

ATTACHMENT A:

**DECLARATION OF CARRIE L. COX AND AMY W. HANKINS
ON BEHALF OF CHARTER COMMUNICATIONS, INC.**

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ON BEHALF OF CHARTER COMMUNICATIONS, INC.**

1. My name is Carrie L. Cox, and I am Vice President and Associate General Counsel, Regulatory for Charter Communications, Inc. (“Charter”). My business address is 12405 Powerscourt Drive, St. Louis, Missouri, 63131. I am responsible for federal and state regulatory and legislative matters relating to Charter’s provision of telephone, cable, and internet services, including interconnection agreement negotiations and arbitrations with other telecommunications carriers.

2. My name is Amy W. Hankins, and I am Director, Service Delivery Operations for Charter. My business address is 12405 Powerscourt Drive, St. Louis, Missouri, 63131. I am responsible for the end-to-end ordering and processing of telecommunications services for both residential and business customers, including third party verification, local number portability, directory listings, telephone switch provisioning, 911, and technical telephone support during the installation of services.

3. Charter is the third largest publicly traded cable operator in the U.S. and serves approximately 5.5 million customers in 27 states. Charter offers a full range of advanced communications services including video, high-speed Internet, and telephone services to both residential and business customers. Charter operates as a competitive LEC in three states in which CenturyTel operates as the incumbent LEC—Missouri, Texas, and Wisconsin. Charter currently has one interconnection agreement each with CenturyTel in Missouri and Texas and two interconnection agreements with CenturyTel in Wisconsin. Charter currently has interconnection agreements with Embarq in seven states—Minnesota, Missouri, North Carolina, Oregon, Tennessee, Virginia, and Washington—and it is finalizing an interconnection agreement with Embarq in Nebraska.

4. The purpose of this declaration is to describe Charter's experience with CenturyTel's operating practices and capabilities and how it differs from Charter's experience with Embarq's operating practices and capabilities. In Charter's experience, CenturyTel's operating practices are, with a few isolated exceptions, more anticompetitive and its back-office systems are less automated than those of Embarq. Charter is concerned that CenturyTel's worst practices will become the norm for the merged firm following CenturyTel's acquisition of Embarq. In the few situations in which Embarq's practices are inferior to CenturyTel's practices, Charter is concerned that the merged firm will adopt Embarq's practices.

CenturyTel's Anticompetitive Local Number Portability Practices

5. Local number portability, or porting, is the term used to describe a telephone subscriber's ability to retain his or her telephone number when he or she switches telephone service providers. A consumer's ability to retain his or her telephone number is critical to that consumer's decision to switch from one service provider to another. Recognizing this reality, CenturyTel has engaged in several practices that have made it more difficult for Charter to port CenturyTel subscribers' numbers to Charter.

6. Porting occurs where two telephone companies work together, at the subscriber's request, to transfer the subscriber's telephone number from the "old" service provider to the "new" service provider. In order to fulfill a CenturyTel subscriber's request to port a telephone number to Charter, Charter initiates certain intercarrier communications with CenturyTel. First, Charter submits a request for a Customer Service Record ("CSR") via CenturyTel's web-based Graphical User Interface ("GUI") so that the CenturyTel subscriber's address and telephone number, the services provided

to the subscriber, and other subscriber information can be validated. Second, Charter must submit a Local Service Request (“LSR”), which includes a request that CenturyTel port the telephone number to Charter, via CenturyTel’s GUI. Once Charter submits an LSR, CenturyTel must respond to the request by issuing a Firm Order Commitment (“FOC”), which serves as an acknowledgment of receipt of the LSR. It is our understanding that current FCC rules for porting generally require CenturyTel to issue an FOC within 24 hours of receiving the request and to port the number within three business days of the issuance of the FOC.

