

EXHIBIT 1
Embarq Corporation Affiliates and Subsidiaries Holding Domestic 214 Authority

Carolina Telephone and Telegraph Company LLC
Central Telephone Company of Texas
Central Telephone Company of Virginia
Central Telephone Company
Embarq Communications, Inc.
Embarq Communications of Virginia, Inc.
Embarq Florida, Inc.
Embarq Minnesota, Inc.
Embarq Missouri, Inc.
Embarq Payphone Services, Inc.
The United Telephone Company of Pennsylvania LLC
United Telephone Company of Eastern Kansas
United Telephone Company of Indiana, Inc.
United Telephone Company of Kansas
United Telephone Company of New Jersey, Inc.
United Telephone Company of Ohio
United Telephone Company of Southcentral Kansas
United Telephone Company of Texas, Inc.
United Telephone Company of the Carolinas LLC
United Telephone Company of the Northwest
United Telephone Company of the West
United Telephone Southeast LLC

EXHIBIT 2

CenturyTel, Inc. Affiliates and Subsidiaries Holding Domestic 214 Authority

CenturyTel Acquisition, LLC	CenturyTel of Northwest Arkansas, LLC
CenturyTel Broadband Services, LLC	CenturyTel of Northwest Louisiana, Inc.
CenturyTel Broadband Wireless, LLC	CenturyTel of Northwest Wisconsin, LLC
CenturyTel Fiber Company II, LLC	CenturyTel of Odon, Inc.
CenturyTel Long Distance, LLC	CenturyTel of Ohio, Inc.
CenturyTel of Adamsville, Inc.	CenturyTel of Ooltewah-Collegedale, Inc.
CenturyTel of Alabama, LLC	CenturyTel of Oregon, Inc.
CenturyTel of Arkansas, Inc.	CenturyTel of Port Aransas, Inc.
CenturyTel of Central Arkansas, LLC	CenturyTel of Postville, Inc.
CenturyTel of Central Indiana, Inc.	CenturyTel of Redfield, Inc.
CenturyTel of Central Louisiana, LLC	CenturyTel of Ringgold, LLC
CenturyTel of Central Wisconsin, LLC	CenturyTel of San Marcos, Inc.
CenturyTel of Chatham, LLC	CenturyTel of South Arkansas, Inc.
CenturyTel of Chester, Inc.	CenturyTel of Southeast Louisiana, LLC
CenturyTel of Claiborne, Inc.	CenturyTel of Southern Wisconsin, LLC
CenturyTel of Colorado, Inc.	CenturyTel of Southwest Louisiana, LLC
CenturyTel of Cowiche, Inc.	CenturyTel of the Gem State, Inc.
CenturyTel of Eagle, Inc.	CenturyTel of the Midwest-Kendall, LLC
CenturyTel of East Louisiana, LLC	CenturyTel of the Southwest, Inc.
CenturyTel of Eastern Oregon, Inc.	CenturyTel of Upper Michigan, Inc.
CenturyTel of Evangeline, LLC	CenturyTel of Washington, Inc.
CenturyTel of Fairwater-Brandon-Alto, LLC	CenturyTel of Wisconsin, LLC
CenturyTel of Forestville, LLC	CenturyTel of Wyoming, Inc.
CenturyTel of Idaho, Inc.	CenturyTel Solutions, LLC
CenturyTel of Inter-Island, Inc.	Coastal Communications, Inc.
CenturyTel of Lake Dallas, Inc.	Coastal Long Distance Services LLC
CenturyTel of Larsen-Readfield, LLC	Coastal Utilities, Inc.
CenturyTel of Michigan, Inc.	Gallatin River Communications, LLC
CenturyTel of Midwest - Michigan, Inc.	Gallatin River Long Distance Solutions, LLC
CenturyTel of Midwest-Wisconsin, LLC	Gulf Coast Services, Inc.
CenturyTel of Minnesota, Inc.	Gulf Communications, LLC
CenturyTel of Missouri, LLC	Gulf Long Distance LLC
CenturyTel of Monroe County, LLC	Gulf Telephone Company
CenturyTel of Montana, Inc.	Madison River Communications, LLC
CenturyTel of Mountain Home, Inc.	Madison River Long Distance Solutions LLC
CenturyTel of North Louisiana, LLC	Mehtel Long Distance Solutions LLC
CenturyTel of North Mississippi, Inc.	Mehtel, Inc.
CenturyTel of Northern Michigan, Inc.	Spectra Communications Group, LLC
CenturyTel of Northern Wisconsin, LLC	Telephone USA of Wisconsin, LLC

