

LAW OFFICES

**SANDALS & ASSOCIATES, P.C.**

ONE SOUTH BROAD STREET

SUITE 1850

PHILADELPHIA, PA 19107-3418

TELEPHONE (215) 825-4000

FAX (215) 825-4001

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WRITER'S DIRECT DIAL NUMBER  
215-825-4011**VIA: E-MAIL and FIRST CLASS MAIL**

Commissioner Michael J. Copps  
 Commissioner Jonathan S. Adelstein  
 Commissioner Robert McDowell  
 Federal Communications Commission  
 445 12<sup>th</sup> Street, SW  
 Washington, DC 20554

RE: Merger Application of Embarq Corp. and CenturyTel  
 Docket No: WC08 238

Dear Commissioners Copps, Adelstein and McDowell:

The purpose of this letter is to object to the pending merger of Embarq Corp. and CenturyTel and to request that the Federal Communications Commission refuse to approve this merger agreement until the applicants provide evidence that shareholders of both corporations have been given accurate information regarding the merger and that the merger will not damage the rights of retired Embarq employees.

This law firm, along with others shown below, represents Embarq retirees in a class action lawsuit filed in the U.S. District Court for the District of Kansas, styled as *Fulghum, et al. v. Embarq Corporation, et al.*, Case No. 07-CV-2602. The more than 13,000 plaintiffs and the members of the proposed class are retired, former long-term management and unionized employees of several regional and local telephone operating companies which eventually became wholly-owned subsidiaries of defendant Embarq upon its spin-off from Sprint in 2006. In this litigation, the Embarq retirees allege that Sprint and Embarq violated their rights under the Employee Retirement Income Security Act (ERISA) and the Age Discrimination in Employment Act (ADEA). As retired employees, plaintiffs and their eligible spouses and other dependents were participants in various ERISA-governed plans that were sponsored by Sprint, Embarq and their operating subsidiaries to provide medical, prescription drug and life insurance benefits during retirement. For many years during their retirements, the Embarq retirees received these benefits at no or minimal cost, which was consistent with the benefits plans' terms, and Embarq and Sprint's repeated written and oral representations that these benefits were for life, and once retirement commenced, could not be changed. At issue in the suit is Sprint and Embarq's elimination of the retiree medical benefits, prescription drug benefits and the reduction and elimination of company-paid life insurance benefits.

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Commissioner Michael J. Copps  
Commissioner Jonathan S. Adelstein  
Commissioner Robert McDowell  
June 24, 2009  
Page 2

The court in this case has already denied Embarq's motion to dismiss, and the parties are currently in the discovery phase of the litigation. A copy of the Second Amended Complaint is attached to this letter.

We ask the FCC to take appropriate action to halt the merger of Embarq and CenturyTel until they provide evidence that the risks of the merger have been properly explained to the shareholders and directors of both corporations and that the merged corporate entity will be able to guarantee the promised health insurance, life insurance and prescription drug benefits of retired telephone company workers.

It has recently come to our attention that the merger agreement proposed by Embarq and CenturyTel makes blatant misrepresentations, including the following:

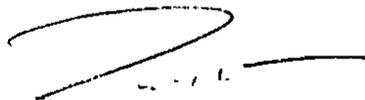
- The claim that all Embarq welfare benefits plans may be amended at any time to reduce or eliminate benefits.
- The claim that "no [Embarq] benefit plan provides health, medical or other welfare benefits after retirement."
- The claim that the plan has been administered in accordance with ERISA.
- The claim that "there are no pending, or to the Knowledge of [Embarq] threatened claims by or on behalf of any participant in any of the [Embarq] benefit plans... except for routine claims for benefits," and
- The claim in the "Litigation" section that "[t]here is no suit, action or other proceeding pending or, to the Knowledge of [Embarq], threatened against [Embarq] ... that, individually or in the aggregate, has had or would reasonably be expected to have a[n Embarq] Material Adverse Effect." ("Material Adverse Effect" defined as "any fact, circumstance, effect, change, event or development that materially adversely affects the business, properties, financial condition or results of operations of such Person and its Subsidiaries").

We attach an excerpt of the Amended Merger Agreement sent to the stockholders of Embarq and CenturyTel for their approval which contains these misrepresentations. In addition to the misrepresentations about retiree welfare benefits described above, in this portion of the merger agreement, filed with the Securities and Exchange Commission as Amendment 1 to form S-4 on December 22, 2008, Embarq is referred to as "Pine," making it particularly difficult for anyone, including shareholders or government regulators, to understand the substance of the merger agreement.

