To Get Started

User Access Form (pdf)

ezAccess® Application

ezAccess® User Guide (pdf)

ASR Forms

ICSC Code List (pdf)

Ordering Contacts

Escalation Contacts

Filing Dispute Claims

About Us

Contact Us

Careers

Investor Relations

Legal

Privacy

Site Map

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Business

Wholesale

Change Zip

LightCore

Our Network

Interconnection Services

Local Services

Access Services

Quick Links

Alerts & Notifications

Tariffs

Network Notifications

General Notifications

Contacts

Service Guide

General Notifications

Document Number	Date	Title
GN042009	03/10/2009	Directory Business Office Close Schedule
GN032009	02/17/2009	Directory Business Office Close Schedule
GN022009	02/04/2009	Escalation Repair Contacts Change
GN012009	01/07/2009	Directory Business Office Close Schedule
GN292008	12/09/2008	Directory Business Office Close Schedule
GN282008	11/26/2008	Suspension Of PID As Required Field For Number Porting
GN272008	11/13/2008	Service Order Charges for Suspend-Restore Orders
GN262008	11/05/2008	New Mexico EAS Implementation
GN252008	11/04/2008	Directory-Business Office Close Schedule
GN242008	10/21/2008	Request for Annual Update of Information
GN212008	10/17/2008	Access Services Contacts
GN202008	10/10/2008	Carrier Relations Escalation Repair Contacts
GN192008	10/08/2008	Service Guide Update
GN182008	10/08/2008	Web Site and Service Guide Link Notice
GN172008	10/06/2008	CenturyTel JCSC Code List
GN162008	10/06/2008	Access Services Contacts
GN152008	10/03/2008	Directory Business Office Close Schedule
GN142008	9/16/2008	Directory Business Office Close Schedule
GN132008	8/12/2008	Directory Business Office Close Schedule
GN122008	7/31/2008	4 Field Requirement for Number Port
GN112008	07/10/2008	Directory Business Office Close Schedule
GN0102008	06/17/2008	Directory Business Office Close Schedule
GN092008	05/15/2008	Access Services Contacts
GN082008	05/12/2008	<u>Directory Business Office Close Dates</u>
GN072008	04/25/2008	ezAccess® ASR Order Entry System
GN062008	04/16/2008	Directory Business Office Close Dates
GN052008	03/05/2008	Directory Business Office Close Dates
GN042008	02/08/2008	Carrier Relations and Escalation Repair Contacts
GN032008	02/08/2008	Web Site and Service Guide Link
GN022008	01/31/2008	CenturyTel Service Guide Update
GN012008	01/10/2008	Directory-Business Office Close Schedule
GN222007	12/04/2007	Directory-Business Office Close Schedule
GN212007	11/05/2007	Directory-Business Office Close Schedule
GN202007	11/01/2007	New Mexico Advice Notice 07 001
GN192007	11/01/2007	Access Services Contacts
GN182007	10/15/2007	Service Guide Update
GN172007	10/08/2007	Directory-Business Office Close Schedule
GN162007	09/10/2007	Directory-Business Office Close Schedule
GN152007	08/07/2007	Directory-Business Office Close Schedule
GN142007	07/12/2007	Directory-Business Office Close Schedule
GN132007	07/09/2007	Service Guide Update
GN122007	06/19/2007	Directory-Business Office Close Schedule
GN112007	05/29/2007	Switch Maintenance
GN102007	05/21/2007	Directory-Business Office Close Schedule

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SERVICE GUIDE TABLE OF CONTENTS

I.	PROPRIETARY NOTICE	1
II.	DISCLAIMER	1
III.	PURPOSE	1
IV.	GUIDE	2
V.	OVERVIEW OF CENTURYTEL'S INTRODUCTORY PROCESS	3
VI.	ACTIVATION REQUIREMENTS FOR RESALE & FACILITY-BASED CARRIERS	4
VII.	OVERALL INTRODUCTORY PROCESS FLOW	5
	▪ Establish Business Relationship	
	▪ Introductory Meeting	
	▪ Profile	
	▪ Forecasts	
	▪ Deposits	
	▪ USF Certification	
	▪ Tax Exemption	
	▪ Letter of Authorization (LOA)	
	▪ Blanket Letter of Authorization	
VIII.	CENTURYTEL'S & CARRIER'S ROLES & RESPONSIBILITIES	10
IX.	CENTURYTEL RESOURCES & CONTACT INFORMATION	12
	▪ Resources	
	▪ Contact Information	
	▪ Escalation Contact Information	
	▪ Days of Operation	
	▪ CenturyTel Operating Companies	
	▪ Operating Company Number (OCN)	
	▪ Customer Carrier Name Abbreviation (CCNA)	
X.	LOCAL INTERCONNECTION SERVICES FOR FACILITY-BASED CARRIERS	18
	▪ Collocation Process	
	▪ Bona Fide Request (BFR) Process for Requesting Additional Services	
XI.	ELECTRONIC INTERFACES AND GATEWAYS	19
	▪ Pre-Ordering	
	▪ Local Service Requests	