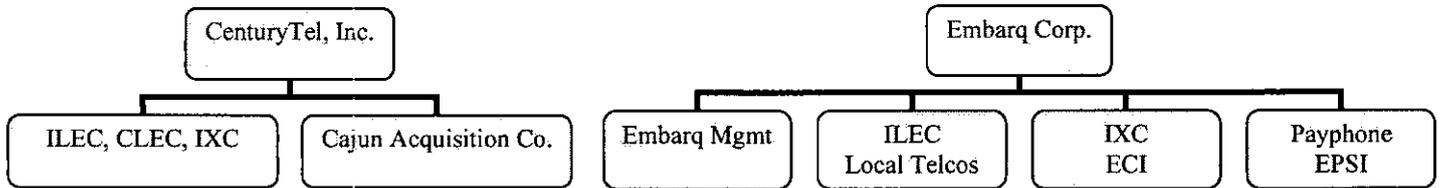
EXHIBIT 3
Embarq ILECS by Operating State

State	Company	Incorporation
Florida	Embarq Florida, Inc..	FL
Indiana	United Telephone Company of Indiana, Inc..	IN
Kansas	United Telephone Company of Kansas	KS
	United Telephone Company of Eastern Kansas	DE
	United Telephone Company of Southcentral Kansas	AR
	Embarq Missouri, Inc..*	MO
Minnesota	Embarq Minnesota, Inc..	MN
Missouri	Embarq Missouri, Inc..*	MO
Nebraska	United Telephone Company of the West*	DE
Nevada	Central Telephone Company*	DE
New Jersey	United Telephone Company of New Jersey, Inc..	NJ
North Carolina	Central Telephone Company*	DE
	Carolina Telephone and Telegraph Company LLC	NC
Ohio	United Telephone Company of Ohio	OH
Oregon	United Telephone Company of the Northwest	OR
Pennsylvania	The United Telephone Company of Pennsylvania LLC	PA
South Carolina	United Telephone Company of the Carolinas LLC	SC
Tennessee	United Telephone Southeast LLC*	VA
Texas	United Telephone Company of Texas, Inc..	TX
	Central Telephone Company of Texas	TX
Virginia	United Telephone Southeast LLC*	VA
	Central Telephone Company of Virginia	VA
Washington	United Telephone Company of the Northwest*	OR
Wyoming	United Telephone Company of the West*	DE

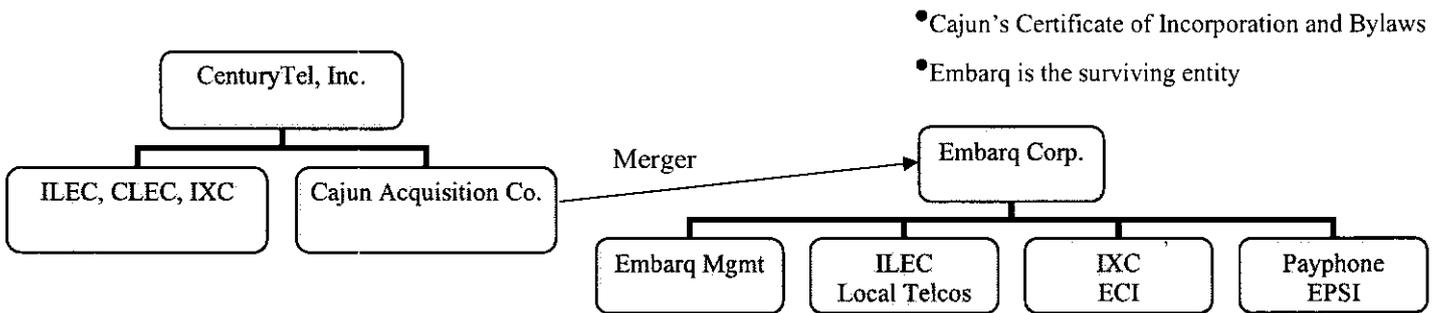
* = Entity operates in more than one State