Commissioner Michael J. Copps  
Commissioner Jonathan S. Adelstein  
Commissioner Robert McDowell  
June 24, 2009  
Page 3

On behalf of the retirees of Embarq we ask that you take the appropriate regulatory actions to ensure that the merger agreement (1) accurately states the terms of Embarq's health, life and prescription drug benefits plans for retirees, (2) properly reflects the pending class action lawsuit, (3) guarantees that the directors and shareholders of CenturyTel are fully apprised of the pending claims and potential liabilities associated with this case, and (4) guarantees that the merged corporate entity will honor the rights of Embarq retirees and pay any judgment that results from this litigation. Many of our clients are old and in poor health. They are in dire need of the health insurance, life insurance, and prescription drug benefits that were promised to them by Embarq. We ask that you not allow this merger to occur until you have been assured that the merger agreement will not impair their right to the benefits to which they are entitled.

Sincerely,



Scott M. Lempert

SML:raw  
Encls.

Cc (all via email): Counsel for Plaintiffs  
Dianne A. Nygaard  
Alan M. Sandals  
Richard T. Seymour  
Bruce Kiplinger/Christopher J. Lucas  
Mary C. O'Connell  
R. Douglas Gentile  
Stewart W. Fisher

Counsel for Defendants  
Mark D. Hinderks  
Scott C. Hecht  
Michael L. Banks  
Joseph J. Costello  
James P. Walsh, Jr.

Federal Communications Commission General Counsel  
c/o Attorney Joel Rabinovitz

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF KANSAS**

\_\_\_\_\_  
WILLIAM DOUGLAS FULGHUM, )  
DORSEY DANIEL, JOHN DOUGLAS )  
HOLLINGSWORTH, WILLIE DORMAN, )  
ROBERT E. KING, CALVIN BRUCE JOYNER, )  
TIMOTHY DILLON, SUE BARNES, )  
WILLIAM GAMES, BETSY BULLOCK, )  
KENNETH A. CARPENTER, BETTY A. )  
CARPENTER, CARL W. SOMDAHL, )  
WILLIAM F. DUGGER, and LEWIS D. SAMS, )  
Individually and on behalf of all )  
others similarly situated, )

and )

FAYE P. ABBOTT, JUDITH R. ADAMS, )  
LOIS J. AINSLEY, ROBERT D. )  
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NOAH ALFRED BEAMON, JENETTE C. BELL, )

**CIVIL ACTION  
CASE NO. 07-2602 (KHV/JPO)**

**SECOND  
AMENDED COMPLAINT -  
CLASS ACTION**

**JURY TRIAL DEMANDED**

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BARBARA P. MOORING, WILLIAM C. )  
MORRIS, EVELYN F. MORROW, PATRICIA B. )  
MORROW, NANCY J. MOSELEY, NORMAN )  
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JEWELL H. PEARSALL, LUTHER D. ) )  
PEARSALL, SR., ETHEL J. PEEDIN, LUCILLE ) )  
PEELE, DAVID B. PEPPER, THEODORE B. ) )  
PERRITT, ROBERT L. PERRY, LINDA P. ) )  
PERRY, ALBERT RAY PHELPS, VIOLET W. ) )  
PHILLIPS, FAYE E. PHYKITT, BRENDA S. ) )  
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SEADORE, GEORGE T. SESSOMS, SR., RITA ) )  
T. SEXTON, VIRGIL B. SHAW, GAYNELLE S. ) )  
SHIPP, VICKIE A. SHIVAR, DOUGLAS E. ) )  
SIBBETT, BETTY GAYLE SIMMONS, ) )  
MILFORD L. SIMMONS, MAUREEN L. ) )  
SIMMONS, BRYANT SIMMONS, JR., ARTHUR ) )  
D. SIMONEAU, LEON H. SIMPKINS, WILLARD ) )

