

BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION
COMMISSION

CenturyTel /Embarq Merger
Docket No. UT-082119

Public Counsel Response to Bench Request No. 1

Bench Request No. 1:

Please provide 6 copies of all agreements entered into between you and Level 3 Communications, LLC; Comcast Phone of Washington, LLC, d/b/a Comcast Digital Phone; or, the International Brotherhood of Electrical Workers Local 89 that have resulted in each of these parties requesting leave to withdraw from this proceeding. Provide a narrative description of each agreement's terms and state whether the provisions provide guarantees or assurances, confer rights, or impose obligations that will not be generally available or applicable to competitive local exchange companies or customers.

RESPONSE:

In Public Counsel Data Request No. 113, Public Counsel requested information regarding agreements entered into between the Joint Applicants and Level 3 Communications, LLC in connection with the merger. The Joint Applicants' initial and supplemental responses to Public Counsel Data Request No. 113 are attached. Joint Applicants have designated Attachment A to the supplemental response as Highly Confidential.

BEFORE THE WASHINGTON UTILITIES & TRANSPORTATION COMMISSION

In the Matter of the Joint Application of

EMBARQ CORPORATION AND CENTURYTEL, INC.

For Approval of Transfer of Control of United Telephone Company of the Northwest d/b/a
Embarq and Embarq Communications, Inc.

DOCKET NO. UT-082119

CENTURYTEL AND EMBARQ'S RESPONSE TO PUBLIC COUNSEL'S

DATA REQUEST NO. 113

DATED 2/3/09 (PER DATE ON LETTER)

Voice | Data | Internet | Wireless | Entertainment



Embarq
Mailstop: ORHDRA0412
902 Wasco
Hood River, OR 97031
embarq.com

February 03, 2009

Sarah A. Shifley
Office of Attorney General
Public Counsel
800 Fifth Avenue #2000
Seattle, WA 98104-3188

Re: Responses of Embarq Corporation and CenturyTel, Inc to Public Counsel
Data Requests 113-121.

Dear Ms. Shifley:

Please find enclosed the responses of Embarq Corporation and CenturyTel, Inc. to Public Counsel Data Request 113-121. A portion of the information is submitted as Confidential per Protective Order in UTC Docket UT-082119. If you have any questions, please do not hesitate to contact me.

Sincerely,

William E. Hendricks
Embarq Attorney
(541) 387-9439 voice
(541) 400-8421 mobile
(541) 38709753 fax
tre.hendricks@embarq.com
WSBA No. 29786
OR State Bar application pending

cc. service list

Docket No. UT-082119

Response to Public Counsel Data Request No. 113

Date 2/5/2009

Preparer: Attorneys for Embarq and CenturyTel

PC-113

Please refer to the Motion to Withdraw filed by Level 3 Communications, LLC (Level 3) on January 14, 2009 in this docket. Level 3 states in that Motion that it has "been able to address its concerns with the proposed merger with the merging parties." In reference to this statement:

- a. Please fully describe any agreements reached between Level 3 and CenturyTel and/or Embarq regarding Level 3's concerns with the proposed merger.
- b. Please provide copies of written documents that memorialize any agreements reached between Level 3 and CenturyTel and/or Embarq between October 27, 2008 and present, and consider this an on-going request.
- c. Please explain how such agreements address Level 3's initial concerns.
- d. Please indicate whether these agreements impact or modify the terms of the proposed merger.
- e. Please describe how any such agreements may impact or be of interest to other parties to this case.
- f. Please indicate whether such agreements could be or are applicable to other potential adverse parties or competitive local exchange carriers (CLECs) in the state of Washington that maintain interconnection agreements with Century Tel and/or Embarq in their capacity as incumbent local exchange carriers (ILECs).

OBJECTION: CenturyTel and Embarq object to this request as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. Compromise, offers of compromise and discussions of compromise are not admissible as evidence.

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DOCKET NO. UT-082119

CENTURYTEL AND EMBARQ'S SUPPLEMENTAL RESPONSE TO PUBLIC COUNSEL'S

DATA REQUEST NO. 113

DATED 2/12/09 (PER DATE ON LETTER)

Voice | Data | Internet | Wireless | Entertainment



Embarq
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902 Wasco
Hood River, OR 97031
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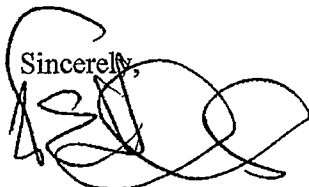
February 12, 2009

Sarah A. Shifley
Office of Attorney General
Public Counsel
800 Fifth Avenue #2000
Seattle, WA 98104-3188

Re: Supplemental Responses of Embarq Corporation and CenturyTel, Inc to
Public Counsel Data Requests 113.

Dear Ms. Shifley:

Please find enclosed the supplemental response of Embarq Corporation and CenturyTel, Inc. to Public Counsel Data Request 113. A portion of the information is submitted as Confidential per Protective Order in UTC Docket UT-082119. If you have any questions, please do not hesitate to contact me.

Sincerely,


William E. Hendricks
Embarq Attorney
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WSBA No. 29786
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Docket No. UT-082119

Response to Public Counsel Data Request No. 113

Date 2/5/2009

Preparer: Attorneys for Embarq and CenturyTel

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OBJECTION: CenturyTel and Embarq object to this request as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. Compromise, offers of compromise and discussions of compromise are not admissible as evidence.

SUPPLEMENTAL RESPONSE:

See Confidential Attachment PC-113.

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CENTURYTEL AND EMBARQ'S SUPPLEMENTAL RESPONSE TO PUBLIC COUNSEL'S

DATA REQUEST NO. 113

DATED 2/12/09 (PER DATE ON LETTER)

ATTACHMENT A

REDACTED

IS HIGHLY CONFIDENTIAL IN ITS ENTIRETY

PER PROTECTIVE ORDER IN DOCUMENT NO. UT-082119