

**BEFORE THE WASHINGTON UTILITIES
AND TRANSPORTATION COMMISSION**

In the Matter of the Joint Application of)	
)	DOCKET UT-082119
EMBARQ CORPORATION AND)	
CENTURYTEL, INC.)	
)	PETITION OF COMCAST
For Approval of Transfer of Control of)	PHONE OF WASHINGTON, LLC
United Telephone Company of the)	TO INTERVENE
Northwest d/b/a Embarq and Embarq)	
Communications, Inc.)	

Comcast Phone of Washington, LLC d/b/a Comcast Digital Phone (“Comcast”) pursuant to Wash. Admin. Code 480-07-355 and the Notice of Conference Hearing issued by the Washington Utilities and Transportation Commission (“Commission”),^{1/} hereby petitions to intervene in the above-captioned docket. Embarq Corporation and CenturyTel, Inc. (collectively, the “Applicants”) claim that their merger warrants little attention from this Commission. To the contrary, the merger could undermine the consumer benefits brought by voice competition, particularly to consumers in rural areas. As one of the applicant’s prime

^{1/} Docket UT-082119, *Joint Application of CenturyTel, Inc. (CenturyTel) and Embarq Corporation (Embarq) for Expedited Approval of an Indirect Transfer of Control of Embarq’s Regulated Washington State Operating Subsidiaries to CenturyTel*, Notice of Prehearing Conference (Dec. 5, 2008); see also Docket UT-082119, *Joint Application of CenturyTel, Inc. (CenturyTel) and Embarq Corporation (Embarq) for Expedited Approval of an Indirect Transfer of Control of Embarq’s Regulated Washington State Operating Subsidiaries to CenturyTel* (filed Nov. 21, 2008) (“Application”).

competitors whose ability to serve rural consumers is directly impacted by the proposed merger, Comcast petitions to intervene and provides the following information.

1. Comcast Phone of Washington, LLC is a Delaware limited liability company with its principal place of business in Philadelphia, Pennsylvania.

Comcast Phone of Washington, LLC
One Comcast Center
Philadelphia, PA 19103

2. Comcast is a facilities-based telecommunications company authorized by the Commission to provide competitive local exchange services throughout the State of Washington. Comcast, through its various affiliates, currently competes with the Applicants in the provision of voice, broadband, and video services. In order to offer this competitive choice, Comcast must be able to interconnect with the Applicants on reasonable, non-discriminatory terms. The merger heightens the incentives and ability of the Applicants to withhold such interconnection or to otherwise hinder their competitors, in turn undermining competition and denying consumers, particularly rural consumers, the ability to choose their service provider. Comcast, thus, has a direct and vital interest in ensuring that the potential of the proposed merger to harm competition is fully assessed.

3. Correspondence concerning the above-captioned docket should be directed to:

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4. The evidence, if any, and briefing presented by Comcast will be of material value to the Commission in its determination of the issues involved in this proceeding, and Comcast's intervention will not broaden those issues or delay the proceedings.

WHEREFORE, Comcast respectfully requests leave to intervene as a party to this Proceeding, with a right to discovery, to have notice of and appear at the taking of testimony, to produce and cross-examine witnesses, and to be heard in person or by counsel on brief and at oral argument.

RESPECTFULLY SUBMITTED this 17th day of December, 2008.

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ATTORNEYS FOR COMCAST PHONE
OF WASHINGTON, LLC

CERTIFICATE OF SERVICE

I hereby certify that I have this 17th day of December, 2008, 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 Executive Director and Secretary Washington Utilities and Transportation Commission c/o WUTC Records Center 1300 S Evergreen Park Drive SW Olympia, WA 98504-7250	<input type="checkbox"/> Hand Delivered <input type="checkbox"/> U.S. Mail (first-class, postage prepaid) <input checked="" type="checkbox"/> Overnight Mail (UPS) <input type="checkbox"/> Facsimile (360) 586-1150 <input checked="" type="checkbox"/> Email (records@wutc.wa.gov)
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I hereby certify that I have this 17th day of December, 2008, 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 Attorney General of Washington Utilities & Transportation Division 1400 S Evergreen Park Drive SW PO Box 40128 Olympia WA 98504-0128 <i>Confidentiality Status:</i>	<input type="checkbox"/> Hand Delivered <input type="checkbox"/> U.S. Mail (first-class, postage prepaid) <input checked="" type="checkbox"/> Overnight Mail (UPS) <input type="checkbox"/> Facsimile (360) 586-5522 <input checked="" type="checkbox"/> Email (jthomps@wutc.wa.gov)
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On Behalf Of United Telephone Company of the Northwest d/b/a Embarq:

William E. Hendricks III United Telephone Company of the Northwest d/b/a Embarq 902 Wasco Street A0412 Hood River OR 97031-3105 <i>Confidentiality Status:</i>	<input type="checkbox"/> Hand Delivered <input type="checkbox"/> U.S. Mail (first-class, postage prepaid) <input checked="" type="checkbox"/> Overnight Mail (UPS) <input type="checkbox"/> Facsimile (541) 387-9753 <input checked="" type="checkbox"/> Email (Tre.Hendricks@embarq.com)
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Dennis J. Moss ALJ Washington Utilities and Transportation Commission PO Box 47250 Olympia WA 98504-7250	<input type="checkbox"/> Hand Delivered <input type="checkbox"/> U.S. Mail (first-class, postage prepaid) <input checked="" type="checkbox"/> Overnight Mail (UPS) <input type="checkbox"/> Facsimile (360) 664-2654 <input checked="" type="checkbox"/> Email (dennism@wutc.wa.gov)
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On Behalf Of CenturyTel, Inc.:

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