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March 11, 2009

EX PARTE PRESENTATION

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

Re: Transfer of Control of Embarq Corp. to CenturyTel, Inc., WC Docket No.
08-238

Dear Ms. Dortch:

This letter is to inform you that on March 10, 2009, Karen Puckett, President & COO, John F. Jones, and Timothy McIlveene, of CenturyTel, Tom Gerke, CEO, David C. Bartlett, Jeffrey Lanning, of Embarq, and I met with Acting Chairman Michael J. Copps and Paul Murray, Acting Legal Advisor to Acting Chairman Copps, in the above-referenced docket. CenturyTel and Embarq discussed the attached material during the meeting.

Pursuant to 47 C.F.R. § 1.1206, please include this ex parte filing in the above-referenced docket.

Sincerely,

/s/ Gregory J. Vogt

Gregory J. Vogt
Counsel for CenturyTel, Inc.

Enclosure

cc: Acting Chairman Michael J. Copps
Paul Murray

CenturyTel & Embarq:

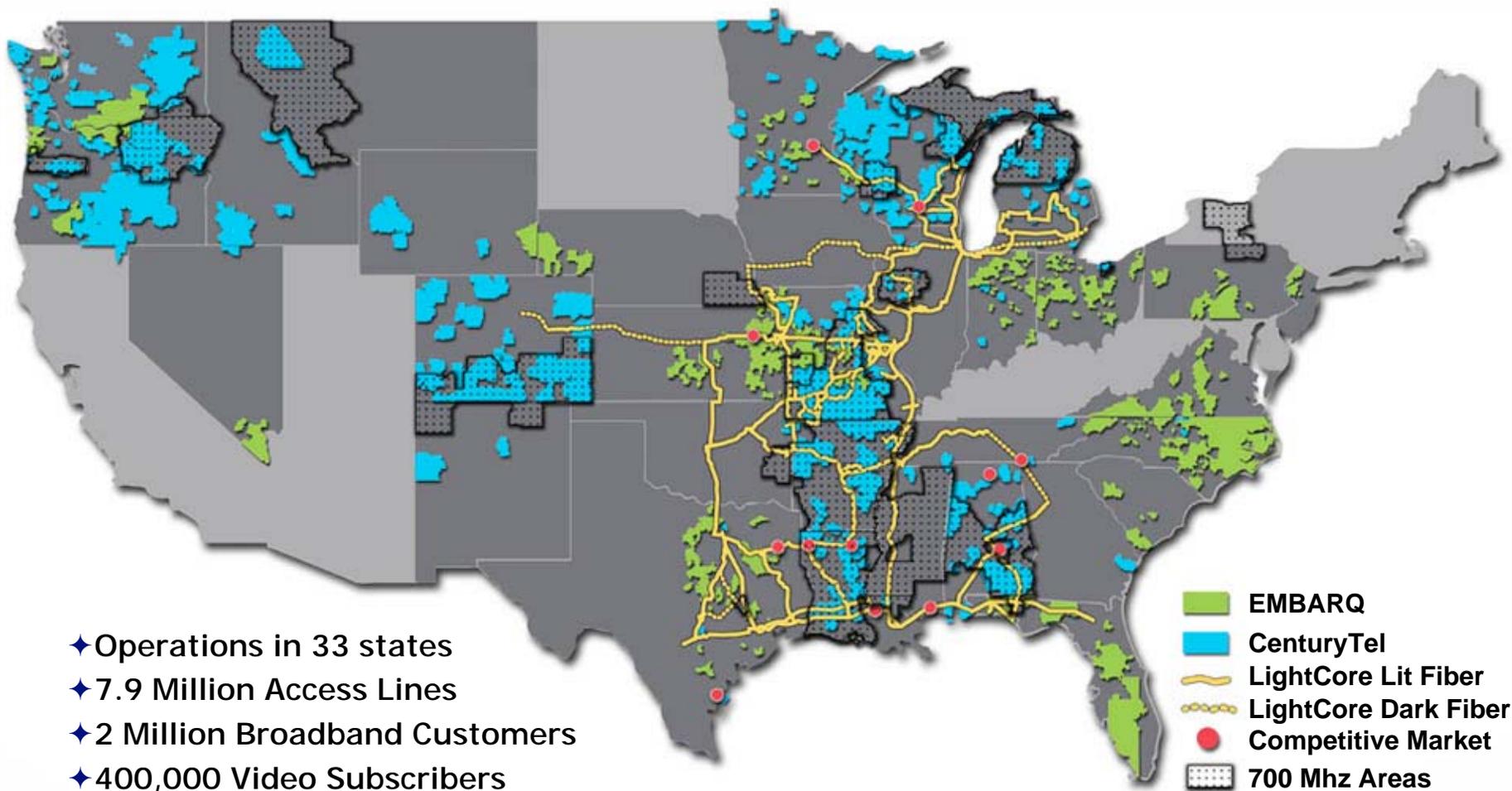
A Stronger Service Provider for Rural America