CenturyTel’s Arbitrary Port Request Limits

7. Unlike Embarq and other incumbent LECs to which Charter submits port requests, CenturyTel unilaterally limits the number of orders, including port requests, that it will process from a single competitor to an aggregate of 50 per day across CenturyTel’s territory. Thus, if Charter were, on the same day, to submit 30 port requests for customers located in Missouri, 30 port requests for customers located in Texas, and 30 port requests for customers located in Wisconsin, Charter’s requests would total 90 for that day. That total exceeds the CenturyTel cap by 40. CenturyTel would therefore reject 40 of Charter’s port requests for that day. As a result of this policy, in Missouri, Texas, and Wisconsin combined, CenturyTel rejected an average of 10 Charter port requests per day in November 2008; an average of 35 Charter port requests per day in December 2008; and an average of 45 Charter port requests per day in January 2009. Every one of these rejections caused CenturyTel to fail to issue an FOC within 24 hours of receiving a port request and to fail to port the number within three business days of the issuance of the FOC. Furthermore, when CenturyTel rejects a Charter port request,

Charter is forced to contact the prospective Charter subscriber and delay the date on which his or her new service will start, thereby increasing the likelihood that the customer will cancel his or her request for Charter's service.

CenturyTel's Prohibited Porting Charges

8. Unlike Embarq and other incumbent LECs to which Charter submits port requests, CenturyTel assesses a "Service Order Charge" on Charter each time it submits a port request. These charges vary by state. In Texas, for example, CenturyTel charges \$11.29 for each LSR, including those for porting. In Wisconsin, CenturyTel charges an "Initial Service Order Charge" of \$41.58 for each LSR, including port requests. Prior to the Missouri Public Service Commission's issuance of an October 21, 2008 *Order* holding that the current interconnection agreement between Charter and CenturyTel does not permit CenturyTel to charge for port requests, CenturyTel charged Charter each time that Charter submitted port requests in Missouri. Specifically, prior to that *Order*, CenturyTel charged Charter a fee of \$19.78 for port requests from 2003 to 2007. At some point in 2007, CenturyTel arbitrarily replaced the \$19.78 charge with a \$23.44 charge for port requests from Charter. CenturyTel ceased charging this fee only after the Missouri Public Service Commission decision. However, during recent negotiations undertaken for the purpose of establishing new interconnection agreements between the parties in Missouri, Texas, and Wisconsin, CenturyTel has proposed (and in all cases has advocated in arbitrations) the following Service Order Charges for port requests to be applied in all three states: an Initial Service Order Charge of \$14.02 for simple ports; an Initial Service Order Charge of \$65.77 for complex ports; and a Subsequent Service Order Charge of \$7.53 for modification of an existing port request.

CenturyTel's Onerous Port Validation Requests

9. It is our understanding that on October 31, 2007 the FCC adopted rules stating that a local exchange carrier may insist on the submission of not more than four fields of information for purposes of validating simple ports: (1) a 10-digit telephone number; (2) a customer account number; (3) the relevant 5-digit zip code; and (4) a pass code (if applicable). On November 1, 2008, CenturyTel notified Charter that, effective December 1, 2008, CenturyTel would require a CenturyTel subscriber's Personal Identification Number ("PID") as one of the four fields required for all LSRs for porting submitted to CenturyTel.

10. A PID is a randomly generated 11-digit number that appears only on the first bill that CenturyTel sends to a subscriber. CenturyTel does not provide PIDs in the CSRs that Charter obtains from CenturyTel (notwithstanding that CenturyTel provides Charter access to other customer proprietary network information via the LSR process). Charter must therefore obtain a PID directly from each potential new customer. In our opinion, it is likely that current CenturyTel subscribers seeking to switch to Charter neither know their PIDs nor have retained the first bills they received from CenturyTel. Where this is the case, CenturyTel subscribers can change their PIDs only by contacting CenturyTel. The delay and inconvenience associated with obtaining a new PID from CenturyTel increases the likelihood that a potential new subscriber will cancel his or her request for Charter service and gives CenturyTel an opportunity to engage in retention marketing as a result of this contact when it otherwise could not have. Although CenturyTel notified Charter on November 26, 2008 that it was suspending its requirement that PIDs be included on all LSRs for porting in order to "further review

operational issues,” CenturyTel has not indicated that it intends to eliminate this requirement permanently. By contrast, Embarq does not require PIDs and has not notified Charter that it will require PIDs on LSRs for porting.