XII. BUSINESS PROCESS OVERVIEWS	21
A. PRE-ORDERING GUIDELINES/FORMS	21
▪ Pre-Ordering Process	
▪ Requesting Customer Service Records	
▪ Profile	
▪ Forecast	
▪ Deposits	
▪ USF Certification	
▪ Tax Exemption	
▪ Letter Of Authorization (LOA)	
▪ Blanket Letter Of Authorization	
B. SERVICE ORDERING GUIDELINES	26
▪ LSR Ordering Guidelines	
▪ LSR Ordering Process	
▪ Firm Order Confirmation (FOC)	
▪ Due Date Intervals	
▪ Due Date Modifications	
▪ Coordinated Hot Cuts	
▪ Expedited Order Charges	
▪ Individual Case Basis (ICB)	
▪ Primary Inter-Exchange Carrier (PIC) Assignments	
▪ Master Street Address Guide (MSAG)	
▪ Directory Listings	
▪ DSR Process	
▪ Annual one-time file	
▪ Master Street Address Guide (MSAG)	
▪ Directory Listings	
▪ DSR Process	
▪ Annual one-time file	
▪ Special Access	
▪ Access Service Request - Disconnects	
▪ Provisioning Process	
▪ Local Number Portability (LNP) Ordering Process	
▪ Number Portability Using the Ten-Digit Trigger Method	
▪ Service Order Charges	
▪ Network Interface Device (NID) Procedures	
▪ Unbundled Network Element (UNE)	
XIII. BILLING AND PAYMENT INFORMATION	37
▪ Billing Process	
▪ Billing Formats	
▪ Billing Disputes	
▪ Billing Dispute Guidelines	
▪ Billing Dispute Appeal Guidelines	
▪ Customer Payment Services	
▪ Temporary Suspend and Restores	
CenturyTel Service Guide	Revised 7/31/08



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XIV. E-911	44
▪ E911 Data Exchange	
▪ System Access & Security	
▪ Error Resolution	
▪ MSAG	
▪ NPA Splits	
▪ Record Charges	
XV. DIRECTORY	46
XVI. REPAIR/TROUBLE REPORTING	49
▪ Repair Contact Information	
▪ Trouble Ticket Required Information	
XVII. SAFETY	51
XVIII. DISASTER RECOVERY	51

**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 LLC
d/b/a Embarq, Embarq
Communications, Inc. and Embarq
Payphone Services, Inc.**

Docket No. 08-00219

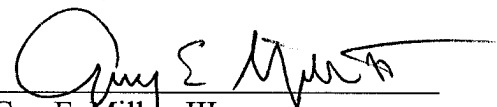
TENNESSEE REGULATORY AUTHORITY

STATE OF LOUISIANA

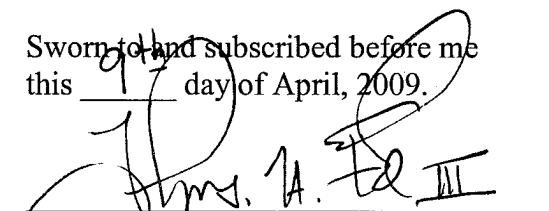
PARISH OF OUACHITA

BEFORE ME, the undersigned authority, duly commissioned and qualified in and for the State and County aforesaid, personally came and appeared GUY E. MILLER, III, being by me first duly sworn deposed and said that:

He is appearing as a witness on behalf of CenturyTel Service Group, LLC before the Tennessee Regulatory Authority, and if present before the Authority and duly sworn, his testimony would set forth in the annexed transcript consisting of 29 pages.


Guy E. Miller, III

Sworn to and subscribed before me
this 9th day of April, 2009.