G. SIMPSON, WILTON A. SMITH, BARBARA S.)  
SMITH, FRANKLIN D. SMITH, LINDA FAYE )  
SMITH, BETTY G. SMITH, ZELIA S. SNEAD, )  
MARTHA J. SNEAD, TALMADGE R. SNEAD, )  
RONALD D. SONDERGARD, RACHEL O. )  
SPANN, FRANK J. SPARKS, GEORGE R. )  
SPEIGHT, JAMES A. SPEIGHT, JAMES A. )  
SPRUILL, DORIS A. STAINBACK, GERALD T. )  
STALLINGS, MARGARET A. STALLINGS, )  
JOHN HAROLD STALLINGS, WILLIAM W. )  
STALLINGS, RAYMETA B. STANCIL, )  
CARLENE STANLEY, JAMES E. STANLEY, )  
DONALD G. STEELE, ESTATE OF BLANCHE )  
R. STELL, CHARLES W. STEPHENS, JR., )  
FLOYD W. STEWART, PEGGY A. STEWART, )  
LEVY C. STILLEY, JAMES A. STOCKS, )  
STANLEY M. STONE, SR., HAZEL STOX, )  
GRADY C. STRICKLAND, PATRICIA L. )  
STRICKLAND, OWEN W. STRICKLAND, )  
LINDA P. STRICKLAND, CLAYTON THOMAS )  
STRICKLAND, RAYMOND O. STRUM, )  
BOBBY G. SUGGS, DIANNE M. SUMMERLIN, )  
MATTIE BASS SUMNER, ELIZABETH V. )  
SUMNER, BILLY V. SUTTON, CECIL E. )  
SWINSON, REBECCA R. SWINSON, KENNETH )  
H. SYKES, KENNETH F. TARLETON, GRADY )  
TART, EMMETT L. TATUM, JR., CAROL J. )  
TAYLOR, CURTIS V. TAYLOR, EDMOND R. )  
TAYLOR, JENNINGS B. TEAL, SR., HUBERT D.)  
TERRY, VIRGINIA TEW, MARY L. )  
THARRINGTON, GARLAND V. THOMAS, )  
DONALD L. THOMAS, PEARL N. THOMPSON, )  
ROY H. THOMPSON, CARLTON G. )  
THOMPSON, ELLA W. THOMPSON, GENE R. )  
THOMPSON, ELIZABETH J. THORNELL, )  
MELODY J. THURSBY, CLENNIS T. )  
TOLSTON, HENRY T. TOLSTON, ANNIE )  
ROBINSON TREVATHAN, DAPHNE B. TRIPP, )  
GERALDINE H. TUCKER, SHELBY JEAN )  
TURNAGE, JESSE L. TURNER, ROBERT C. )  
TYNDALL, HENRY H. UMPHLET, JEAN )  
VARNELL, JOANN A. VAUGHAN, VERCHIE A.)  
VICK, RONALD VICK, SUSIE P. VICK, )  
ALFRED M. WADDELL, JR., MARY FRANCES )  
WAGNER, CAROLYN R. WAGNER, SHIRLEY )  
B. WAINWRIGHT, JEAN M. WALDEN, ROSA )

A. WALKER, ANGELA WALKER, CHARLES )  
W. WALL, JOYCE F. WALLACE, CHARLES G. )  
WALLACE, RANDY W. WALLACE, EDITH A. )  
WALSTON, LORENE P. WALTERS, GEORGE )  
M. WALTERS, JR., JANICE C. WARD, JOHN T. )  
WARD, MYRTLE W. WARD, HASSELL RAY )  
WARDSWORTH, REBECCA B. WARREN, )  
RUBY J. WATERS, MARTHA R. WATERS, )  
FRANCES H. WATSON, RICHARD B. )  
WEATHERINGTON, EVELYN G. WEBB, )  
BATTLE BROOKS WEBB, EARLDEAN T. )  
WEBB, ELLIE H. WEBB, JOSEPH W. WEEKS, )  
MARGARET WETHINGTON, WALTER )  
THOMAS WHEELER, WALTER C. WHITE, )  
HENRY M. WHITE, MARY M. WHITE, )  
KENNETH L. WHITE, TRUDY C. WHITE, )  
VIVIAN M. WHITE, TREACY TURNER )  
WHITE, LOUISE M. WHITEHURST, GEORGE F.)  
WHITEHURST, NANCY B. WHITEHURST, )  
ELLIS REID WHITFORD, SR., BILLY S. )  
WILDER, BONNER WILDER, GORDON EARL )  
WILKINS, JR., ANN W. WILKINSON, )  
BRADLEY WILLAFORD, GEORGE E. )  
WILLIAMS, JULIA V. WILLIAMS, CONNIE L. )  
WILLIAMS, HERSCAL P. WILLIAMS, MARY C.)  
WILLIAMS, ROY K. WILLIAMS, CARL B. )  
WILLIAMS, HAZEL C. WILLIAMS, ROGER )  
BERT WILLIAMS, MOLLIE L. WILLIAMSON, )  
MARGIE E. WILLIAMSON, T.P. WILLIAMSON, )  
LICE L. WILLIFORD, JERRY D. WILLIFORD, )  
RALPH L. WILLIFORD, JEAN WILSON, )  
HOWARD C. WILSON, JR., ANN D. )  
WINBORNE, SONYA L. WINSTEAD, )  
FRANCES M. WINSTEAD, DERWOOD L. )  
WINSTEAD, MARION BRANCH WINSTEAD, )  
GRADY H. WINSTEAD, SR., WILLIAM BOYD )  
WOOD, THOMAS H. WOODARD, BILLY G. )  
WOODARD, JOHN E. WOODLIEF, ALICE B. )  
WOODRUFF, STEVEN G. WOODWARD, )  
VERNELL H. WOOLARD, DARRELL )  
WOOLARD, DAVID F. WOOLSEY, EARL D. )  
WOOTEN, JOHN T. WORRELL, LYNWOOD R. )  
WORRELL, JR., LYDIA B. WYNNE, ANNIE T. )  
WYNNE, JANET N. WYNNE, GUY E. YORK, )  
ERNEST H. YOUNG, DAVID M. YOUNG, )

