

**Attachment: Declaration of
D. Anthony Mastando and Kim Sharp
on Behalf of DeltaCom, Inc.**

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)	
)	
)	
Application to)	
Transfer of Control of Domestic)	
Authorizations Held by Embarq)	WC Docket No. 08-238
Corporation to CenturyTel, Inc.)	DA 08-2681
Under Section 214 of the)	
Communications Act)	

**DECLARATION OF D. ANTHONY MASTANDO AND
KIM SHARP ON BEHALF OF DELTACOM, INC.**

1. My name is Dennis Anthony Mastando, Jr. I am the Vice President, Regulatory Affairs and Senior Regulatory Attorney of DeltaCom, Inc. (Deltacom). My business address is 7037 Old Madison Pike, Huntsville, Alabama, 35806. My primary job responsibilities include managing matters that affect Deltacom before federal and state regulatory agencies and legislative bodies. I am responsible for federal regulatory and legislative matters, state regulatory proceedings, including interconnection negotiations and arbitrations. I am also responsible for negotiating and maintaining Deltacom's interconnection agreements with incumbent local exchange carriers as well as certain other contracts with telecommunications carriers and other service providers. I also perform other duties for Deltacom as assigned.

2. My name is Kim Sharp, and I am the Manager for Local Exchange Carrier Ordering for DeltaCom, Inc. My business address is 8830 US Hwy 231, Arab, Alabama, 35016. My primary job responsibility is to manage the group responsible for ordering various facilities and services from incumbent local exchange carriers, including CenturyTel, Embarq, BellSouth (AT&T) and Verizon, in order to provision service to Deltacom end-user customers. The focus of my group is ordering DS0, DS1 and DS3, UNE loop, Port, E-911, CNAM listings and Directory Listings.
3. Deltacom is headquartered in Huntsville, Alabama, and is one of the certificated operating companies that has ITC^DeltCom, Inc. as its ultimate parent. The ITC^Deltacom operating companies serve over 400,000 voice-grade equivalent lines. Deltacom is a duly certificated competitive local exchange and interexchange carrier in the states of Alabama, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee. Deltacom competes with CenturyTel in the state of Alabama and competes with Embarq in the states of Florida and North Carolina.
4. DeltaCom is a leading provider of integrated telecommunications and technology services to small- and medium-sized businesses in the southeastern states. The company offers a variety of services - both voice and data - including local, long distance, Internet connectivity and broadband data communications. DeltaCom is one of the largest competitive telecommunications service providers within its primary eight-state region.
5. Deltacom's network utilizes loop and transport from collocations and switch sites, and in order to reach most of its customers, Deltacom combines its own facilities with those leased from incumbent local exchange carriers ("ILECs") or, where commercially available, other competitive access providers. In order to serve business customers, Deltacom relies on unbundled network element ("UNE") loops such as DS1, DS3, and xDSL-capable loops, Special Access Services, and Extended Enhanced Loops ("EELs"). In limited circumstances, Deltacom also serves business customers through resale arrangements.
6. Deltacom currently has one interconnection agreement with CenturyTel in the State of Alabama, and two interconnection agreements with Embarq, one in the State of Florida and the other in the State of North Carolina.

7. This declaration is provided in support of the company's reply comments in opposition to the application of CenturyTel to acquire Embarq and provides numerous examples of the often contrasting business practices and capabilities of CenturyTel and Embarq. It is critical that carriers and the Commission appreciate the different ILEC business practices to identify those negative practices that are particularly outside the norm or the beneficial practices that should be the standard for other carriers, including the ILEC affiliates, in the market. It is also critical that carriers and the Commission be able to review and compare the ILEC systems to ensure existing capabilities are not eliminated or do not deteriorate as companies are combined, and potential competitors are removed from the market.

Overall

8. In Deltacom's experience, the CenturyTel and Embarq business practices are a mix of favorable and anticompetitive practices. Deltacom is concerned that a combined CenturyTel/Embarq entity will adopt the more anticompetitive practices of each company as its new standard operating practices throughout the combined CenturyTel/Embarq operating region. Deltacom is also concerned that the existing ordering and provisioning systems that allow for automation will deteriorate or be replaced entirely by systems that are less efficient or rely on more manual processes as the two entities combine and consolidate operations. CenturyTel generally has the most anticompetitive practices and least automated OSS. Given that they are the acquiring entity, Deltacom is especially concerned.
9. As a general matter, Deltacom has had an especially difficult time obtaining interconnection, collocation and UNEs from the CenturyTel ILECs. Within the territories in which Deltacom operates, the CenturyTel support systems and procedures are not as well developed compared to those of Embarq. The ordering, provisioning and operating procedures used by CenturyTel to support wholesale services provided to competitive local exchange carriers like Deltacom require much more "effort" to perform necessary tasks than do the Embarq systems and procedures.

10. Given the possibility of the consolidation of ILECs with multiple operating companies, Deltacom is concerned about the treatment of affiliates under a combined entity and the likelihood, that like other CenturyTel ILECs, the Embarq companies will be treated as separate legal entities; denying Deltacom any benefit of the efficiencies gained by the merged entities. Deltacom is concerned that the overall mindset with respect to wholesale obligations will change for the worse when the two entities are placed under common management.