EXHIBIT 4
Organizational Structure Diagrams

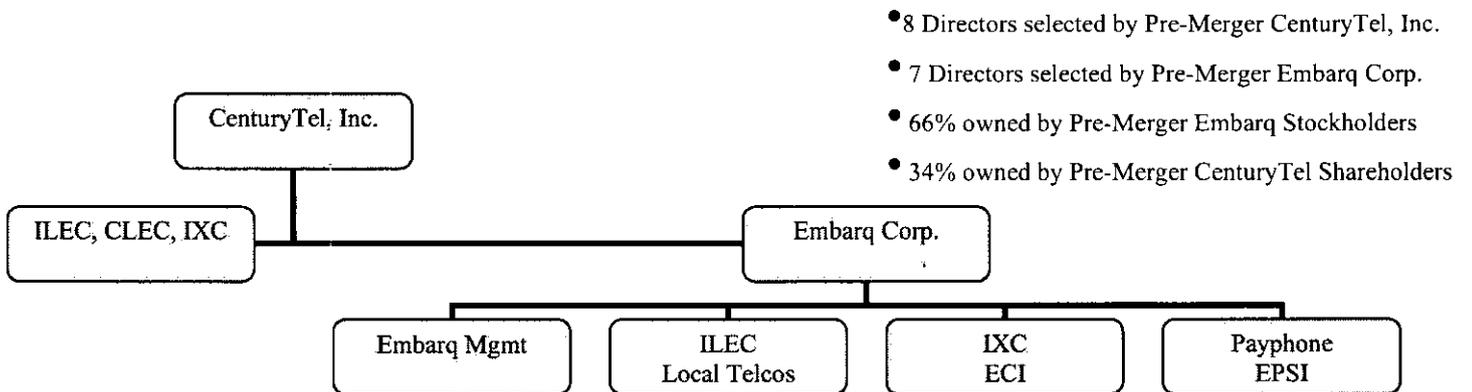
Pre-Merger



Merger



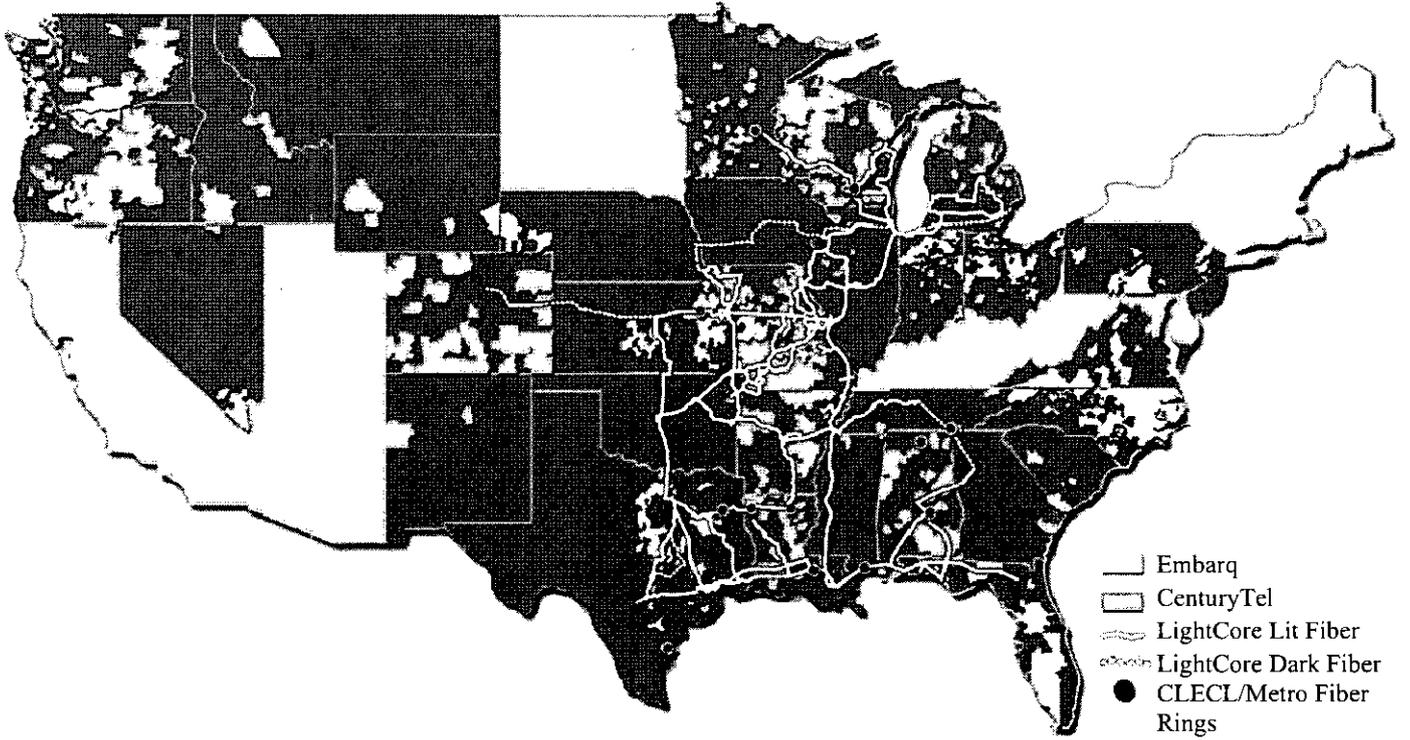
Post-Merger



**Exhibit 5
CenturyTel and Embarq Adjacent ILEC Exchanges**

State	CenturyTel (Access Lines)	Embarq (Access Lines)
Missouri / Kansas	Amazonia (289); Ashland (2,942); Buffalo (4,618); Bunker (789); Boss (344); Concordia (1,895); Conway (1,555); Cross Timbers (569); Edgar Springs (944); Gower (1,098); Grovespring (606); Jamestown (497); Licking (2,382); Lowry City (1,134); Lawson (2,019); Manes (563); Montauk (279); Maysville (1,431); Nebo (423); Osceola (1,729); Plattsburg (1,966); Prairie Home (349); Roby (1,137); Safe (465); St. James (3,527); Timber (191); Trimble (367); Urbana (1,291); Vichy (485); Whitesville (183); Wheatland (1,774)	Appleton City (830); California (2,952); Centertown (1,135); Clinton (5,174); Coal (634); Dearborn (640); Deepwater (257); Edgerton (521); Ft Leonard Wood (1,333); Holt (1,279); Jefferson City (45,489); Kearney (2,156); King City (624); Lebanon (10,436); New Bloomfield (716); Newburg (1,011); Richland (2,377); Rolla (6,922); Salem (4,836); Sweet Springs (972); Warrensburg (8,195); Warsaw (5,214); Wathena (799)