March 10, 2009

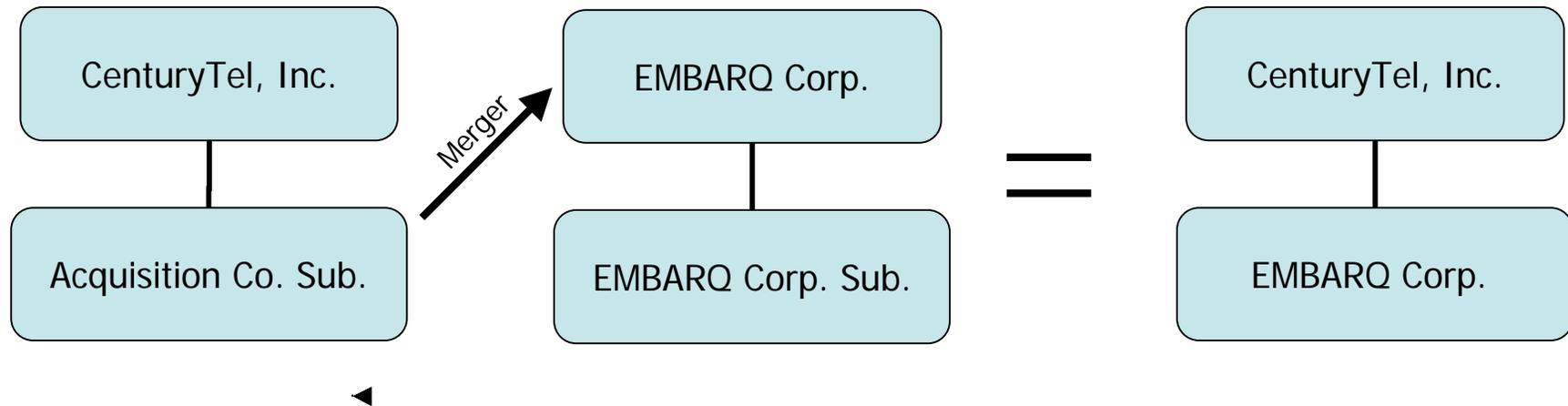
Transaction Basics

- ◆ Federal and state applications filed in November and December 2008. Public Notice released December 9, 2008.
- ◆ Joins two leading mid-size companies with a strong commitment to rural communities.
- ◆ Merger will maintain scale and create a stronger broadband competitor.
- ◆ Transaction has been approved in 6 states: Florida, Georgia, Mississippi, Minnesota, Nebraska, and Ohio.

A Leading National Service Provider



How the Transaction Works



- ◆ CTL Acquisition Co. subsidiary will merge with and into Embarq Corp.
- ◆ Embarq Corp. becomes wholly-owned subsidiary of CenturyTel, Inc.

Public Interest Benefits

- ✦ Transaction brings real public interest benefits.
 - ✦ Enhanced and diverse service offerings for consumers.
 - ✦ Creates a stronger service provider for end users and competitors.
 - ✦ Enables more fiber backbone competition.
 - ✦ Opportunities for IPTV and 700 Mhz offerings in more markets.
 - ✦ Improves back office systems for interconnectors.
 - ✦ Increases efficiencies, which is essential given line loss.
 - ✦ Allows seamless consumer transition.

A Financially Stronger Company

- ◆ Financial stability and access to capital allow reliable and innovative services in increasingly competitive marketplace.
 - ◆ Transaction requires no new debt. All-stock transaction.
 - ◆ Company expects to continue to be investment grade.
 - ◆ Maintaining financial strength is essential if company is to invest while losing lines.
- ◆ Greater financial and operational resources will help deliver long-term value to businesses and consumers.
 - ◆ \$8.8 billion in combined assets; net debt of \$5.8 billion.
 - ◆ \$11.6 billion transaction.

A Stronger Service Provider

- ◆ Transaction will enhance consumer choices.
- ◆ Company will be a more effective service provider and network investor by realizing efficiencies and maintaining scale.
- ◆ Company will provide better wholesale service for interconnectors.
- ◆ No significant competitive overlap between the companies, no competitive harms.

