

**BEFORE THE WASHINGTON UTILITIES  
AND TRANSPORTATION COMMISSION**

In the Matter of the Joint Application of	)	
	)	DOCKET UT-082119
EMBARQ CORPORATION AND	)	
CENTURYTEL, INC.	)	
	)	<b>SUPPLEMENTAL FILING IN</b>
For Approval of Transfer of Control of	)	<b>SUPPORT OF COMCAST PHONE</b>
United Telephone Company of the	)	<b>OF WASHINGTON, LLC'S</b>
Northwest d/b/a Embarq and Embarq	)	<b>MOTION FOR PERMISSION TO</b>
Communications, Inc.	)	<b>WITHDRAW</b>

As additional support for support for its motion for an order granting it permission to withdraw as an intervenor in this proceeding, Comcast Phone of Washington, LLC d/b/a Comcast Digital Phone ("Comcast"), through it's attorney, Arthur A. Butler, submits the following statement and attachments.

As Comcast stated in its motion, it discussed its concerns about the proposed merger with the applicants and reached an agreement that satisfies those concerns. The Commission Staff filed a response to Comcast's motion for permission to withdraw, stating:

1           Staff does not oppose Comcast's withdrawal from the proceeding so long as Comcast Phone first discloses on the record the agreement it has reached with the applicants that satisfies "its concerns about the proposed merger."

              Staff requests that the Commission issue a bench request to Comcast, requiring the company to provide a copy of the agreement and an explanation its terms.

Comcast has no objection to filing the documents requested by Staff. We have discussed this issue with the Applicants and understand that they also have no objection to such filing. Accordingly, as additional support for its motion for permission to withdraw, Comcast files the attached Confidential Settlement Agreement and Confidential statement of how the Settlement Agreement satisfies Comcast's concerns with the proposed merger.

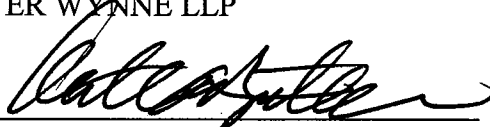
In view of this filing, Staff's request that the Commission issue a bench request for the Settlement Agreement and statement is not necessary and need not be made a condition of the withdrawal.

RESPECTFULLY SUBMITTED this 27th day of February, 2009.

Andrew Fisher, Esq.  
Comcast Cable Communications, LLC  
One Comcast Center, 50th Floor  
Philadelphia, PA 19103  
215.286.3039 (p), 215.286.5039 (f)  
Andrew\_Fisher@Comcast.com

Michael H. Pryor, Esq.  
Mintz, Levin, Cohn, Ferris, Glovsky and  
Popeo, P.C.  
701 Pennsylvania Ave, N.W., Ste. 900  
Washington, DC 20004  
202.434.7300 (p), 202.434.7400 (f)  
mhpryor@mintz.com

ATER WYNNE LLP

  
Arthur A. Butler, WSBA #04678  
601 Union Street, Suite 1501  
Seattle, Washington 98101-3981  
Tel: (206) 623-4711  
Fax: (206) 467-8406  
Email: [aab@aterwynne.com](mailto:aab@aterwynne.com)

ATTORNEYS FOR COMCAST PHONE  
OF WASHINGTON, LLC

## CERTIFICATE OF SERVICE

I hereby certify that I have this 27th day of February 2009, served the true and correct original, along with the correct number of copies, of the foregoing document upon the WUTC, via the method(s) noted below, properly addressed as follows:

David W. Danner	<input type="checkbox"/>	Hand Delivered
Executive Director and Secretary	<input type="checkbox"/>	U.S. Mail (first-class, postage prepaid)
Washington Utilities and Transportation Commission	<input checked="" type="checkbox"/>	Overnight Mail (UPS)
c/o WUTC Records Center	<input type="checkbox"/>	Facsimile (360) 586-1150
1300 S Evergreen Park Drive SW	<input checked="" type="checkbox"/>	Email (records@wutc.wa.gov)
Olympia, WA 98504-7250		

I hereby certify that I have this 27th day of February, 2009, served a true and correct copy of the foregoing document upon parties of record, via the method(s) noted below, properly addressed as follows:

