

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

February 14, 2011

IN RE:

**PETITION FOR APPROVAL OF TRAFFIC EXCHANGE
AGREEMENT BETWEEN CENTURYTEL OF CLAIBORNE,
INC. D/B/A CENTURYLINK CLAIBORNE, CENTURYTEL
OF ADAMSVILLE, INC. D/B/A CENTURYLINK
ADAMSVILLE, CENTURYTEL OF OOLTEWAH-
COLLEGEDALE, INC. D/B/A CENTURYLINK OOLTEWAH-
COLLEGEDALE AND CENTURYTEL ACQUISITIONS, LLC
D/B/A CENTURYLINK ACQUISITIONS**

DOCKET NO.

10-00226

ORDER APPROVING THE TRAFFIC EXCHANGE AGREEMENT

This matter came before Chairman Mary W. Freeman, Director Eddie Roberson and Director Sara Kyle of the Tennessee Regulatory Authority (the "Authority"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on January 24, 2011 to consider, pursuant to 47 U.S.C. § 252, the Petition for approval of the Traffic Exchange Agreement negotiated between CenturyTel of Claiborne, Inc. d/b/a CenturyLink Claiborne, CenturyTel of Adamsville, Inc. d/b/a CenturyLink Adamsville, CenturyTel of Ooltewah-Collegedale, Inc. d/b/a CenturyLink Ooltewah-Collegedale (collectively "CenturyLink") and CenturyTel Acquisitions, LLC d/b/a CenturyLink Acquisitions filed on December 8, 2010.

Based upon a review of the agreement, the record in this matter, and the standards for review set forth in 47 U.S.C. § 252, the Directors unanimously granted the Petition and made the following findings and conclusions:

1) The Authority has jurisdiction over public utilities pursuant to Tenn. Code Ann. § 65-4-104 (2004) and over interconnections between telecommunications service providers under Tenn. Code Ann. § 65-4-124(a) and (b) (2004).

2) The agreement is in the public interest as it provides consumers with alternative sources of telecommunications services within CenturyLink's service area.

3) The agreement is not discriminatory to telecommunications service providers that are not parties thereto.

4) 47 U.S.C. § 252(e)(2)(A) provides that a state commission may reject a negotiated agreement only if it "discriminates against a telecommunications carrier not a party to the agreement" or if the implementation of the agreement "is not consistent with the public interest, convenience or necessity." Unlike arbitrated agreements, a state commission may not reject a negotiated agreement on the grounds that the agreement fails to meet the requirements of 47 U.S.C. §§ 251 or 252(d).¹ Thus, although the Authority finds that neither ground for rejection of a negotiated agreement exists, this finding should not be construed to mean that the agreement is consistent with §§ 251 or 252(d) or, for that matter, previous Authority decisions.

5) No person or entity has sought to intervene in this docket.

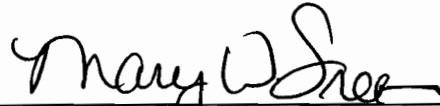
6) The agreement is reviewable by the Authority pursuant to 47 U.S.C. § 252 and Tenn. Code Ann. §§ 65-4-104 (2004) and 65-4-124(a) and (b) (2004), or in the alternative, under Tenn. Code Ann. § 65-5-109(m) (2009).

IT IS THEREFORE ORDERED THAT:

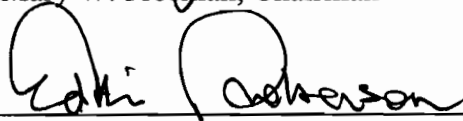
The Petition is granted, and the Traffic Exchange Agreement negotiated between CenturyTel of Claiborne, Inc. d/b/a CenturyLink Claiborne, CenturyTel of Adamsville, Inc. d/b/a

¹ See 47 U.S.C. § 252(e)(2)(B).

CenturyLink Adamsville, CenturyTel of Ooltewah-Collegedale, Inc. d/b/a CenturyLink Ooltewah-Collegedale and CenturyTel Acquisitions, LLC d/b/a CenturyLink Acquisitions is approved and is subject to the review of the Authority as provided herein.



Mary W. Freeman, Chairman



Eddie Roberson, Director



Sara Kyle, Director