Oregon / Washington	Boardman (1,692); Fossil (500); Glenaden Beach (2,136); Depoe Bay (1,258); Government Camp (601); Ione (367); Rocky Point (207); Maupin (421); Tygh Valley (182); Basin City (587); Kingston (4,208); Mathews Corner (420); Royal City (1,767); Yacolt (1,683)	Arlington (468); Butte Falls (347); Crater Lake (55); Fish Lake (135); Grass Valley (199); Lincoln City (7,102); Parkdale (906); Prospect (454); The Dalles (6,963); Columbia (55); Mattawa (1,971); Paterson (161); Poulsbo (19,748); Roosevelt (111); Stevenson (3,243)
Minnesota / Wisconsin	Gibbon (583); Fairfax (844); Kellogg (527); Fountain City (1,176); Prescott (2,142); Pepin (878); Maiden Rock (480)	Buffalo Lake (501); Hastings (11,185); Lake City (3,370); Plainview (1,724); Rollingstone (848); Stewart (392)
Alabama / Florida	Geneva (3,305); Hartford (1,969); Samson (1,697)	Bonifay (4,548); Glendale (805); Reynolds (1,566)
Indiana	Brookston (1,091)	Reynolds (585); Wolcott (635)
North Carolina / Virginia	Gatewood (1,778); Mebane (9,759); Milton (1,425)	Hillsborough (9,351); Prospect Hill (773); Roxboro (13,240); Yanceyville (3,097); Turbeville (1,021)