New Competition for Backbone Fiber Market

- ◆ CenturyTel's core fiber network
 - ◆ 17,000 mile backbone network
 - ◆ Enables transport efficiencies
 - ◆ Attractive product portfolio for businesses and consumers
- ◆ Major carriers already are core fiber subscribers, seeking alternative to other fiber backbone providers.
- ◆ Adding Embarq's market resources allows core fiber network to provide a stronger alternative provider to Verizon and AT&T, which dominate the backbone services market today.
- ◆ Merger also will enable extending core fiber to other markets.

Expanding Services for Customers

- ◆ Merged company will leverage network and operational efficiencies to bring innovative technology and product solutions to urban, suburban, and rural markets.
- ◆ Broadband – Combined company will be a leading broadband provider delivering increased coverage, higher speeds, increased value and greater choice. Merged company will be better able to invest.
- ◆ IPTV – CenturyTel has successful IPTV service in two markets. Merged company intends to add more markets.
- ◆ Wholesale – Combining companies delivers a stronger Wholesale Division, providing network services to wireless providers, IXCs, cable companies, payphone providers, ISPs, ILECs and CLECs.
- ◆ IP Solutions for Business – Embarq offers IP products, including managed services and security solutions, that support businesses of all sizes. Merged company intends to expand to CenturyTel areas.
- ◆ Wireless – CenturyTel's 700 MHz spectrum creates opportunity to enhance customers' broadband experience with wireless data and voice capabilities in multiple states. Merged company will be better able to develop this.

Stronger Back Office Systems

- ◆ Interconnectors will benefit as the best systems and processes of both companies are adopted.
- ◆ Company expects to consolidate back office systems and processes over time.
 - ◆ Embarq brings automated systems and award-winning wholesale service.
 - ◆ Embarq is already expanding its online ordering and provisioning systems.
 - ◆ Merger will allow progressive replacement of older, more manual processes.
- ◆ Any commenters' concerns are misplaced. Service would only be expected to improve.

Efficiencies, Scale and Best Practices

- ◆ The combined company expects to be an efficient, leading service provider by:
 - ◆ Adopting best practices and capabilities from each company
 - ◆ Combining systems like customer care, operational support, provisioning, and billing systems
 - ◆ Reducing corporate overhead, eliminating duplicate functions
 - ◆ Realizing operational efficiencies by maintaining scale
 - ◆ Expanding service offerings, such as through broadened IPTV and Wholesale footprints

Improving Employee Opportunities

- ◆ CenturyTel and Embarq share a culture of strong commitment to customers, employees, and communities.
 - ◆ Employees are a key element in the companies' success.
 - ◆ Companies are committed to competitive compensation and benefits to attract and retain talent.
 - ◆ Expanded footprint and new technologies such as IPTV and 700 Mhz offer new employment opportunities.
- ◆ Headquarters will remain in Monroe, LA - CenturyTel's current headquarters.
- ◆ A significant presence will remain in Overland Park, KS - Embarq's current headquarters.

A Merger of Mid-Size Companies

- ◆ CenturyTel and Embarq are independent telcos that grew by integrating smaller, largely rural carriers.
 - ◆ They serve only 1 of the nation's top 50 cities.
 - ◆ Combined 7.9 million lines are spread over 33 states.
 - ◆ 2 million broadband customers.
- ◆ They are unlike Bell companies.
 - ◆ Not significant facilities-based long distance or wireless carriers.
 - ◆ Widely dispersed, noncontiguous service territories.
 - ◆ Not subject to Section 271 obligations or antitrust consent decrees.
 - ◆ Facing competitors much larger than themselves.
- ◆ No antitrust concerns.
 - ◆ FTC granted early termination under HSR.
 - ◆ Companies don't compete, and wouldn't be expected to enter each other's markets.
 - ◆ Few adjacent markets; minimal CLEC overlaps.

Precedent Shows Conditions Unwarranted

- ◆ Commission precedent shows no conditions needed or warranted for this type of transaction.
 - ◆ Any merger conditions are to be narrowly tailored.
 - ◆ Any conditions are to address transaction-specific harms to competition created by the merger, if any.
 - ◆ They're unnecessary for obligations already imposed by law.
 - ◆ They're unnecessary if other forums are available to address an issue.

FCC Should Approve Promptly

- ◆ The merger benefits the public interest, promotes new services and investment, enhances competition.
- ◆ The combined company will be well-positioned to be a financially stable, leading rural service provider in a challenging economic environment.
- ◆ There are no competitive harms. Antitrust authorities have approved the merger, and commenters don't show that the transaction itself creates any harms.
- ◆ The Commission hasn't applied conditions to similar transactions.
- ◆ The Commission should approve without delay.
 - ◆ In the current environment, speed is essential.
 - ◆ National economic conditions are unstable.
 - ◆ Delay benefits no one.