### ***On Behalf Of Commission Staff:***

Jonathan Thompson	<input type="checkbox"/>	Hand Delivered
Attorney General of Washington	<input type="checkbox"/>	U.S. Mail (first-class, postage prepaid)
Utilities & Transportation Division	<input checked="" type="checkbox"/>	Overnight Mail (UPS)
1400 S Evergreen Park Drive SW	<input type="checkbox"/>	Facsimile (360) 586-5522
PO Box 40128	<input checked="" type="checkbox"/>	Email (jthomps@wutc.wa.gov)
Olympia WA 98504-0128		

*Confidentiality Status: Highly Confidential*

### ***On Behalf Of United Telephone Company of the Northwest d/b/a Embarq - e-service only:***

Barbara Young	<input type="checkbox"/>	Hand Delivered
United Telephone Company of the Northwest d/b/a Embarq	<input type="checkbox"/>	U.S. Mail (first-class, postage prepaid)
902 Wasco Street A0412	<input type="checkbox"/>	Overnight Mail (UPS)
Hood River OR 97031-3105	<input type="checkbox"/>	Facsimile (541) 387-9753
	<input checked="" type="checkbox"/>	Email (barbara.c.young@mail.sprint.com)

*Confidentiality Status: Public*

### ***On Behalf Of United Telephone Company of the Northwest d/b/a Embarq:***

William E. Hendricks III	<input type="checkbox"/>	Hand Delivered
United Telephone Company of the Northwest d/b/a Embarq	<input type="checkbox"/>	U.S. Mail (first-class, postage prepaid)
902 Wasco Street A0412	<input checked="" type="checkbox"/>	Overnight Mail (UPS)
Hood River OR 97031-3105	<input type="checkbox"/>	Facsimile (541) 387-9753
	<input checked="" type="checkbox"/>	Email (tre.hendricks@embarq.com)

*Confidentiality Status:*

**Courtesy copy:**

Dennis J. Moss ALJ  
Washington Utilities and Transportation  
Commission  
PO Box 47250  
Olympia WA 98504-7250

*Confidentiality Status:*

Hand Delivered  
 U.S. Mail (first-class, postage prepaid)  
 Overnight Mail (UPS)  
 Facsimile (360) 664-2654  
 Email (dennism@wutc.wa.gov)

**On Behalf Of Public Counsel - e-service only:**

Stefanie Johnson  
Attorney General of Washington  
Public Counsel Section  
Suite 2000  
800 Fifth Avenue  
Seattle WA 98104-3188

*Confidentiality Status: Highly Confidential*

Hand Delivered  
 U.S. Mail (first-class, postage prepaid)  
 Overnight Mail (UPS)  
 Facsimile (206) 587-5150  
 Email (stefaniej@atg.wa.gov)

**On Behalf Of Public Counsel - e-service only:**

Carol Williams  
Attorney General of Washington  
Public Counsel Section  
Suite 2000  
800 Fifth Avenue  
Seattle WA 98104-3188

*Confidentiality Status: Highly Confidential*

Hand Delivered  
 U.S. Mail (first-class, postage prepaid)  
 Overnight Mail (UPS)  
 Facsimile (206) 587-5150  
 Email (carolw@atg.wa.gov)

**On Behalf Of CenturyTel, Inc.:**

Charles L. Best  
Suite 538  
1631 NE Broadway  
Portland OR 97232-1425

*Confidentiality Status: Highly Confidential*

Hand Delivered  
 U.S. Mail (first-class, postage prepaid)  
 Overnight Mail (UPS)  
 Facsimile  
 Email (chuck@charleslbest.com)

**On Behalf Of Public Counsel:**

Sarah Shifley  
Attorney General of Washington  
Suite 2000  
800 Fifth Avenue  
Seattle WA 98104-3188

*Confidentiality Status: Highly Confidential*

Hand Delivered  
 U.S. Mail (first-class, postage prepaid)  
 Overnight Mail (UPS)  
 Facsimile (206) 464-6451  
 Email (sarah.shifley@atg.wa.gov)