CenturyTel’s Manual Ordering and Billing Processes

11. It is our experience that CenturyTel’s operations support systems (“OSS”) are generally not automated. For example, while CenturyTel has a GUI for submitting orders, including port requests, it “swivel chairs” information from one database to another. Specifically, after Charter enters its LSR into CenturyTel’s GUI, CenturyTel’s staff manually transfers that information to another CenturyTel database. This manual process is slower and more likely to result in errors than a fully automated process under which the information Charter submits is automatically and electronically entered into other CenturyTel databases. When the inefficiencies of CenturyTel’s OSS result in delays or errors in the porting and customer cut-over process, customers often incorrectly conclude that Charter has poor service quality. This impedes Charter’s ability to compete with CenturyTel. By contrast, Embarq’s GUI functions much more accurately and efficiently than that of CenturyTel because of its higher level of automation.

12. It is also our experience that CenturyTel’s billing systems rely on a significant amount of manual processing that leads to costly errors. For example, in Missouri, CenturyTel has improperly billed Charter for central office line connections, call restriction installation charges, initial service orders for unbundled network elements, and numerous other resale related charges that are inapplicable to Charter because Charter is not a reseller, and it does not purchase unbundled network elements. CenturyTel has told Charter that these improper charges were due to manual clerical

errors by CenturyTel service representatives. Charter had no choice but to waste its valuable employee time in identifying and correcting these mistakes. By contrast, Charter has not experienced these problems with Embarq's billing systems and practices.

Applicants' Failure to Meet Statutory Directory Assistance and Directory Listings Obligations

13. A directory listing consists of a customer's name, phone number, and address. A directory listing is published in a directory, such as the white pages, or included in a directory assistance database, such as that used when a caller dials "411." It is our understanding that the Communications Act and the FCC's rules require CenturyTel and Embarq to provide Charter with non-discriminatory access to directory assistance and directory listings. However, CenturyTel and Embarq have engaged in several discriminatory directory assistance and directory listings practices under their interconnection agreements with Charter, thereby impeding Charter's ability to compete with CenturyTel and Embarq. Moreover, CenturyTel and Embarq have attempted to shift responsibility for some of its directory assistance and directory listing obligations to its third-party vendor(s).

CenturyTel's Refusal to Include Charter Customer Listing Information in Directory Assistance Databases

14. It is our understanding that, under the Communications Act and the FCC's rules, CenturyTel is obligated to accept Charter customer directory listing information and place such information in CenturyTel's directory assistance database(s) (or database(s) maintained by CenturyTel's third-party directory assistance vendor). CenturyTel performs this function for its own subscribers. But CenturyTel does not accept Charter customer listing information for inclusion in CenturyTel's directory

assistance database. Instead, CenturyTel requires that Charter make its own arrangements to provide Charter customer listings to CenturyTel's third-party directory assistance provider for inclusion in a national database accessible to CenturyTel. Compliance with this requirement is substantially more time consuming for Charter than would be the case if CenturyTel were to accept and include Charter customer directory listings in CenturyTel's directory assistance database.

CenturyTel's Refusal to Accept Directory Service Requests ("DSRs") for Purposes of Publishing Directory Listings

15. In addition to the problems Charter has experienced with CenturyTel's directory assistance practices, Charter has experienced problems with CenturyTel's directory listings practices. It is our experience that most incumbent LECs allow Charter to submit individual DSRs for purposes of publishing a customer's listing information at the time a customer signs up for service with Charter. The incumbent LEC then combines Charter's directory listing information submitted in this fashion with the listing information for the incumbent LEC's own customers, and the incumbent LEC provides this combined listing database to directory publishers. Unfortunately, CenturyTel does not follow this practice. CenturyTel does not accept directory listing information for Charter customers via individual DSRs. Instead, CenturyTel requires Charter to submit all of its listing information at one time via a single data file, known as a "flat file." Moreover, CenturyTel refuses to accept this information itself, but rather it requires that Charter submit the flat file to CenturyTel's directory publisher. Submission of customer directory listing information via an annual flat file is more time consuming and less efficient for Charter than submitting DSRs electronically at the time a customer signs up for service.