and KATHY BEACH JONES	)
	)
Plaintiffs,	)
	)
v.	)
	)
EMBARQ CORPORATION,	)
EMBARQ RETIREE MEDICAL PLAN,	)
EMPLOYEE BENEFITS COMMITTEE	)
OF EMBARQ CORPORATION	)
AS PLAN ADMINISTRATOR OF THE	)
EMBARQ RETIREE MEDICAL PLAN,	)
SPRINT NEXTEL CORPORATION,	)
EMBARQ MID-ATLANTIC MANAGEMENT	)
SERVICES COMPANY f/k/a SPRINT	)
MID-ATLANTIC TELECOM, INC., SPRINT	)
RETIREE MEDICAL PLAN, GROUP	)
HEALTH PLAN FOR CERTAIN RETIREES	)
AND EMPLOYEES OF SPRINT	)
CORPORATION, SPRINT WELFARE	)
BENEFIT PLAN FOR RETIREES AND NON-	)
FLEXCARE PARTICIPANTS, SPRINT	)
GROUP LIFE AND LONG-TERM	)
DISABILITY PLAN, CAROLINA	)
TELEPHONE AND TELEGRAPH COMPANY,	)
LLC f/k/a CAROLINA TELEPHONE AND	)
TELEGRAPH COMPANY, GROUP LIFE,	)
ACCIDENTAL DEATH AND	)
DISMEMBERMENT AND DEPENDENT	)
LIFE PLAN FOR EMPLOYEES OF	)
CAROLINA TELEPHONE AND	)
TELEGRAPH COMPANY, CAROLINA	)
TELEPHONE AND TELEGRAPH	)
COMPANY VOLUNTARY	)
EMPLOYEES' BENEFICIARY ASSOCIATION	)
SICKNESS DEATH BENEFIT PLAN, and	)
RANDALL T. PARKER AS	)
PLAN ADMINISTRATOR FOR ALL OF THE	)
EMPLOYEE WELFARE BENEFIT PLANS	)
OF EMBARQ CORPORATION AND	)
CAROLINA TELEPHONE AND	)
TELEGRAPH COMPANY, LLC,	)
	)
Defendants.	)
	)

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## INTRODUCTION

1. This is an action for declaratory, injunctive, and other equitable relief, as well as damages and other monetary relief, to redress the deprivation of rights secured to Plaintiffs and the members of the Class and Sub-Classes by the following laws:

- a. the Employee Retirement Income Security Act of 1974, 29 U.S.C. § 1001, *et seq.* (“ERISA”);
- b. the Age Discrimination in Employment Act of 1967, 29 U.S.C. §§ 621 *et seq.* (“ADEA”);
- c. the Ohio Civil Rights Act, Ohio Rev. Code §§ 4112.01 *et seq.*;
- d. the Oregon Unlawful Discrimination Law; O.R.S. §§ 659A.001 *et seq.*;
- and
- e. the Tennessee Human Rights Act, Tenn. Stat. §§ 4-21-101 *et seq.*

2. Plaintiffs and the members of the Class and Sub-Classes are retired employees of various national, regional and local telecommunications operating and supply companies which are now wholly-owned subsidiaries of Defendant Embarq Corporation.

3. Plaintiffs seek relief for the following unlawful actions of Defendants:

- a. the elimination of company-sponsored and company-paid medical and prescription drug coverage and coverage subsidies provided to Medicare-eligible retirees and their Medicare-eligible dependents; and
- b. the elimination of company-sponsored and company-paid life insurance coverage in excess of \$ 10,000 provided to retirees and their dependents, and the elimination of all such life insurance coverage provided to retirees of Carolina Telephone and Telegraph Company who are participants in the Carolina Telephone and Telegraph Company Voluntary Employees

Beneficiary Association Plan (“VEBA”), also known as the Sickness  
Death Benefit Plan.

### JURISDICTION

4. The jurisdiction of this Court is invoked pursuant to ERISA, 29 U.S.C. §§ 1132(a)(1) and (3) and 1132(e), the Declaratory Judgment Act, 28 U.S.C. §§ 2201-02, the ADEA, 29 U.S.C. § 626(b), the general federal question jurisdiction statute, 28 U.S.C. § 1331, and with respect to the state law claims, the supplemental jurisdiction statute, 28 U.S.C. § 1367(a). Jurisdiction is also invoked pursuant to the diversity jurisdiction statute, 28 U.S.C. § 1332, as amended by the Class Action Fairness Act of 2005, Pub. L. 109-2, 119 Stat. 14. The requirements of 28 U.S.C. § 1332(d)(1) are met, in that the aggregate amount in controversy exceeds \$ 5,000,000 (five million dollars) exclusive of interest and costs, and numerous class members are citizens of states other than those states in which one or more defendants are citizens. Upon information and belief, fewer than one-third of the Class members are citizens of Kansas, and fewer than one-third of the members of the Ohio, Oregon, or Tennessee Age Claim Sub-Classes are citizens of Kansas.

