

**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.)	

**PROPOSED LIST OF ISSUES SUBMITTED ON BEHALF OF
COMCAST PHONE OF TENNESSEE**

Comcast Phone of Tennessee, LLC d/b/a Comcast Digital Phone ("Comcast") hereby provides the Tennessee Regulatory Authority ("Authority") its list of issues for consideration in the above-captioned proceeding.

PREFACE

Comcast has intervened in this case to highlight the potential adverse effects of CenturyTel's acquisition of Embarq on competition and Tennessee consumers. As a facilities-based competitor of both Embarq and CenturyTel in the residential voice market, Comcast has experienced first hand CenturyTel's adverse policies and limitations. Comcast seeks to ensure that the proposed merger does not result in CenturyTel's practices being exported to Embarq's territories. Comcast will thus propose conditions designed to ensure continued development of competitive markets in Tennessee. In support of Comcast's concerns and its request for merger conditions, Comcast provides the following list of potential issues.

ISSUES

1. Whether CenturyTel will seek to replace or downgrade Embarq's systems and procedures for the processing of orders from competitive carriers necessary for the migration of customers to competitive carriers like Comcast.

2. Whether post merger CenturyTel's systems will be able to process, within industry-standard or prescribed intervals, a reasonable level of requests to transfer customers to competitive entrants. Currently, for example, CenturyTel will only process up to 50 wholesale orders, such as requests to port telephone numbers, per day nationwide.

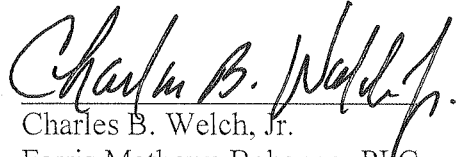
3. Whether the merger will heighten CenturyTel and Embarq's ability and incentive to unreasonably raise competitive carrier's cost by, for example, imposing inefficient interconnection and transiting requirements and rates, and assessing unreasonable, non-cost-based charges for wholesale services, such as number porting and directory listings.

4. Whether targeted conditions are necessary to conclude that the merger is in the public interest.

These issues are not readily amenable to resolution through the traditional interconnection negotiation/arbitration or complaint process. Those processes themselves delay entry and impose substantial transaction costs on all parties. The issues identified above are directly and specifically related to this merger because CenturyTel will control the combined entity should the transaction be approved.

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Respectfully submitted:



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CERTIFICATE OF SERVICE

I hereby certify that on February 6, 2009, a copy of the forgoing document was served on the following, via the method indicated:

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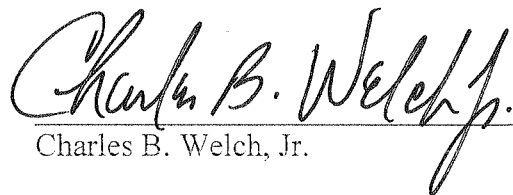
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