16. Departing from industry standards in this manner, as required by CenturyTel, poses several risks for Charter. First, reliance on flat files instead of DSRs increases the risk that Charter will miss the deadline by which CenturyTel's directory publisher must have all of the information that will be included in the directories that it publishes in CenturyTel's service areas. If this happens, none of Charter's customer listing information will be published in the relevant directories. Second, reliance on flat files increases the risk that the listing information of Charter customers will be inaccurate. This is because unlike listing information submitted via DSRs, listing information submitted via flat files cannot be updated to correct errors at any time before submission to the directory publisher. Accordingly, reliance on flat files increases the risk that the listing information for Charter customers who have requested non-published status will be published, and use of flat files increases the risk that Charter customer listings ultimately published in directories will be inaccurate in other ways. By contrast, Embarq accepts DSRs from Charter, thereby allowing the directory listings of Charter customers in Embarq's service areas to be updated in close to real time.

CenturyTel's Failure to Provide Charter Customer Listing Information to Parties Who Call Directory Assistance

17. Charter has also encountered problems with CenturyTel's treatment of subscribers who wish to have their listing information available to those who dial 411 for directory assistance. CenturyTel ensures that its own subscribers' information is available to those who dial directory assistance. However, CenturyTel's customers have not always been able to obtain directory listing information for Charter's customers when they dial 411. As with many other problems discussed in this declaration, customers often mistakenly ascribe this problem to Charter and they incorrectly conclude that

Charter has poor service quality. The result is another competitive disadvantage for Charter in CenturyTel's service areas.

18. For example, beginning in 2006, when a CenturyTel subscriber in Missouri, Texas, or Wisconsin called directory assistance seeking directory listing information for a Charter subscriber, CenturyTel's directory assistance service representative often informed the CenturyTel subscriber who dialed 411 that the requested directory listing information was unavailable. This problem arose because CenturyTel's third-party directory assistance vendor was not performing the required database queries to find Charter customer information and make it available to subscribers who dial 411. Directory assistance providers generally rely on two different databases—one local and one national—to obtain requested directory listing information. The directory assistance vendor may need to query both databases in order to obtain the requested information. But CenturyTel's third-party directory assistance provider was querying only the local database even though Charter customer listing information resides in the national database. After Charter notified CenturyTel of this problem, CenturyTel responded that Charter was responsible for dealing directly with CenturyTel's third-party directory assistance vendor to resolve the problem and that Charter should contract with CenturyTel's vendor to ensure that the vendor queried both databases.

19. After Charter expended substantial resources on its effort resolve this problem, CenturyTel finally retained a third-party directory assistance provider that queries both local and national directory assistance databases for directory assistance calls that CenturyTel's customers originate in Missouri and Wisconsin. However, this system still does not work consistently in Texas. Even today, CenturyTel customers in

Texas are often unable to obtain directory listing information for Charter customers when they call directory assistance. Moreover, given that CenturyTel has refused in the past to direct its third-party directory assistance vendor to query the appropriate database, it is possible that CenturyTel will refuse to do so again, thereby preventing its customers from obtaining directory listing information for Charter customers in violation of the Communications Act. Charter has not experienced the same problem with Embarq.

Embarq's Unreasonable Charges for Storage and Maintenance of Directory Listings in Its Directory Assistance Database and for Processing DSRs for Purposes of Publishing Directory Listings

20. In recent interconnection agreement negotiations, Embarq has attempted to impose a monthly recurring charge of between \$0.40 and more than \$3.00 for each Charter customer listing that Embarq stores and maintains in Embarq's directory assistance database. To Charter's knowledge, there is no cost support for this electronic storage and maintenance charge, and the charge likely far exceeds Embarq's actual cost of storing and maintaining the data. Neither CenturyTel nor any of the other incumbent LECs with which Charter has interconnection agreements assesses such a charge on Charter. Embarq has also charged Charter a non-recurring charge of between \$6.95 and \$9.41 for processing a DSR (*i.e.*, to place a Charter customer's listing into an Embarq directory). To Charter's knowledge, there is no cost support for this charge either and it likely exceeds Embarq's actual cost of placing Charter customer listings into Embarq directories. Neither CenturyTel nor most other incumbent LECs (including AT&T, Verizon, and Citizens-Frontier) with which Charter has interconnection agreements imposes such charges on Charter. In our opinion, Embarq's assessment of electronic storage and maintenance charges and DSR processing charges on competitors is an effort to replace lost wireline customer revenues.