5. Before filing this action, Plaintiffs Fulghum, Daniel, Hollingsworth, Dorman, Joyner, Barnes, Games and Bullock filed Charges of Discrimination based upon age with the Equal Employment Opportunity Commission (EEOC). More than 60 days have elapsed since the filing of these Charges of Discrimination and the EEOC has issued or is issuing Right to Sue letters to these Plaintiffs. This Amended Complaint is being filed before the expiration of ninety days from the receipt of these Notices. These Plaintiffs now assert claims under the Age Discrimination in Employment Act (ADEA), 29 U.S.C. § 626(b), and demand jury trial of all such claims triable by jury.

6. Before filing this action, certain Plaintiffs and other Class members notified

Defendant Randall T. Parker, the Director of Benefits and Plan Administrator of the relevant benefits plans of Embarq Corporation and Carolina Telephone and Telegraph, that they were demanding that their medical, prescription drug and life insurance benefits be restored to them. Defendant Parker and other Defendants have failed to restore any of these benefits to Plaintiffs or to any other Class member.

7. Plaintiffs have exhausted any administrative remedies that may be required under ERISA, to the extent any such remedies are available under the terms of the ERISA benefit plans at issue in this case. In the alternative, any attempt to exhaust administrative remedies is not required by law or would be futile for the following reasons:

- a. no administrative remedy is required under the applicable laws, and specifically no administrative remedy is required for Plaintiffs to bring their ERISA claims for breach of fiduciary duty;
- b. due to the actions of Defendant Embarq Corporation challenged in this action, the relevant plans no longer provide these benefits, and any claim made to the plans for such benefits by any Plaintiff or member of the Class would be futile, inasmuch as the Plan Administrators would have no authority to grant these benefits. Indeed, when Defendant Embarq announced the challenged benefits cutbacks to Plaintiffs and the members of the Class in July 2007, it did not advise them that any plan-related review procedure was available to them, nor did it otherwise indicate that any form of administrative exhaustion was required. The remedies sought by Plaintiffs and the members of the Class and required by law therefore cannot be provided by the Plan Administrators because they require

- actions to amend the plans by the Plan Sponsors, including but not limited to Defendant Embarq Corporation;
- c. the cutbacks of medical, prescription drug and life insurance benefits were planned and executed at the highest executive levels of Defendant Embarq Corporation, such that the Plan Administrators of the relevant benefit plans cannot provide any of the remedies sought by Plaintiffs and the members of the Class through the administrative processes provided by the plans; and
  - d. the delay of this litigation by fruitless administrative proceedings would further damage and injure Plaintiffs and the members of the Class, many of whom are elderly retirees who need their medical, prescription drug, and life insurance benefits. Plaintiffs and the members of the Class would be prejudiced by the continued denial of those benefits and any further delay in the resolution of this case by administrative proceedings.

#### VENUE

8. Venue lies in this District under ERISA § 502(e)(2), 29 U.S.C. § 1332(e)(2), under the ADEA, 29 U.S.C. § 626(b), and/or under 28 § 1391(b)-(c), because Defendants reside or may be found in this District, the benefit plans at issue were administered in part in this District, the breaches and/or unlawful acts took place in this District, numerous Class members reside within this District, and a substantial part of the events giving rise to the claims occurred in this District.

**PARTIES**

**PLAINTIFFS**

9. Plaintiff William Douglas Fulghum is a resident of Fayetteville, North Carolina. Mr. Fulghum was employed by Carolina Telephone and Telegraph Company and other predecessor corporations to Defendant Embarq Corporation. He is a participant in the ERISA plans at issue in this lawsuit within the meaning of 29 U.S.C. § 1002(7). Mr. Fulghum was born in 1938, began working for defendant corporations on or about June 1956, and retired on or about September 1, 1996 at the age of 58. He is currently 69 years old.

10. Plaintiff Dorsey Daniel is a resident of Tarboro, North Carolina. Mr. Daniel was employed by Carolina Telephone and Telegraph Company and other predecessor corporations to Defendant Embarq Corporation. He is a participant in the ERISA plans at issue in this lawsuit within the meaning of 29 U.S.C. § 1002(7). Mr. Daniel was born in 1940, began working for defendant corporations on or about July 1965, and retired on or about June 1, 1999 at the age of 58. He is currently 67 years old.

