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February 6, 2009

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

filed electronically in docket office on 02/06/09

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 Supplemental Responses of Embarq Corporation and CenturyTel, Inc. ("Joint Applicants") to Staff's Data Requests Q1 and Q3 in the above-referenced docket. This filing is provided by the Joint Applicants as part of the continuing obligation to update their discovery responses. 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)  
Charles B. Welch, Jr., Esquire (via e-mail)  
Henry Walker, Esquire (via e-mail)  
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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.

Supplemental Answer dated February 4, 2009:

A: Embarq and CenturyTel made an additional filing with the Oregon Public Utility Commission on January 30, 2009. Moreover, as of the date of this supplemental answer, both the Georgia and Mississippi Public Service Commissions have approved the merger transaction.

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.

Supplemental Answer dated February 4, 2009:

A. The special shareholder meetings for Embarq and CenturyTel were held on January 27, 2009. The shareholders for both companies voted to approve the merger by overwhelming majorities.

See <http://investors.embarq.com/phoenix.zhtml?c=197829&p=NewsArticle&id=1248850>