

June 19, 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:

CenturyTel, Inc. (“CenturyTel”) and Embarq Corporation (“Embarq”) (collectively the “Applicants”) submit this letter to expand and provide additional information about the commitments the Applicants made in their letter of April 10, 2009. Specifically, the Applicants make the following clarifications and additional commitments. Unless otherwise specified below, these commitments will expire in three years from the merger closing date.

For Embarq operating companies, the merged company will maintain substantially the service levels that Embarq has provided for wholesale operations, subject to reasonable and normal allowances for the integration of CenturyTel and Embarq systems.

- For two years after the merger closing date, the merged company will maintain service levels for the Embarq operating companies that are comparable to those Embarq wholesale customers experienced pre-merger.
- Orders will be processed in compliance with federal and state law, as well as the terms of applicable interconnection agreements.
- For two years after the merger closing date, Embarq will continue to produce and make available CLEC service performance reporting via its wholesale website consistent with state commission requirements, except during system integration. Such performance data is available to any requesting CLEC today with respect to its carrier specific data for each respective state. In addition, access to the system and/or performance data will be made available to the FCC upon request.
- For two years after the merger closing date, the Embarq operating companies will maintain the following service metrics on a quarterly basis, separately for the states of Florida, Nevada, Ohio, North Carolina, Virginia, and all other states in the aggregate:
 - Pre-ordering – average response time to pre-order queries calculated in seconds, which measures the number of seconds from Embarq’s receipt of a

query from a CLEC to the time Embarq returns the requested data to the CLEC.

- Provisioning – average completed interval measured in days, which measures the average number of business days from receipt of a valid, error-free service request to the completion date in the service order entry system for new, move and change service orders, separately for all UNE, resale, and other CLEC services;
 - Repair/Maintenance – customer trouble report rate, which measures the total number of network customer trouble reports received within a calendar month per 100 units/UNEs, separately for all UNE, resale, and other CLEC services;
 - Repair/Maintenance – average time to restore (service), which measures the average duration from the receipt of the customer trouble report to the time the trouble is cleared, separately for all UNE, resale, and other CLEC services; and
 - Work Center – center responsiveness, which measures the average time it takes Embarq’s work center to answer a call expressed as the percentage of calls that are answered within 20 seconds.
- For the above-described metrics, Embarq will maintain a comparison of actual quarterly results to a benchmark value to be set at the 12-month average results achieved from April 1, 2008 through March 31, 2009. Embarq will maintain service at a level that is no less than one standard deviation from the benchmark value, 90 percent of the time.
 - These metrics would be reported manually during system integration and made available to CLECs and the FCC as described above.
 - The Applicants plan to combine each company’s wholesale systems into a single platform for the merged company. To integrate systems, new code must be developed and implemented. It is possible that wholesale customers may experience temporary conversion related issues as systems are converted. The merged company will strive to minimize any potential impacts on wholesale customers.
 - A reasonable transition is anticipated whereby the Applicants intend to migrate onto their new systems on a market-by-market basis to facilitate a smooth transition.
 - Applicants will notify wholesale customers 30 days in advance of the anticipated integration of wholesale OSS on a market-by-market basis.

CenturyTel will integrate, and adopt for CenturyTel CLEC orders, the automated Operation Support Systems (“OSS”) of Embarq within fifteen months of the transaction’s close.

- This condition means that wholesale OSS will be provided through the Embarq companies’ automated IRES and successor EASE system.

In the interim, CenturyTel will devote additional resources to its existing manual CLEC order processing system to ensure that all local number portability requests are promptly processed.

- As of April 20, 2009, CenturyTel had already added 36% more employees to the existing 14 employees to handle port orders from carriers, for a total of 19. This number of employees will be maintained during the interim until integration. The merged company will continue to monitor the resources required to meet this commitment and will increase the number of employees necessary to port numbers in four business days and provide a firm order confirmation within one business day for normal levels of orders in compliance with FCC rules, subject to any requests by interconnectors for a later number porting date.
- CenturyTel companies will not proscribe the number of ports that can be processed.
- All CenturyTel CLEC customers are covered under this commitment.
- The merged company will comply with any new local number portability requirement once such new rule becomes effective, subject to any waiver granted of such new rules.

Applicants will improve CenturyTel companies' processing of wholesale orders as follows:

- Local number portability orders will be processed through Embarq OSS systems within fifteen months of the merger closing date.
- Provisioning intervals for DS1 loops may be amended, upon request, to include a 9 business day provisioning interval maximum.
- No later than fifteen months after completed OSS integration, the CenturyTel companies will provision DS1 loops within 6 business days, 80 percent of the time.
- Within 120 days of the merger closing date, the merged company will implement and make available to CLECS Embarq's TELRIC-compliant coordinated loop and bulk loop hot cut processes for use with UNE loops, xDSL-capable UNE loops and x-DSL capable UNE subloops offered by Embarq and CenturyTel operating companies.
- Within fifteen months of the merger closing date, maintenance and repair calls for DS1 or higher UNE services will be answered at the Embarq wholesale services operations center. In addition, the merged company will provide dedicated resources to handle wholesale maintenance and repair calls.
- When a number is ported from CenturyTel, E-911 records will be unlocked at the time of porting. Trouble reports involving locked E-911 records will be addressed within 24 hours.