11. Plaintiff John Douglas Hollingsworth is a resident of Fayetteville, North Carolina. Mr. Hollingsworth was employed by Carolina Telephone and Telegraph Company and other predecessor corporations to Defendant Embarq Corporation. He is a participant in the ERISA plans at issue in this lawsuit within the meaning of 29 U.S.C. § 1002(7). Mr. Hollingsworth was born in 1944, began working for defendant corporations on or about June 1964, and retired on or about December 30, 2001 at the age of 57. He is currently 63 years old.

12. Plaintiff Willie Dorman is a resident of Erwin, North Carolina. Mr. Dorman was employed by Carolina Telephone and Telegraph Company and other predecessor corporations to Defendant Embarq Corporation. He is a participant in the ERISA plans at issue in this lawsuit

within the meaning of 29 U.S.C. § 1002(7). Mr. Dorman was born in 1938, began working for defendant corporations on or about April 1959, and retired on or about March 1, 1994 at the age of 56. He is currently 69 years old.

13. Plaintiff Robert E. King is a resident of Ocala, Florida. Mr. King was employed by United Telecom of Florida, Sprint of Florida, and other predecessor corporations to Defendant Embarq Corporation. He is a participant in the ERISA plans at issue in this lawsuit within the meaning of 29 U.S.C. § 1002(7). Mr. King was born in 1930, began working for defendant corporations on or about April 1959, and retired on or about September 1, 1993 at the age of 63. He is currently 77 years old.

14. Plaintiff Calvin Bruce Joyner is a resident of Tarboro, North Carolina. Mr. Joyner was employed by Carolina Telephone and Telegraph Company and other predecessor corporations to Defendant Embarq Corporation. He is a participant in the ERISA plans at issue in this lawsuit within the meaning of 29 U.S.C. § 1002(7). Mr. Joyner was born in 1938, began working for defendant corporations on or about June 25, 1956, and retired on or about March 1, 1994 at the age of 56. He is currently 69 years old.

15. Plaintiff Timothy Dillon is a resident of Niceville, Florida. Mr. Dillon was employed by Florida Telephone Company, North Supply Company and other predecessor corporations to Defendant Embarq Corporation. He is a participant in the ERISA plans at issue in this lawsuit within the meaning of 29 U.S.C. § 1002(7). Mr. Dillon was born in 1943, began working for defendant corporations on or about May 1969, and retired on or about December 2002 at the age of 59. He is currently 64 years old.

16. Plaintiff Sue Barnes is a resident of Wilson, North Carolina. Ms. Barnes was employed by Carolina Telephone and Telegraph Company and other predecessor corporations to

Defendant Embarq Corporation. She is a participant in the ERISA plans at issue in this lawsuit within the meaning of 29 U.S.C. § 1002(7). Ms. Barnes was born in 1941, began working for defendant corporations on or about September, 1959, and retired on or about March, 2003 at the age of 61. She is currently 66 years old.

17. Plaintiff William Games is a resident of Camden, North Carolina. Mr. Games was employed by Carolina Telephone and Telegraph Company and other predecessor corporations to Defendant Embarq Corporation. He is a participant in the ERISA plans at issue in this lawsuit within the meaning of 29 U.S.C. § 1002(7). Mr. Games was born in 1940, began working for defendant corporations on or about October, 1959, and retired on or about December 31, 2001 at the age of 61. He is currently 67 years old.

18. Plaintiff Betsy Bullock is a resident of Tarboro, North Carolina. Ms. Bullock was employed by Carolina Telephone and Telegraph Company and other predecessor corporations to Defendant Embarq Corporation. She is a participant in the ERISA plans at issue in this lawsuit within the meaning of 29 U.S.C. § 1002(7). Ms. Bullock was born in 1943, began working for defendant corporations on or about August, 1971, and retired on or about December 31, 2001 at the age of 58. She is currently 64 years old.

19. Plaintiff Kenneth A. Carpenter is a resident of Mansfield, Ohio. Mr. Carpenter was employed by United Telephone Company of Ohio and other predecessor corporations to Defendant Embarq Corporation. He is a participant in the ERISA plans at issue in this lawsuit within the meaning of 29 U.S.C. § 1002(7). Mr. Carpenter was born in 1938, began working for defendant corporations on or about 1965, and retired on or about January 1, 1998 at the age of 59. He was employed in Ohio from 1971 to the date of his retirement. He is currently 69 years old.

20. Plaintiff Betty A. Carpenter is a resident of Mansfield, Ohio. Ms. Carpenter was employed by United Telephone Company of Ohio and other predecessor corporations to Defendant Embarq Corporation. She is a participant in the ERISA plans at issue in this lawsuit within the meaning of 29 U.S.C. § 1002(7). Ms. Carpenter was born in 1942, began working for defendant corporations on or about 1978, and retired on or about November 1, 1997 at the age of 55. She was employed in Ohio from 1978 to the date of her retirement. She is currently 65 years old.