EXHIBIT 6
Map of CenturyTel and Embarq Service Operations



**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
EMBARQ CORPORATION,)
Transferor,)
)
and) WC Docket No. _____
)
CENTURYTEL, INC.)
Transferee.)
)
Application for Transfer of Control of)
Domestic Authorizations Under Section 214)
of the Communications Act, as Amended)

DECLARATION OF GARY L. KEPLEY

1. My name is Gary L. Kepley. My business address is 5454 West 110th Street, Overland Park, Kansas. I currently am employed as the Director of Regulatory Systems at Embarq Management Company ("Embarq").¹ I have held this position since January 1, 1998, and have been employed by Embarq or its predecessor companies for thirty years. As Director of Regulatory Systems, I am familiar with the local exchanges that Embarq serves and with the Federal Communication Commission's competitor reporting systems, including the Ported Line Report and the UNE LOOP & UNEP Report.

2. I have reviewed information provided to me by CenturyTel, Inc. ("CenturyTel") regarding CenturyTel's local exchange service areas. In comparing CenturyTel's service areas with Embarq's service areas, I have determined that out of the 4,341 incumbent local exchanges served by CenturyTel and Embarq, 54 Embarq ILEC exchanges are adjacent to 59 CenturyTel

¹ For ease of reference, I also will refer to the Embarq entities that are part of this application, collectively, as "Embarq."

ILEC exchanges. Exhibit 4, attached to CenturyTel and Embarq's application to transfer control of domestic authorizations, contains an accurate list of the adjacent exchanges that I have identified. These adjacencies affect approximately 281,000 access lines out of the roughly 7.3 million access lines served by the two companies. No Embarq-affiliated CLEC is adjacent to any CenturyTel ILEC market.

3. I have also reviewed information available from various Embarq databases regarding other companies that provide service in these adjacent exchanges. Specifically, I have reviewed the Ported Line Reports dating back to August 2006 and the UNE LOOP & UNEP Report for those adjacent exchanges having 5,000 or more access lines. Those databases show that the following companies provide service in these areas:

- *Clinton, MO*: AllTel, AllTel Mobile Com, BellSouth Prsnl Comm, Level3 Communications, PCS, Socket Telecom, Synchronoss, T-Mobile
- *Jefferson City, MO*: BellSouth Prsnl Comm, Level 3 Communications, PCS, Socket Telecom, Sprint, Synchronoss, Syniverse, T-Mobile, US Cellular, Verizon Wireless, Missouri Network Alliance LLC, New Edge Networks, Granite Telecommunications LLC
- *Lebanon, MO*: AllTel, BellSouth Prsnl Comm, Fidelity Communications, Level 3 Communications, Socket Telecom, Synchronoss, Syniverse, T-Mobile, US Cellular, Granite Telecommunications LLC
- *Rolla, MO*: BellSouth Prsnl Comm, Fidelity Communications, Level 3 Communications, PCS, Socket Telecom, Synchronoss, Granite Telecommunications LLC
- *Warrensburg, MO*: BellSouth Prsnl Comm, Level 3 Communications, PCS, Socket Telecom, Sprint, Synchronoss, T-Mobile, Granite Telecommunications LLC
- *Warsaw, MO*: BellSouth Prsnl Comm, PCS, Socket Telecom, T-Mobile, Verizon Wireless
- *Hastings, MN*: AT&T Wireless Svcs, Comcast Phone, Focal Communications, Level3 Communications, Onvoy, PCS, Synchronoss, T-Mobile, Verizon, Verizon Wireless, XO Communications, Granite Telecommunications LLC