Notary Public

My commission expires: perpetual

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

In re:

**Joint Application of Embarq Corporation and
CenturyTel, Inc. for Approval of Transfer of
Control of United Telephone Southeast LLC
d/b/a Embarq and Embarq Communications,
Inc.**

DOCKET NO. 08-00219

SURREBUTTAL TESTIMONY OF MICHAEL R. HUNSUCKER

**ON BEHALF OF
EMBARQ CORPORATION**

APRIL 14, 2009

1 **Q. PLEASE STATE YOUR NAME AND BUSINESS ADDRESS.**

2 A. My name is Michael R. Hunsucker. My business address is 9300 Metcalf
3 Avenue, Overland Park, Kansas 66212.

4

5 **Q. BY WHOM ARE YOU EMPLOYED AND WHAT IS YOUR POSITION?**

6 A. I am currently employed by Embarq Management Company as Director-CLEC
7 Management. I have held this position since April 2008.

8

9 **Q. ON WHOSE BEHALF ARE YOU SUBMITTING SURREBUTTAL**
10 **TESTIMONY?**

11 A I am submitting surrebuttal testimony on behalf of Embarq Corporation and its
12 subsidiaries United Telephone Southeast LLC d/b/a Embarq, Embarq
13 Communications, Inc., and Embarq Payphone Services, Inc. ("Embarq").

14

15 **Q WHAT IS THE PURPOSE OF YOUR SURREBUTTAL TESTIMONY?**

16 A. The purpose of my surrebuttal testimony is to (i) respond to the rebuttal testimony
17 filed by Kim Sharp of behalf of DeltaCom, Inc., on April 6, 2009, and (ii) support
18 the joint application for the transfer of control filed in this docket by Embarq and
19 CenturyTel, Inc. ("CenturyTel").

20

21 **Q. HAVE YOU PREVIOUSLY TESTIFIED BEFORE ANY STATE**
22 **COMMISSIONS?**

1 A. Yes. I have testified before regulatory agencies in Florida, North Carolina, South
2 Carolina, Tennessee, Pennsylvania, Ohio, Illinois, Maryland, Nebraska, Georgia,
3 Texas and Nevada.

4
5 **Q. WHAT ARE YOUR RESPONSIBILITIES AS DIRECTOR-CLEC**
6 **MANAGEMENT?**

7 A. I manage interconnection agreement negotiations, implementation and dispute
8 resolution. I also manage long distance cost of revenue, revenue assurance,
9 reciprocal compensation expense, carrier settlements and CLEC account
10 management and sales.

11
12 **Q. WHAT POSITIONS DID YOU HOLD BEFORE BECOMING DIRECTOR-**
13 **CLEC MANAGEMENT?**

14 A. I was Embarq's State Executive for Texas from 2002 and Tennessee from 2007
15 until I accepted my current position. As State Executive, I managed Embarq's
16 relationship with public utility commissions and state legislatures. I also managed
17 Embarq's public affairs activities in the two states. Prior to being named to that
18 position, I was Director-Policy for Sprint Corporation from 1992 until 2002. As
19 Director-Policy, I developed regulatory and legislative policy for the corporation.
20 Prior to being named Director-Policy, I held a variety of management positions
21 with Sprint and its predecessor companies, primarily dealing with regulatory
22 matters. I began my telecommunications career in 1979.

1 **Q. PLEASE DESCRIBE THE EMBARQ WHOLESALE MARKET**
2 **ORGANIZATION AS IT EXISTS TODAY.**

3 A. Embarq Wholesale Markets ("EWM") is a separate business unit within Embarq
4 today that is led by Bill Cheek, President-EWM. EWM develops, services and
5 sells network service to interexchange carriers, competitive local exchange
6 carriers, wireless providers, pay telephone providers, and incumbent local
7 exchange carriers throughout Embarq's 18 state operating territory. Embarq
8 recognizes the value of our wholesale customers to our business operations and
9 created the current structure to ensure the best experience possible for our
10 customers. As an indication of Embarq's commitment, in October 2008
11 ATLANTIC-ACM presented EWM with three "best-in-class" awards for
12 customer service, sales representatives, and (for a second year in a row)
13 provisioning. In the press release issued on October 6, 2008, ATLANTIC-ACM
14 stated that:

15 'We offer our sincere congratulations to EMBARQ,' said Fedor Smith,
16 vice president, ATLANTIC-ACM. 'The company again distinguished
17 itself in the Provisioning category with an especially strong showing.
18 Efficient, timely provisioning has a major impact on customer satisfaction,
19 as do sales representatives. Combined, they doubtless helped lead to the
20 customer service win as well.'
21

22 **Q. WILL THE CURRENT EMBARQ WHOLESALE ORGANIZATION**
23 **REMAIN IN PLACE AFTER THE TRANSFER OF CONTROL**
24 **BECOMES EFFECTIVE?**

25 A. Yes. Bill Cheek has been named as President of the new Wholesale Markets
26 reporting to the Chief Executive Officer of the combined company. In addition,

1 all of his current direct reports at Embarq will continue in their current roles in the
2 combined company.