21. Plaintiff Carl W. Somdahl is a resident of Pacific City, Oregon. Mr. Somdahl was employed by United Telephone Company of the Northwest and other predecessor corporations to Defendant Embarq Corporation. He is a participant in the ERISA plans at issue in this lawsuit within the meaning of 29 U.S.C. § 1002(7). Mr. Somdahl was born in 1934, began working for defendant corporations on or about 1977, and retired on or about January 1999 at the age of 65. He was employed in Oregon from 1977 to the date of his retirement. He is currently 74 years old.

22. Plaintiff William F. Dugger is a resident of Gleneden Beach, Oregon. Mr. Dugger was employed by United Telephone Company of the Northwest and other predecessor corporations to Defendant Embarq Corporation. He is a participant in the ERISA plans at issue in this lawsuit within the meaning of 29 U.S.C. § 1002(7). Mr. Dugger was born in 1924, began working for defendant corporations on or about 1966, and retired on or about November 1985 at the age of 61. He was employed in Oregon from 1966 to the date of his retirement. He is currently 83 years old.

23. Plaintiff Lewis D. Sams is a resident of Johnson City, Tennessee. Mr. Sams was employed by United Inter-Mountain Telephone Company and other predecessor corporations to

Defendant Embarq Corporation. He is a participant in the ERISA plans at issue in this lawsuit within the meaning of 29 U.S.C. § 1002(7). Mr. Sams was born in 1935, began working for defendant corporations in 1964, and retired on or about August 1994 at the age of 59. He was employed in Tennessee from 1964 to the date of his retirement. He is currently 73 years old.

24. Plaintiffs Fulghum, Daniel, Hollingsworth, Dorman, Joyner, Barnes, Games, and Bullock all filed Charges of Discrimination with the Equal Employment Opportunity Commission (“EEOC”) alleging age discrimination. More than 60 days have elapsed since the filing of these Charges of Discrimination and the EEOC has issued Right to Sue letters to these Plaintiffs. This Amended Complaint is being filed before the expiration of ninety days from the receipt of these Notices.

25. Plaintiffs Fulghum, Daniel, Hollingsworth, Dorman, King, Joyner, Dillon, Barnes, Games, Bullock, Kenneth A. Carpenter, Betty A. Carpenter, Somdahl, Dugger, and Sams file this lawsuit on behalf of themselves individually and as representatives of others who are similarly situated. Additionally, the following persons and Class members, who shall be referred hereinafter as the “Individual Age Discrimination Plaintiffs” join this lawsuit individually for the purpose of bringing their own claims of age discrimination: Faye P. Abbott, Judith R. Adams, Lois J. Ainsley, Robert D. Aldridge, James L. Alford, Mary S. Allen, Johnny W. Allen, Thomas G. Allgood, Jr., Evelyn A. Allgood, Estate Of Henry W. Ammons, Clara W.L. Anderson, Mary Ellen Anderson, Anzilia K. Anderson, Howard D. Armstrong, Donald E. Armstrong, James E. Armstrong, Michael L. Atkinson, Dwight C. Autry, Lila H. Autry, Charles E. Autry, James L. Autry, W.J. Avent, Effie H. Avery, Janie B. Ayers, George W. Bailey, Lough Massey Baker, Joseph K. Baker, Ophelia H. Baker, Shelby M. Baker, Rufus James Baker, Mary Harrell Baker, Johnny Preston Baker, William A. Baker, Clifford E. Ball, Naomi M. Ball, Thomas V. Barden,

