

January 15, 2009

David S. Danner  
Secretary and Executive Director  
Washington Utilities and Transportation Commission  
1300 S. Evergreen Park Drive S.W.  
Olympia, WA 98504-7250

**VIA UPS NEXT DAY AIR AND E-FILE**

Re: *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.*  
WUTC Docket No. UT-082119

Dear Mr. Danner:

Enclosed for filing in the above-referenced docket are the original and twelve (12) copies of the Agreement Concerning Confidential/Highly Confidential Information (Exhibits A and C) for Arthur A. Butler, filed on behalf of Comcast Phone of Washington, LLC.

Electronic copies were filed with the WUTC Records Department as of this date.

If you have any questions, please feel free to contact me.

Sincerely,

ATER WYNNE LLP



Susan Arellano  
Assistant to Arthur A. Butler

Enclosures

cc: Parties of Record

551189/1/SMA/104578-0001

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**CERTIFICATE OF SERVICE**

I hereby certify that I have this 15th day of January, 2009, served the true and correct original, along with the correct number of copies (12), of the foregoing document upon the WUTC, via the method(s) noted below, properly addressed as follows:

David Danner	<input type="checkbox"/>	Hand Delivered
Secretary and Executive Director	<input type="checkbox"/>	U.S. Mail (first-class, postage prepaid)
Washington Utilities and Transportation Commission	<input checked="" type="checkbox"/>	Overnight Mail (UPS)
1300 S Evergreen Park Drive SW	<input type="checkbox"/>	Facsimile (360) 586-1150
PO Box 47250	<input checked="" type="checkbox"/>	Email (records@wutc.wa.gov)
Olympia WA 98504-7250		

I hereby certify that I have this 15th day of January, 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 CenturyTel, Inc.:***

Charles L. Best	<input type="checkbox"/>	Hand Delivered
Suite 538	<input type="checkbox"/>	U.S. Mail (first-class, postage prepaid)
1631 NE Broadway	<input checked="" type="checkbox"/>	Overnight Mail (UPS)
Portland OR 97232-1425	<input type="checkbox"/>	Facsimile
<i>Confidentiality Status:</i>	<input checked="" type="checkbox"/>	Email (chuck@charleslbest.com)

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

Mary Taylor	<input type="checkbox"/>	Hand Delivered
CenturyTel of Oregon Inc.	<input type="checkbox"/>	U.S. Mail (first-class, postage prepaid)
PO Box 9901	<input type="checkbox"/>	Overnight Mail (UPS)
Vancouver WA 98668-8701	<input type="checkbox"/>	Facsimile
<i>Confidentiality Status:</i>	<input checked="" type="checkbox"/>	Email (mary.taylor@centurytel.com)

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

Cal Simshaw	<input type="checkbox"/>	Hand Delivered
CenturyTel of Oregon Inc.	<input type="checkbox"/>	U.S. Mail (first-class, postage prepaid)
PO Box 9901	<input type="checkbox"/>	Overnight Mail (UPS)
Vancouver WA 98668-8701	<input type="checkbox"/>	Facsimile
<i>Confidentiality Status:</i>	<input checked="" type="checkbox"/>	Email (calvin.simshaw@centurytel.com)

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

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

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 Email (andrew\_fisher@comcast.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

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 Facsimile (202) 434-7400  
 Email (mhpryor@mintz.com)

***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

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***On Behalf Of IBEW Local 89:***

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

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

Ray Egelhoff  
IBEW Local 89  
PO Box 2330  
Everett WA 98213

*Confidentiality Status:*

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 Email (rayegelhoff@ibew89.com)

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

Randy Barber  
IBEW Local 89  
PO Box 2330  
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***On Behalf Of Level 3 Communications, LLC:***

Greg Rogers  
Level 3 Communications, LLC  
1025 El Dorado Boulevard  
Bloomfield CO 80021-8869

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 Email (greg.rogers@level3.com)

***On Behalf Of Public Counsel:***

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

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

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

Stefanie Johnson  
Attorney General of Washington  
Public Counsel Section  
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***On Behalf Of Public Counsel - e-service only:***

Carol Williams  
Attorney General of Washington  
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800 Fifth Avenue, Suite 2000  
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*Confidentiality Status:*

***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

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 Facsimile (541) 387-9753  
 Email (tre.hendricks@embarq.com)

*Confidentiality Status:*

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

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

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 Email  
 (barbara.c.young@mail.sprint.com)

*Confidentiality Status:*

***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

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*Confidentiality Status:*

***Courtesy Copy :***

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

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I declare under penalty of perjury under the laws of the State of Washington that the foregoing is true and correct.

DATED this 15th day of January, 2009, at Seattle, Washington.

  
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