3

4 **Q. WHAT IMPACT, IF ANY, WILL THE NEW ORGANIZATION HAVE ON**
5 **THE SERVICE PROVIDED TO COMPETITIVE CARRIERS IN**
6 **TENNESSEE.**

7 A. None. In fact, in a recent *Ex Parte* presentation to the Federal Communications
8 Commission (“FCC”), Century Tel and Embarq made the following statement
9 regarding operation support systems (“OSS”) and service quality:

10 In any event, completion of this merger will enable CenturyTel to
11 automate these systems and substantially upgrade their performance. The
12 combined company will have the scale to justify the significant costs of
13 upgrading the manual processes, and CenturyTel will be able to use
14 Embarq’s award-winning OSS to do so. In addition, Embarq’s current
15 wholesale management team will take over management of the combined
16 entity’s wholesale operations. CenturyTel has committed to integrate such
17 systems for the combined entity within fifteen months of closing. Thus, in
18 addition to maintaining the service quality levels provided by the Embarq
19 companies at those companies, the service quality of CenturyTel company
20 processes will be upgraded in the interim.¹

21

22 **Q. PLEASE EXPLAIN EMBARQ’S CURRENT BUSINESS RELATIONSHIP**
23 **WITH DELTACOM, INC. IN TENNESSEE.**

24 A. As Ms. Sharp explains in her rebuttal testimony, a DeltaCom, Inc. affiliate,
25 Business Telecom, Inc., (“DeltaCom”) has a Section 251/252 interconnection
26 agreement with United Telephone Southeast LLC in Tennessee. DeltaCom

¹ *Transfer of Control of Embarq Corp. to CenturyTel, Inc.*, WC Docket No. 08-238, April 10, 2009, at page 10.

1 voluntarily opted into this Section 251/252 agreement, which had been negotiated
2 voluntarily by Embarq and another competitive local exchange carrier.

3
4 **Q. REGARDING THE SPECIFIC ISSUES RAISED BY MS. SHARP IN HER**
5 **REBUTTAL TESTIMONY, HAS DELTACOM RAISED ANY**
6 **COMPLAINTS, EITHER FORMALLY OR INFORMALLY?**

7 A. To the best of my knowledge, no DeltaCom, Inc. entity has lodged even an
8 informal complaint with Embarq concerning the issues Ms. Sharp raises.
9 DeltaCom certainly hasn't sought to renegotiate any provision of its
10 interconnection agreement or filed a petition with any regulatory agency seeking
11 clarification of any provision in the agreement or arbitration of a dispute arising
12 from the agreement. In short, I am aware of nothing regarding the current
13 interconnection agreement which the Authority needs to address.

14
15 **Q. ON PAGE 6, LINES 20-22, MS. SHARP STATES THAT "DELTACOM**
16 **UNDERSTANDS THAT EMBARQ IS SCHEDULED TO CHANGE THE**
17 **[DIRECTORY LISTING] INTERFACE IN THE NEAR FUTURE AND IS**
18 **UNSURE WHAT CAPABILITIES WILL BE AVAILABLE IN THE**
19 **FUTURE." CAN YOU ADDRESS THIS COMMENT?**

20 A. As CenturyTel witness Guy E. Miller explains in his surrebuttal testimony, when
21 and if the combined company transitions to a new directory listing interface, the
22 combined company will adopt a system that serves the best interests of all its
23 customers. Ms. Sharp's concern about the directory listing process and accuracy

1 suffering is misplaced. As previously stated, Embarq and CenturyTel have
2 committed in writing to the FCC that, for the Embarq companies, the merged
3 company will maintain substantially the service levels that Embarq has provided
4 for wholesale operations, subject to reasonable and normal allowances for the
5 integration of CenturyTel and Embarq systems.

