

JENNER & BLOCK

May 29, 2009

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Ms. Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Samuel L. Feder
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Re: *Ex Parte Notice*,
WC Docket No. 08-238, Embarq Corporation, Transferor, and CenturyTel, Inc.,
Transferee, Application for Transfer of Control of Domestic Authorizations Under
Section 214 of the Communications Act;
WC Docket No. 05-25, Special Access Rates for Price Cap Local Exchange Carriers

Dear Ms. Dortch:

On May 28 and 29, 2009, representatives of CenturyTel and Embarq (collectively, the "Applicants") spoke to Commission staff about the above-referenced proceedings. On May 28, Greg Vogt on behalf of CenturyTel, and David Bartlett and I representing Embarq met with Jennifer Schneider and Mark Stone. Jeff Glover and Max Cox of CenturyTel, and Bill Cheek, David Zesiger, and Mike Hunsucker of Embarq participated in that meeting by phone. On May 29, Jeff Lanning of Embarq, Bill Cheek, Jeff Glover, Max Cox, Greg Vogt, and I spoke to Mark Stone by phone. Separately on May 29, Greg Vogt and I met with Jennifer Schneider and Randy Clarke. Jeff Glover and Max Cox of CenturyTel, and Bill Cheek, David Zesiger, and Mike Hunsucker of Embarq participated in that meeting by phone.

In these meetings, the Applicants reiterated the views expressed in their comments and other filings in WC Docket No. 08-238, and discussed the commitments they have offered in that proceeding. The Applicants explained the basis for their commitments, argued that they have addressed all concerns expressed in that proceeding, and urged the Commission to approve the CenturyTel-Embarq transaction promptly.

The Applicants also explained that the conditions sought by their competitors are not tied to any alleged harms caused by this merger, are unprecedented for a transaction like this one, and would hamper the merged company's ability to compete.

The Applicants also argued that the conditions sought related to special access are unwarranted for the same reasons and additionally because the wide majority of Applicants' special access revenues remain subject to price cap regulation without pricing flexibility, and that complaints about special access in WC Docket No. 05-25 have no bearing on the CenturyTel-Embarq transaction. CenturyTel also indicated that only 25 percent of its current properties are price-cap regulated, and that it will be converting to price caps for virtually all of its other properties on July 1. CenturyTel explained that its customers will see a significant drop in

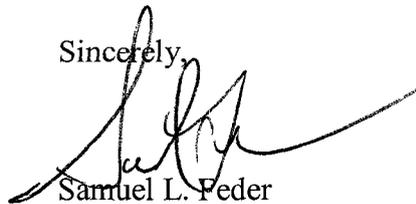
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special access prices upon that conversion and that it has not been granted any pricing flexibility in any of its markets. CenturyTel indicated that it would not file for pricing flexibility for at least a year after the merger.

The Applicants provided the attached presentation to Mark Stone. This presentation is substantially the same as the presentation Embarq filed in WC Docket No. 05-25 nearly two years ago, but with updated figures.

In accordance with §1.1206 of the Commission rules, one copy of this letter is being filed electronically via ECFS, and one delivered via email to each of the FCC participants.

Sincerely,

A handwritten signature in black ink, appearing to read 'S. Feder', with a long horizontal flourish extending to the right.

Samuel L. Feder