21. In order to avoid paying the electronic storage and maintenance charges, Charter has had to establish a work-around such that Charter deals directly with Embarq's third-party directory assistance provider to include Charter listing information in Embarq's directory assistance database. In order to avoid paying the DSR processing charges, Charter has had to establish a work-around such that Charter deals directly with Embarq's third-party directory publisher to have Charter customer listing information included in Embarq's directories. In other words, in order to avoid these unreasonable charges, Charter has had to forego what we understand to be Charter's statutory right to have Embarq place Charter customer listing information in Embarq's directory assistance database and Embarq's directories.

CenturyTel's Refusal to Enter Into a Single Interconnection Agreement for All CenturyTel Incumbent LEC Operations in a State

22. CenturyTel's operations are highly decentralized, and CenturyTel has multiple incumbent LECs in at least some of the states in which it provides service. For example, CenturyTel has rural incumbent LECs and non-rural incumbent LECs in Wisconsin, and CenturyTel requires that Charter maintain separate interconnection agreements with each type of incumbent LEC.

23. By requiring that Charter enter into separate interconnection agreements for different CenturyTel incumbent LECs in a state, CenturyTel causes Charter to incur substantial unnecessary expenses. For example, Charter has been forced to incur the costs associated with negotiating two interconnection agreements in Wisconsin. Although those interconnection agreements were negotiated and arbitrated at the same time, the cost of these undertakings for two agreements was necessarily greater than would have been the case for one agreement.

CenturyTel's Refusal to Establish a Single Interconnection Point in a LATA

24. CenturyTel also requires Charter to establish at least one point of interconnection ("POI") for each CenturyTel incumbent LEC. This is so, even if two CenturyTel incumbent LECs operate within the same LATA. In these and other instances, CenturyTel has claimed, without any apparent basis, that a single POI for all of its incumbent LEC operations in a LATA is not technically feasible.

25. By requiring Charter to establish separate POIs in a LATA for each different CenturyTel incumbent LEC operating in the LATA, CenturyTel causes Charter to incur substantial unnecessary expenses. For example, Charter has been forced to incur the costs associated with obtaining and maintaining multiple redundant POIs within LATAs 352 and 354 in Wisconsin.

CenturyTel's Slow Rolling of Interconnection Agreement Negotiations

26. CenturyTel has a history of slow rolling the interconnection agreement negotiation process with Charter. For example, in some negotiations, CenturyTel has objected to proposed contract provisions, such as general billing provisions, that are standard in Charter's interconnection agreements with other incumbent LECs. CenturyTel's posture in interconnection agreement negotiations has forced Charter to seek resolution via state arbitrations or formal complaints to a far greater extent than has been the case with other incumbent LECs. Most recently, Charter filed arbitration petitions in Missouri, Texas, and Wisconsin in July 2008 after negotiations with CenturyTel for replacement interconnection agreements in all three states failed. At the time Charter filed its arbitration petitions, Charter had to seek resolution of approximately 30 to 40 issues each with CenturyTel's non-rural incumbent LECs in

Wisconsin, CenturyTel's rural incumbent LECs in Wisconsin, CenturyTel's incumbent LECs in Missouri, and CenturyTel's incumbent LECs in Texas. Charter was forced to arbitrate such basic issues as: (1) whether either party can unilaterally terminate the agreement without state regulatory commission approval; and (2) when certain changes in the law should be given retroactive effect. Unlike CenturyTel's position, Charter's position on both of these issues was consistent with standard industry practice. CenturyTel's interconnection agreement negotiation and arbitration tactics have imposed substantial and unnecessary transaction costs on Charter.

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

Carrie Cox
Carrie L. Cox

Dated: 2-26-09

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

Amy W. Hankins
Amy W. Hankins

Dated: 2/26/09