

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

|   |   |                     |
|---|---|---------------------|
| 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.          | ) |                     |

**COMCAST PHONE OF TENNESSEE, LLC  
PETITION FOR LEAVE TO INTERVENE**

Comcast Phone of Tennessee, LLC d/b/a Comcast Digital Phone (“Comcast”) pursuant to Tenn. Code Ann. § 4-5-310, Tenn. Code Ann. § 65-2-107, and Tenn. Comp. R. & Regs. 1220-1-2-08, hereby petitions the Tennessee Regulatory Authority (“TRA”) for leave to intervene in the above-captioned docket. Embarq Corporation and CenturyTel, Inc. (collectively, the “Applicants”) claim that their merger barely warrants the TRA’s attention. To the contrary, the merger threatens to undermine competition, particularly in rural areas. As one of the applicant’s prime competitors whose ability to serve rural consumers is directly affected by the proposed merger, Comcast seeks to intervene in this case. In support of this Petition, Comcast respectfully states the following.

1. Comcast Phone of Tennessee, LLC’s address:

Comcast Phone of Tennessee, LLC  
One Comcast Center  
Philadelphia, PA 19103

2. Name and address of counsel for Comcast:

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3. Comcast is a facilities-based telecommunications company authorized by the TRA to provide competitive local exchange services in the State of Tennessee. Comcast, through its various affiliates, currently competes with the Applicants in the provision of voice services. In order to offer this competitive choice, Comcast must be able to interconnect with the Applicants on reasonable, non-discriminatory terms. Comcast has entered into interconnection agreements with the Applicants pursuant to sections 251 and 252 of the Communications Act, as Amended by the Telecommunications Act of 1996, Pub. L. 104-104, 110 Stat. 56, 47 U.S.C. § 151 *et seq.* While Comcast does not oppose the merger, it is concerned because the merger heightens the incentives and ability of the Applicants to withhold such interconnection, in turn undermining competition and denying consumers, particularly rural consumers, the ability to choose their service provider.

4. As a result of this merger, CenturyTel, a much smaller company than Embarq and with a much smaller presence in Tennessee, will assume control of Embarq. It has been Comcast's experience that CenturyTel's wholesale policies and practices are more anti-competitive than Embarq's. Comcast fears that the merged entity will adopt CenturyTel's relatively worse practices, undermining competition and harming consumers. Of particular

concern are CenturyTel's policies relating to number porting and its more antiquated and wholly inadequate wholesale ordering systems. Comcast, thus, has a direct and vital interest in ensuring that the potential of proposed merger to harm competition is fully assessed.

5. Comcast moves to intervene in this matter to ensure that its interests are represented. As a certified competing telecommunications provider, Comcast's legal rights and duties may be affected by the outcome of this Proceeding.

6. Comcast believes its Petition for Intervention is warranted and is filed more than seven (7) days prior to the hearing in this matter.


7. Comcast's participation in the Proceeding will not impair the interests of any other party or interfere with the prompt conduct of the Proceeding.

8. Comcast's interests cannot be represented by the Applicants or any other party that may seek leave to intervene.

WHEREFORE, Comcast respectfully requests that it be granted leave to intervene and participate in the 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 TRA's deliberations and otherwise protect the interests of the public and of Comcast. Further, Comcast respectfully 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, Comcast Phone of Tennessee, LLC prays for entry of an order granting it leave to participate as an interested party in this docket.

**[CONTINUE TO SIGNATURE PAGE]**

Respectfully submitted,

A handwritten signature in black ink that reads "Charles B. Welch, Jr." The signature is fluid and cursive, with the first name "Charles" being the most prominent.

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ATTORNEYS FOR COMCAST PHONE  
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## CERTIFICATE OF SERVICE

I hereby certify that on January 16, 2008, a copy of the foregoing document was served on the following, via the method indicated:

☐ Hand  
☐ Mail  
☐ Facsimile  
☐ Overnight  
☒ Electronic

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