**On Behalf Of IBEW Local 89 - e-service only:**

Ray Egelhoff  
IBEW Local 89  
PO Box 2330  
Everett WA 98213

*Confidentiality Status: Public*

Hand Delivered  
 U.S. Mail (first-class, postage prepaid)  
 Overnight Mail (UPS)  
 Facsimile (425) 339-8899  
 Email (rayegelhoff@ibew89.com)

**On Behalf Of Comcast - e-service only:**

Andrew D. Fisher  
Comcast Cable Communications, LLC  
50th Floor  
One Comcast Center  
Philadelphia PA 19103

*Confidentiality Status: Highly Confidential*

Hand Delivered  
 U.S. Mail (first-class, postage prepaid)  
 Overnight Mail (UPS)  
 Facsimile (215) 286-5039  
 Email (andrew\_fisher@comcast.com)

**On Behalf Of IBEW Local 89:**

Scott J. Rubin  
IBEW Local 89  
333 Oak Lane  
Bloomsburg PA 17815-2036

*Confidentiality Status: Public*

Hand Delivered  
 U.S. Mail (first-class, postage prepaid)  
 Overnight Mail (UPS)  
 Facsimile (570) 387-1894  
 Email (scott.j.rubin@gmail.com)

**On Behalf Of IBEW Local 89 - e-service only:**

Randy Barber  
IBEW Local 89  
PO Box 2330  
Everett WA 98213

*Confidentiality Status: Public*

Hand Delivered  
 U.S. Mail (first-class, postage prepaid)  
 Overnight Mail (UPS)  
 Facsimile (425) 339-8899  
 Email (rbatceo@aol.com)

**On Behalf Of CenturyTel - e-service only:**

Mary Taylor  
CenturyTel of Oregon Inc.  
PO Box 9901  
Vancouver WA 98668-8701

*Confidentiality Status: Public*

Hand Delivered  
 U.S. Mail (first-class, postage prepaid)  
 Overnight Mail (UPS)  
 Facsimile  
 Email (mary.taylor@centurytel.com)

**On Behalf Of CenturyTel - e-service only:**

Cal Simshaw  
CenturyTel of Oregon Inc.  
PO Box 9901  
Vancouver WA 98668-8701

*Confidentiality Status: Public*

Hand Delivered  
 U.S. Mail (first-class, postage prepaid)  
 Overnight Mail (UPS)  
 Facsimile  
 Email (calvin.simshaw@centurytel.com)

**On Behalf Of Comcast - e-service only:**

Michael H. Pryor  
Mintz, Levin, Cohn, Ferris, Glvosky and  
Popeo, P.C.  
Suite 900  
701 Pennsylvania Avenue NW  
Washington DC 20004

*Confidentiality Status: Highly Confidential*

Hand Delivered  
 U.S. Mail (first-class, postage prepaid)  
 Overnight Mail (UPS)  
 Facsimile (202) 434-7400  
 Email (mhpryor@mintz.com)

**On Behalf Of Public Counsel - e-service only:**

Diane Campbell  
Attorney General of Washington  
Suite 2000  
800 Fifth Avenue  
Seattle WA 98104-3188

*Confidentiality Status: Highly Confidential*

Hand Delivered  
 U.S. Mail (first-class, postage prepaid)  
 Overnight Mail (UPS)  
 Facsimile (206) 587-5150  
 Email (dianec1@atg.wa.gov)

**On Behalf Of United Telephone Company of the Northwest d/b/a Embarq - e-service only:**

John Felz  
United Telephone Company of the  
Northwest d/b/a Embarq  
902 Wasco Street A0412  
Hood River OR 97031-3105

*Confidentiality Status: Public*

Hand Delivered  
 U.S. Mail (first-class, postage prepaid)  
 Overnight Mail (UPS)  
 Facsimile (541) 387-9753  
 Email (john.felz@embarq.com)

DATED this 27th day of February, 2009, at Seattle, Washington.



---

**ATTACHMENTS CONFIDENTIAL  
PER PROTECTIVE ORDER IN  
UT-082119**

SUPPLEMENTAL FILING IN SUPPORT OF MOTION FOR  
PERMISSION TO WITHDRAW (UT-082119) - PAGE 7

605674\_1.DOC

**ATER WYNNE LLP**  
Lawyers  
601 Union Street, Suite 1501  
Seattle, Washington 98101  
(206) 623-4711