Katie Cook Barnes, Willie E. Barnes, Thomas Scott Barnes, Judith W. Basnight, Gerald Bass, Verona W. Bass, Carolyn J. Batchelor, Frances L. Batts, Gerald C. Batts, Mary P. Batts, Madeline B. Beach, Carl Beacham, Jr., Linda C. Beaman, Noah Alfred Beamon, Jenette C. Bell, V. Allen Bender, Iii, John O. Benson, Peggy J. Biggs, Ronnie Bill, L.S. Blades, Iii, Essie L. Blalock, Curtis W. Bland, Wynona H. Blount, Mel Steven Bobbitt, Johnny D. Bordeaux, Ann L. Boyette, Jack H. Boyette, Geraldine E. Boyette, Mary B. Boykin, Marian E. Bracy, Joyce C. Bracy, Thelma Robbins Braddy, Janice C. Braddy, Claude Braddy, Jr., Steven P. Bradley, Jean T. Bradshaw, Edward R. Brady, Mary Ann Brame, Charles M. Bratcher, Josephine S. Bratcher, Linda G. Brewer, James Woodie Britt, Mary E. Britton, Audrey A. Brown, Henry W. Brown, William P. Brown, Graham T. Brown, Carol J. Brown, Janice Brown, Eddie R. Brown, Gordon D. Brunson, Marie W. Bucknam, Geneva E. Bullock, Mattie J. Bullock, Patricia W. Bunch, Tony A. Bunch, Carol S. Burchette, John Lee Burgess, James F. Burnette, Ethel A. Burns, Clayton O. Burriss, Jr., Diamond H. Butler, Franklin D. Butler, Dorothy G. Butler, Robert C. Byrd, Ruth M. Cagle, Bertha S. Campbell, Shirley G. Canady, Kerry W. Carawan, Daniel H. Carlisle, Stanton R. Carnes, Estate Of Milton R. Carpenter, Betty M. Carr, Dolores P. Carraway, Linda K. Carroll, Lucille H. Carta, Carl Ray Carter, Melvin S. Carter, Bernard John Carter, Jr., Lois Ann Carver, Bobby B. Cashwell, Glenn M. Causway, John W. Cherry, Linda W. Chesson, Betty W. Chesson, Eileen L. Childers, Ann P. Chipps, Daisy A. Clark, Donald R. Clark, Donald E. Clark, Robert L. Clegg, Shirley W. Cleland, Cullen Cobb, Jr., Earl G. Coble, Josie D. Cofield, Annie M. Coggins, Colleen H. Coker, Naomi M. Coker, Alvin L. Coley, Linda C. Coley, Victoria C. Collins, Raymond A. Collins, Joyce L. Connor, Nancy D. Cook, Carl T. Cooley, William H. Cooley, Ann G. Cooper, Charles W. Cooper, Callie L. Cooper, Edward G. Corey, James H. Council, Dolly E. Cox, Walter L. Cratch, John W. Craver, Henry E. Creel, Arvey O. Crocker, Jr., Shelby A.

Croom, Melvin D. Crumpler, Marshall W. Crumpler, Nancy R. Curtis, Harold B. Cutler, Jack E. Cutler, Vernon R. Dail, Ada F. Daniel, Terry F. Daniels, Ulyss Glenn Daughtridg, Belva J. Davenport, Shelby F. Davenport, Billy E. Davidson, Robert I. Davis, Selma W. Davis, Hinton Carlton Davis, Helen I. Davis, Lesly B. Davis, Vivian W. Davis, Jack D. Dawson, Betty W. Deal, Walter F. Deal, Janis S. Dempster, Betty Jean Dennie, Bobby C. Dennie, Marcelene D. Denny, Richard H. Denton, Grace J. Devane, Edward M. Dickens, Margaret S. Dildy, Charles T. Dorman, Paul D. Dorman, Gordon H. Doughtie, Lena W. Doughtie, Martha M. Douglas, Isabel Downing, Eugene F. Dozier, William P. Duckett, Jr., George F. Duke, Julia J. Duke, Lois W. Dunn, Bobby E. Dunn, Robert W. Duvall, Dolly O. Eastwood, Billy Y. Edgerton, Bobby Ray Edmondson, Amy T. Edwards, W. Thomas Edwards, Finley C. Edwards, Mary Eldridge, Mildred T. Elks, Eva Kaye G. Ellington, Larry T. Ellis, Lucille B. Ellis, Louis E. Ellis, Michael L. Ellis, Christine K. Ellis, William E. Elmore, Betty Elmore-Stancill, Selby A. Etherdige, Jr., Carolyn R. Evans, Kermit M. Evans, Tony W. Evans, Vonita H. Evans, Jeannette M. Ezzell, Jenell B. Ezzell, John D. Ezzelle, Mavis E. Faircloth, Olivia B. Farrell, Michael E. Ferrell, Preston L. Fields, Ruth F. Fisher, Charles W. Fisher, Leslie B. Fisher, Janie G. Fleming, Donna S. Fling, Dianne K. Flint, Bertha S. Floyd, Linda L. Flythe, Clarence G. Forbes, Marilyn B. Forbes, Martha S. Foster, Barbara Franks, William R. Frazier, Judy S. Freeman, I. Gerald Futrell, Elizabeth H. Gardner, Robert L. Garrett, Linda A. Garrett, Margie A. Garris, Deidrick H. Gaskill, Donald P. Gaskins, Linda H. Gaskins, Willie R. Gay, Herbert L. Gay, William A. Gilbert, Willie E. Godwin, Jerry S. Gore, Lillie B. Grady, Priscilla T. Granger, Jane T. Grantham, Hilda B. Gray, Grover L. Griffin, Alton C. Grissom, Rosalyn S. Guirkins, Charlie J. Gurganus, Van A. Gurkins, Brenda B. Hairr, Junie Mack Hairr, John O. Hall, Jimmy C. Hamilton, Betty F. Hamm, Joel F. Hancock, James E. Haney, Robert Alton Hanford, Frances H.

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