

BEFORE THE TENNESSE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE

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

LEVEL 3 COMMUNICATIONS, LLC
PETITION FOR LEAVE TO INTERVENE

Level 3 Communications, LLC (“Level 3” or “Petitioner”) hereby petitions the Tennessee Regulatory Authority (“TRA”) for leave to intervene in this docket pursuant to Tenn. Code Ann. § 4-5-310, Tenn. Code Ann. § 65-2-107, and Tenn. Comp. R. & Regs. 1220-1-2-.08. In support of this Petition, Level 3 respectfully states the following:

1. Address for Level 3:

Level 3 Communications, LLC
1025 Eldorado Blvd.
Broomfield, CO 80021

2. Name and address of counsel for Level 3

Gregory T. Diamond
Regulatory Counsel
Level 3 Communications LLC
1025 Eldorado Blvd.
Broomfield, CO 80021
Tel: 720-888-3148
Email: greg.diamond@level3.com

3. Level 3 is a competitive local exchange carrier (“CLEC”) providing services in the State of Tennessee under the jurisdiction of the TRA. As a CLEC, Level 3 maintains

local interconnection agreements with CenturyTel and Embarq in their capacity as incumbent local exchange carriers entered pursuant to sections 251 and 252 of the Communications Act of 1934, as Amended by the Telecommunications Act of 1996, Pub. L. 104-104, 110 Stat. 56, 47 U.S.C. Sections 151 *et seq.* While Level 3 does not oppose this transaction, it will be directly affected by this proposed merger by virtue of its interconnection agreements.

4. Level 3 moves to intervene in this matter in order to ensure that its interests are represented. As a certified telecommunications service provider, Level 3's legal rights, duties, privileges, immunities, may be affected or determined by the outcome of this proceeding, and Petitioner's interest or other legal interests or responsibilities will not be adequately represented unless allowed to intervene.

5. Level 3 believes its Petition for Intervention is warranted and is being filed more than seven (7) days prior to the hearing of this matter.

6. Level 3's participation will not impair the interests of justice or the orderly prompt conduct of the Authority's proceeding.

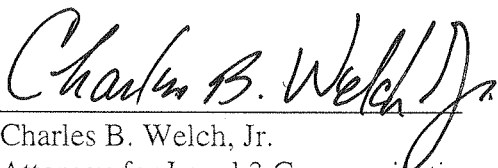
7. Level 3's interests cannot be adequately represented by the applicants or other parties of record or those who make seek leave to intervene.

WHEREFORE, Level 3 respectfully requests that it be granted leave to intervene and participate in this proceeding with all attendant rights and responsibilities, including but not limited to the right to participate in any and all pre-hearing conferences, to produce and cross examine witnesses, to seek data requests and other discovery, and to file motions, briefs, testimony, and/or comments in order to assist the Authority's deliberations and otherwise protect the interests of Level 3 and the public interest.

Additionally, Level 3 requests to receive copies of any notices, orders or any other documents filed herein, and have such other, further and general relief as the justice of their cause entitle them to receive. For the foregoing reasons, Level 3 Communications, LLC prays for entry of an order granting it leave to participate as an interested party in this docket.

Respectfully submitted,

FARRIS MATHEWS BOBANGO PLC

By: 
Charles B. Welch, Jr.
Attorney for Level 3 Communications, LLC
618 Church Street, Suite 300
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(615) 726-1200

CERTIFICATE OF SERVICE

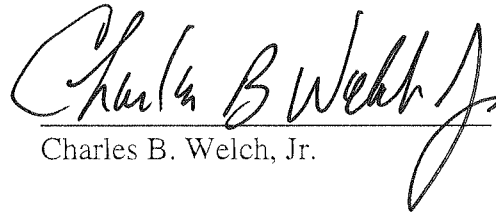
I hereby certify that on December 18, 2008, a copy of the foregoing document was served on the following, via the method indicated:

☐ Hand
☒ Mail
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Charles B. Welch, Jr.