6
7 **Q. ON PAGE 6, LINES 29-31 AND PAGE 7, LINES 1-7, MS. SHARP**
8 **COMPLAINS ABOUT INEFFICIENCIES WITH BOTH EMBARQ'S**
9 **AND CENTURYTEL'S LOOP CUT-OVER PROCESS. CAN YOU**
10 **PLEASE RESPOND?**

11 A. Yes. Mr. Miller responds to Ms. Sharp's assertions at page 19. In addition, I
12 think it is important to understand the quantity of loop cut-over requests in the
13 state of Tennessee for Embarq. In the last 27 months, Embarq received one
14 request for such a cutover and utilized a project management process to work the
15 order. Also, to my knowledge, no carrier has raised any concerns, formally or
16 informally on this issue.

17
18 **Q. WOULD THE TRANSFER OF CONTROL OF EMBARQ TO**
19 **CENTURYTEL IMPACT THE CURRENT INTERCONNECTION**
20 **AGREEMENT BETWEEN EMBARQ AND DELTACOM OR LIMIT**
21 **DELTACOM'S SECTION 251/252 RIGHTS UNDER THE ACT?**

22 A. No. The transfer of control will in no way impact the existing interconnection
23 agreement between Embarq and DeltaCom. The merger will in no way limit

1 DeltaCom's rights under Section 251/252 of the Act to negotiate a successor
2 agreement. If a dispute should arise, DeltaCom can avail itself of the dispute
3 resolution process detailed in its interconnection agreement. There is simply no
4 need for the Authority in this transfer of control proceeding to attempt to address
5 the vague and unwarranted concerns raised by DeltaCom.

6
7 **Q. IS DELTACOM THE ONLY COMPETITIVE CARRIER OPERATING**
8 **UNDER A SECTION 251/252 AGREEMENT WITH EMBARQ IN**
9 **TENNESSEE TODAY?**

10 A. No. Embarq has well over one-hundred Section 251/252 interconnection
11 agreements in place with competitive carriers in Tennessee today and to my
12 knowledge none of the competitive carriers have raised any issues regarding their
13 interconnection agreements.

14
15 **Q. IN YOUR OPINION, SHOULD THE AUTHORITY PLACE ANY**
16 **CONDITIONS ON THIS TRANSFER OF CONTROL APPLICATION?**

17 A. No, the Authority should not. Section 251/252 of the Act requires that
18 CenturyTel and Embarq enter into good faith negotiations with competitive
19 carriers, and this transfer of control in no way impacts DeltaCom's rights or
20 Embarq's obligations under the Act. In my opinion, this is simply an attempt to
21 use this proceeding as a replacement for mandated negotiations under Section
22 251/252 of the Act. As stated earlier, existing interconnection agreements will
23 continue per the agreements and this effort represents an opportunity for

1 DeltaCom to circumvent negotiated agreement terms and/or bypass good faith
2 negotiations. The recommended conditions are neither needed nor further the
3 public interest.

4

5 **Q. DOES THIS CONCLUDE YOUR TESTIMONY?**

6 A. Yes, it does.

**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 LLC
d/b/a Embarq, Embarq
Communications, Inc. and Embarq
Payphone Services, Inc.

Docket No. 08-00219

TENNESSEE REGULATORY AUTHORITY

STATE OF

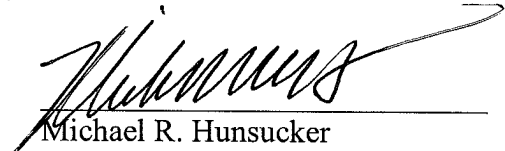
Kansas

COUNTY OF

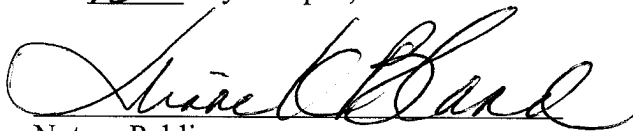
Johnson

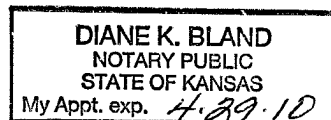
BEFORE ME, the undersigned authority, duly commissioned and qualified in and for the State and County aforesaid, personally came and appeared MICHAEL R. HUNSUCKER, being by me first duly sworn deposed and said that:

He is appearing as a witness on behalf of Embarq Corporation before the Tennessee Regulatory Authority, and if present before the Authority and duly sworn, his testimony would set forth in the annexed transcript consisting of 10 pages.


Michael R. Hunsucker

Sworn to and subscribed before me
this 10 day of April, 2009.


Notary Public



My commission expires: 4-29-10