

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C.**

**In the Matter of:** )  
 )  
**Applications Filed for the Transfer of Control of** ) **WC Docket No. 08-238**  
**Embarq Corporation to CenturyTel, Inc.** )  
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**JOINT PETITION FOR RECONSIDERATION OR CLARIFICATION BY  
NEW JERSEY DIVISION OF RATE COUNSEL  
AND THE  
NATIONAL ASSOCIATION OF STATE UTILITY CONSUMER ADVOCATES**

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The New Jersey Division of Rate Counsel (“Rate Counsel”) and the National Association of State Utility Consumer Advocates (“NASUCA”) (collectively, “State Advocates”) hereby request that the Federal Communications Commission (“FCC” or “Commission”) reconsider portions of its the June 25, 2009 Memorandum Opinion and Order, WC 08-238, (the “Order”)<sup>1</sup> granting Commission consent to the transfer and assignment applications conditioned on compliance with the voluntary commitments. State Advocates petition for reconsideration is pursuant to 47 C.F.R. § 1.106 (f).<sup>2</sup> For the following reasons, reconsideration or clarification of conditions in Appendix C of the Order is requested.<sup>3</sup>

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<sup>1</sup> *In the Matter of Applications Filed for the Transfer of Control of Embarq Corporation to CenturyTel, Inc.*, WC Docket No. 08-238, Memorandum Opinion and Order (released June 25, 2009).

<sup>2</sup> 47 C.F.R. § 1.106(f) states the petition for reconsideration and any supplement thereto shall be filed within 30 days from the date of public notice of the final Commission action.

<sup>3</sup> Order at 27.

On October 26, 2008, Embarq Corporation (“Embarq”), CenturyTel, Inc. (“CenturyTel”), and Cajun Acquisition Company (“CAC”) entered into an Agreement and Plan of Merger.<sup>4</sup> In accordance with terms of Merger Agreement, Embarq and CAC will merge, with Embarq becoming the surviving corporation. Embarq will become a direct, wholly owned subsidiary of CenturyTel. Stockholders of pre-transaction Embarq expect to own 66 percent of post-transaction CenturyTel, and pre-transaction shareholders of CenturyTel expect to own 34 percent of post-transaction CenturyTel.<sup>5</sup> The merger involves the transfer of control of the licenses and authorizations held by both companies. Applicants contend that the merger will serve the public interest. In the Order, the Commission granted the transfer and assignment applications conditioned on compliance with voluntary commitments by Embarq and CenturyTel.

The conditions included a commitment by CenturyTel and Embarq to maintain service levels for the Embarq operating companies that are comparable to those Embarq wholesale customers experienced pre-merger.<sup>6</sup> Additionally, CenturyTel and Embarq commit, that for two years after the Transaction 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 data will be available to any requesting CLEC to its carrier specific data for each respective state and made available to the FCC upon request.<sup>7</sup> Additionally, the merger is conditioned upon the merged company’s commitment to make substantial additional

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<sup>4</sup> See Order at 3.

<sup>5</sup> See id.

<sup>6</sup> See id. at 27, Appendix C.

<sup>7</sup> See id.

investment in broadband services.<sup>8</sup> The merged company will offer retail broadband Internet access service to 100 percent of its broadband eligible access lines within three years of the Transaction Closing Date.<sup>9</sup>

State Advocates request that the Commission modify the conditions to require that all reports regarding the state specific service performance levels that are made available to the CLECs be provided to the respective state Public Service Commissions as well as to State Advocates. Additionally, State Advocates submit that to better ensure that the broadband commitments are met, the Commission should modify the conditions to require that the merged entity provide quarterly updates to Public Service Commissions and State Advocates regarding implementation of the broadband commitments contained on page 31 of the Order. It is in the public interest that State Commissions and State Advocates receive their respective service reports and implementation updates in order to better ensure all commitments are met and customers receive the protections contemplated by the merger approval.

Accordingly, the State Advocates ask that the Commission modify or clarify the conditions as set forth above.

Respectfully submitted,

Ronald K. Chen  
Public Advocate  
Stefanie A. Brand, Esq.  
Director  
Christopher J. White  
Deputy Public Advocate

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<sup>8</sup> See id. at 31, Appendix C.

<sup>9</sup> See id.

Department of the Public Advocate  
Division of Rate Counsel  
31 Clinton Street, 11<sup>th</sup> Floor  
P.O. Box 46005  
Newark, NJ 07101  
Phone (973) 648-2690  
Fax (973) 624-1047  
[www.rpa.state.nj.us](http://www.rpa.state.nj.us)  
[njratepayer@rpa.state.nj.us](mailto:njratepayer@rpa.state.nj.us)

David C. Bergmann  
Assistant Consumers' Counsel  
Chair, NASUCA Telecommunications  
Committee  
Office of the Ohio Consumers' Counsel  
10 West Broad Street, Suite 1800  
Columbus, OH 43215-3485  
Phone (614) 466-8574  
Fax (614) 466-9475  
[bergmann@occ.state.oh.us](mailto:bergmann@occ.state.oh.us)

NASUCA  
8380 Colesville Road, Suite 101  
Silver Spring, MD 20910  
Phone (301) 589-6313  
Fax (301) 589-6380