- *Hillsborough, NC:* AllTel, AT&T, BellSouth Prsnl Comm, Icicionesource, Level3 Communications, MCI, Neustar, PCS, Sprint, Synchronoss, Time Warner, Tritonpcs, Verizon Business, Verizon Wireless, Business Telecom Inc., Deltacom, Ernest Communication, Access Point, Inc., CTC Exchange Svcs, Granite Telecommunications LLC, Mettel, Navigator Telecom
- *Roxboro, NC:* AllTel, BellSouth Prsnl Comm, Neustar, Verizon, Business Telecom Inc., Ernest Communication, CTC Exchange Svcs, Granite Telecommunications LLC, Mettel
- *Lincoln City, OR:* AT&T Wireless Svcs, Charter Communications, PCS, Sprint, Verizon Wireless, Granite Telecommunications LLC
- *The Dalles, OR:* AT&T Wireless Svcs, Axxis Communications, Charter Communications, Level 3 Communications, PCS, Synchronoss, T-Mobile, US Cellular, Granite Telecommunications LLC
- *Poulsbo, WA:* BellSouth Prsnl Comm, Broadwing, Comcast Phone, Focal Communications, Level3 Communications, PCS, Sprint, Verizon, Verizon Wireless, New Edge Networks, Granite Telecommunications LLC

Further, Embarq's databases show that one or more additional resellers have recently provided service in each of these exchanges.

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

Dated: November 24, 2008



Gary L. Kepley

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)	
)	
EMBARQ CORPORATION,)	
Transferor,)	
)	
and)	WC Docket No. _____
)	
CENTURYTEL, INC.)	
Transferee.)	
)	
Application for Transfer of Control of)	
Domestic Authorizations Under Section 214)	
of the Communications Act, as Amended)	

Declaration of R. Stewart Ewing, Jr.

I, R. Stewart Ewing, Jr., hereby declare as follows:

1. I am Executive Vice President and Chief Financial Officer of CenturyTel, Inc. ("CenturyTel"). As an officer of CenturyTel, I am very familiar with the activities of the company and the markets in which it provides service to customers. I have read the Application for Transfer of Control of Domestic Authorizations Under Section 214 of the Communications Act, as Amended, of Embarq and CenturyTel, Inc., and attest that the facts alleged therein are true to the best of my information and belief.

Efficiencies and Benefits of Proposed Merger

2. The transaction is expected to generate synergies of approximately \$400 million annually within the first three years of operation. Key drivers of these synergies include reduction of corporate overhead, elimination of duplicate functions, realization of enhanced revenue opportunities, and achievement of increased operational efficiencies through the adoption of best practices and capabilities from each company. Consumers will benefit from these efficiencies in the form of improved services at competitive prices.

3. In addition to benefiting from the significant cost saving synergies, consumers will also benefit from the speedier deployment of advanced services, including IPTV and next-generation broadband-based services. CenturyTel has invested heavily in time and resources to successfully roll out IPTV services in two test markets (La Crosse, Wisconsin and Columbia, Missouri) with the intention and capability to offer these services in additional markets in the

near future. Specifically, CenturyTel has developed centralized headend facilities and back office administration capabilities and has forged the necessary relationships with content providers to enable CenturyTel to deploy IPTV services in additional markets.

4. As I understand the facts, Embarq, on the other hand, has not yet made such progress in its deployment of IPTV, and, absent a combination with CenturyTel, is unlikely to make IPTV services available to significant numbers of consumers in the near term. While the significant investment required to deploy IPTV services in a given market requires individual, market-level analysis, this transaction would allow the Applicants to use CenturyTel's substantial investments to deploy IPTV services to current Embarq customers more quickly than is otherwise likely to be the case.

5. CenturyTel and Embarq are leading rural broadband providers. The combined entity will enjoy an enhanced ability to deploy next-generation broadband services. In addition to other scale and scope efficiencies, by combining Embarq's existing network with CenturyTel's backbone network, including its fiber transport lines, the Applicants will be able to realize greater "transport" economies of scale. The combined network will place more Embarq and CenturyTel customers within economically feasible reach of the backbone network accommodating next-generation broadband applications. This means that more customers in more areas should have an opportunity to receive next-generation broadband network services as a result of this transaction.