The Applicants are willing to negotiate multiple interconnection contracts in a state at the same time in most circumstances when such consolidated negotiations will aid in addressing common issues.

- In many states, the Applicants operate both Rural and Nonrural companies with unique network and cost characteristics. For a period of two years after the closing date of the merger, the merged company is willing to negotiate all Rural company interconnection contracts in a state at the same time and all Nonrural company interconnection contracts in a state at the same time. These unified negotiations will include negotiation of common terms, but the company reserves the right during those unified negotiations to ask for individual terms which are unique to each operating company in the state. These individual terms are limited to rates, different physical interconnection points reflecting network configurations, or where unified terms are otherwise technically infeasible.
- Each legal entity will continue to have its own interconnection contract, but these contracts will be negotiated jointly as indicated above. Joint negotiations will substantially ease the burden on interconnecting carriers.
- As the carriers integrate operations, the companies expect that the merged company will naturally gravitate toward consistent terms in a state, albeit separately for Rural and Nonrural operating companies, subject to the necessary unique terms described above.
- No Embarq or CenturyTel legal entity shall, over the objections of an interconnecting party, terminate or change the conditions of a currently effective interconnection agreement, that is in its initial term, including the point of interconnection (POI), for a period of three years after the closing date of the merger.
- No Embarq or CenturyTel legal entity shall, over the objections of an interconnecting party, terminate or change the conditions of any other effective interconnection agreement, including the POI, for a period of two years after the closing date of the merger. This commitment excludes inactive agreements, which are those agreements that are not used by an interconnector to obtain service or for which a termination notice was sent prior to May 10, 2009.
- No party may opt into an existing agreements for a longer term than the end date specified in the previous two commitments. No opt-ins are permitted for inactive agreements.
- Neither the Applicants nor the interconnected carrier waive any rights to seek an amendment to reflect prior and future changes of law.
- During this period, the interconnection agreement may be terminated only via the interconnected carrier's request unless terminated pursuant to the agreement's "default provisions."

For a period of 12 months after the merger closing date, the merged company agrees not to file a forbearance petition that seeks to alter the current status of any facility currently offered as a loop or transport UNE under Section 251(c)(3) of the Act or to request any new pricing flexibility for special access services in any market.

For three years after the merger closing date, the CenturyTel and Embarq operating companies will offer to Internet service providers, for their provision of broadband Internet access service to ADSL-capable retail customer premises, ADSL transmission service in their respective territories that is functionally the same as the services they offered as of the date of the merger closing. Each local operating company's wholesale offering will be at a price not greater than its retail price in the same state for ADSL service that is separately purchased by customers who also subscribe to that local operating company's local telephone service.

- An ADSL transmission service shall be considered "functionally the same" as the service the CenturyTel or Embarq local operating company offered within its individual local operating company territory as of the merger closing date if the ADSL transmission service relies on ATM transport from the DSLAM (or equivalent device) to the interface with the Internet service provider, and provides a maximum asymmetrical downstream speed of up to 3.0 Mbps, where available (the "Broadband ADSL Transmission Service").
- Nothing in this commitment shall require any CenturyTel or Embarq local operating company to serve any geographic areas it currently does not serve with Broadband ADSL Transmission Service or to provide Internet service providers with broadband Internet access transmission technology that was not offered by that local operating company to such providers in its operating company territory as of the merger closing date.

The merged company expects to make substantial additional investment in broadband services. The merged company will offer retail broadband Internet access service to 100 percent of its broadband eligible access lines within three years of the merger closing date.

- To meet this commitment the merged company will make available retail broadband Internet access service with a download speed of 768 kbps to 90 percent of its broadband eligible access lines using wireline technologies within three years of the merger closing date. The merged company will make available retail broadband Internet access service *in accordance with the FCC's current definition of broadband* to the remaining broadband eligible access lines using alternative technologies and operating arrangements, including but not limited to satellite and terrestrial wireless broadband technologies.
- In addition, the merged company will make available retail broadband Internet access service with a download speed of (1) 1.5 Mbps to 87% of the broadband eligible access lines within two years of the merger closing date and (2) 3 Mbps to 75% of broadband eligible access lines within one year of the merger closing date, 78% of

broadband eligible lines within two years of the merger closing date, and 80% of broadband eligible lines within three years of the merger closing date.

- Broadband eligible access lines are defined as retail single-line residential and single-line business access lines.

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. Please contact me if you have any questions.

Respectfully submitted,

By: /s/ Gregory J. Vogt

John F. Jones
Jeffrey S. Glover
Robert D. Shannon
CenturyTel, Inc.
100 CenturyTel Park Drive
Monroe, LA 71203
(318) 388-9000

Gregory J. Vogt
Law Offices of Gregory J. Vogt, PLLC
2121 Eisenhower Ave.
Suite 200
Alexandria, VA 22314
(703) 838-0115

Of Counsel

Counsel for CenturyTel, Inc.

By: /s/ Samuel L. Feder

David C. Bartlett
John E. Benedict
Jeffrey S. Lanning
EMBARQ
701 Pennsylvania Ave, NW, Suite 820
Washington, DC 20004
(202) 393-7113

Samuel L. Feder
Jenner & Block LLP
1099 New York Ave., N.W.
Suite 900
Washington, D.C. 20001
(202) 639-6005

Of Counsel

Counsel for Embarq Corporation