Ordering and Provisioning

11. By comparison, Embarq's ordering systems are much more robust and automated than CenturyTel's, which are largely manual with little if any automated or interactive capabilities. For example, Embarq's ordering systems readily provide customer address information for conversion orders and for orders for new customer locations. Embarq's systems also indicate whether a specific customer location can be served out of a particular office during the ordering process. In contrast, CenturyTel's systems do not provide addressing information, much less whether a specific customer location can even be served out of a particular end-office on a real-time or near real-time basis. Instead, a carrier can enter the customer address and submit the order. Between the time the order is submitted and when the order is due several days later, the order will be rejected if the customer address is incorrect or the customer location cannot be served out of a particular end-office. This creates delays and causes Deltacom to have to contact the customer to try another address.
12. The two companies differ markedly on the amount of information they provide about the ordering process. Embarq provides various handbooks and job aids for their ASR and LSR systems that make it easier to determine the specific ordering requirements for different types of orders. CenturyTel does not have this information. When submitting a new order type, Deltacom's technicians often use job aids provided by other incumbent local exchange carriers as the starting point for placing orders with CenturyTel. This best-guess form of ordering is inefficient and unnecessarily increases Deltacom's costs as orders must be submitted multiple times. Deltacom is concerned that the combined entity will be less willing or less able to provide supporting documentation and other materials.

13. The two companies also differ on the accuracy of the information contained in Customer Service Records (“CSRs”). CenturyTel’s information is often missing, inaccurate, or contradicts information contained in CenturyTel’s other databases. This is especially true with respect to customers with multiple locations. Since Deltacom often relies on this information when ordering, any missing, inaccurate, and/or contradictory information ultimately delays facility provisioning and causes orders to be rejected. Because of Embarq’s more automated ordering processes, Deltacom rarely has to rely upon CSRs. When relied upon, the information has generally been accurate. Deltacom is concerned that the functionality of wholesale OSS systems of the combined entity will deteriorate as the companies combine operations.
14. Additionally, Embarq’s business practices relating to provisioning intervals tend to be more favorable than those of CenturyTel. For example, Embarq has a five-business day interval for DS1 loop and EEL orders. In contrast, CenturyTel has a fifteen-business day interval for DS1 loop and EEL orders.

Directory Listings

15. The two companies also have different capabilities when it comes to directory listings. CenturyTel’s system is more manual and error prone. For example, the two companies handle Directory Assistance (1411) information for Deltacom facility-based lines differently. Embarq sends our Directory Assistance (1411) information to the directory listings publisher, whereas Century Tel does not. As a consequence, Deltacom’s business customers in the CenturyTel territory can be excluded from the listings when end-users place calls to directory assistance. This is a competitive disadvantage that Deltacom faces in the CenturyTel territory and an example of CenturyTel’s failure to treat competitors with parity.
16. In addition, CenturyTel’s directory listing interface only displays a straight-line view of the listing and will not show any features. For instance, for a complex business listing with multiple lines or multiple locations, the CenturyTel interface will only show the caption header and not a complete set of listings. Also, the listing requests submitted through its

interface are subjected to layers of interpretation. As a result, what appears in CenturyTel's interface or even the galley is not what appears in the actual directory.

17. CenturyTel's listings can be seen in galley "proofs" in the form of spreadsheets but accuracy is still questionable. Because of the error-prone nature of CenturyTel's directory listing system and the necessary error-checking, Deltacom finds the listings to be unacceptably resource-intensive. Embarq, on the other hand, has a much better and more accurate system for submitting and reviewing directory listings. For example, Embarq's listings appear exactly as they do in the directory, and any changes to listings are shown on a real-time basis. Deltacom understands that Embarq is scheduled to change the interface in the near future and is unsure what capabilities will be available at that time. Deltacom is concerned that the listing process and the accuracy of the combined entity's processes will suffer as a result of this acquisition.

Affiliates

18. CenturyTel maintains separate legal entities in Alabama. However, the two companies appear to be managed jointly with many of the same people performing the same functions for each entity. Since these are two separate legal entities, Deltacom would be required to maintain separate interconnection agreements, separate interconnection arrangements, and generally conduct business separately with each of the affiliates. Also, because these are separate legal entities, Deltacom understands that it is unable to lease dedicated interoffice transport between CenturyTel companies' end-offices and the tandems that subtend them, and would have to maintain separate POIs even if the ILECs were operating within a single LATA. Deltacom is concerned that if this acquisition occurs, it will require Deltacom to separately interconnect and operate with each legal entity. This will deny Deltacom any of the efficiencies these entities gain by consolidating operations.

Hot Cuts

19. To date, CenturyTel and Embarq lack any kind of loop "hot cut" process, an ability that Deltacom views as a necessity to serve a broad range of customers. Deltacom has not been successful in its effort to obtain hot cuts from Embarq, much less CenturyTel. Were the

Commission to decide to grant the transfer of control sought by the Applicants, the territory of the combined entities would be sufficiently large to warrant the imposition of hot cut requirements for the migration of end-users. When a potential customer considers a switch between carriers, the ability to migrate that customer with minimal disruption to its business is critical to establishing the credibility of competitive carriers like Deltacom to provide seamless service in competition with the incumbent. The combined entities must provide cost-based hot cuts to competitive carriers.

I assert under penalty of perjury that the foregoing is true and correct to the best of my information and belief. This concludes our declaration.

/-s-/

Dated: January 23, 2009

D. Anthony Mastando

I assert under penalty of perjury that the foregoing is true and correct to the best of my information and belief. This concludes our declaration.

/-s-/

Dated: January 23, 2009

Kim Sharp