6. Furthermore, consumers will benefit in numerous ways from the shared resources of the two companies and the adoption of best practices. For example, CenturyTel has acquired 700 MHz radio spectrum licenses that would be available to the combined company for offering enhanced wireless broadband and voice services. By the same token, Embarq is more advanced in bringing to market IP (internet protocol) products for business customers. In short, the combined company will be able to offer consumers a better array of services than either CenturyTel or Embarq could offer on their own.

Procompetitive Impact of Merger

7. The proposed transaction will result in a small number of adjacent and overlapping exchanges affecting a relatively limited number of access lines. The adjacencies and overlaps involved in this merger pose no threat of consumer harm. First, these exchanges involve only a tiny fraction of the Applicants' operations and customer base. Out of the 4,341 incumbent local exchanges served by CenturyTel or Embarq, CenturyTel CLEC service areas overlap with only three Embarq ILEC exchanges, and only 54 Embarq ILEC exchanges are adjacent to 59 CenturyTel ILEC exchanges, which is less than 3% of the total exchanges. These adjacencies affect only 281,000 out of the more than 7.3 million customer access lines served by the Applicants (i.e., less than 4% of the access lines). In fact, the adjacencies could be expected to improve operational efficiencies and quality of service as networks and workforces are combined.

8. Any overlaps in markets are de minimis. CenturyTel operates CLECs that provide service in three Embarq ILEC markets: the Chaska, Minnesota exchange and the

bordering Fayetteville and Rocky Mount, North Carolina exchanges.¹ In these three exchanges, CenturyTel serves only business customers, and, after the merger is completed, a substantial number of competitors will remain in each market. In Chaska – where CenturyTel has 125 business customers – it competes with Level 3, ITC Deltacom, Paetec, Verizon, AT&T, ALEC, and Bandwidth.com, among others. Similarly, in Fayetteville/Rocky Mount – where CenturyTel has only 5 business customers – it competes with XO, Integra, Paetec, and AT&T, among others. There is virtually no risk of anticompetitive results from the merger because a significant number of competitors will remain in these areas after the transaction is consummated.

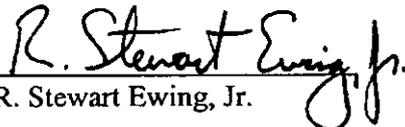
9. Analysis of CenturyTel's and Embarq's adjacent exchanges also demonstrates no likelihood of public harm. These exchanges lie principally in four states: Missouri, Oregon, Washington, and Minnesota, with a handful of additional adjacencies in seven other states.² Importantly, prior to the merger CenturyTel had no plans to enter into Embarq's markets in any of these exchanges, or elsewhere. Moreover, nearly all of these exchanges are located in low-density rural and less populated areas that are less attractive to new entrants, and therefore the loss of potential competition is less acute. In fact, the median size of these exchanges is only 1,021 access lines; only five exchanges have 10,000 or more access lines and only thirteen have 5,000 or more lines.

10. In addition, the combined enterprise will have no anti-competitive effect on the domestic interstate exchange market. CenturyTel and Embarq presently operate as resellers in the long distance market; they have only a small share of the domestic interstate interexchange market; and they are regulated as non-dominant carriers in that market.

¹ Embarq serves 9,261 access lines in Chaska, Minnesota; 81,896 access lines in Fayetteville, North Carolina, and 33,279 access lines in Rocky Mount, North Carolina. In addition, there are three Embarq ILECs that border the Chaska exchange: Victoria (1,923 access lines), Cologne (1,527 access line), and Waconia (3,073 access lines). Besides these three exchanges, none of CenturyTel's CLEC operations are adjacent to Embarq's ILEC markets.

² For a list of adjacent exchanges, see Exhibit 4 to the Application. A map of Embarq's and CenturyTel's coverage areas is included as Exhibit 5 to the Application.

I declare, under penalty of perjury, that the foregoing is true and correct to the best of my information and belief.


R. Stewart Ewing, Jr.

Executed on November 21, 2008.