

VII. CONCLUSION

For the foregoing reasons, the proposed transaction will benefit the public interest without any offsetting harm to consumers or competition. The Applicants respectfully request that the Commission consent to the transfer of control of the Qwest subsidiaries operating pursuant to Section 214 to CenturyLink in connection with the transaction described in this application.

Date: May 10, 2010

Respectfully submitted,

[Signature Pages Follow]

For CenturyTel, Inc. d/b/a CenturyLink:



Tom Gerke
Executive Vice Chairman
CenturyTel, Inc. d/b/a CenturyLink
100 CenturyLink Drive
Monroe, LA 71203
(318) 388-9000

For Qwest Communications International Inc.:

A handwritten signature in black ink, appearing to read "R. Steven Davis".

R. Steven Davis
Senior Vice President
Public Policy & Government Relations
Qwest Communications International Inc.
1801 California Street
Denver, CO 80202
(303) 992-1400

EXHIBIT 1

Qwest Affiliates Operating Pursuant to Domestic Section 214 Authority

Hill Paso County Telephone Company
Qwest Communications Company, LLC
Qwest Corporation
Qwest Communications Corporation of Virginia
Qwest LD Corp.

EXHIBIT 2

**OTHER QWEST LICENSES AND AUTHORIZATIONS
COVERED BY TRANSFER OF CONTROL APPLICATIONS
RELATED TO THE TRANSACTION**

International Section 214 Authorizations and Submarine Cable Landing License

Authorization Holder	Authorization Numbers
Qwest Communications Company, LLC	ITC-214-19960916-00448, ITC-214-20030117-00022, ITC-214-19960215-00016, ITC-214-19940829-00393, ITC-214-19930315-00261
Qwest ID Corp.	ITC-214-20021009-00495
Qwest Services Corporation ¹	ITC-214-19971031-00673
Qwest Communications Company, LLC	SCL-LIC-19981117-00025

Wireless Radio Services Authorizations

Licensee	Wireless Service	Call Signs
El Paso County Telephone Co.	Industrial/Business Pool, Conventional	KNGF367
Qwest Communications Company, LLC	Common Carrier Fixed Point to Point Microwave	WLC746, WLK580, WLL206, WLN214, WLN997, WLR410, WLS557, WLT597, WLT598, WLT830, WLT929, WLT958, WLU341, WLU342, WLV331, WLV947, WLV948, WMJ254, WMN201, WMN202, WQBE975, WQKZ336
	Millimeter Wave 70/80/90 GHz	WQBE975
Qwest Communications International Inc.	Industrial/Business Pool, Conventional	WQKZ336
Qwest Corporation	3650-3700 MHz	WQIQ580
	Basic Exchange Telephone Radio Service	KNKM293
	Common Carrier Fixed Point to Point	KAC80, KAH90, KAN25, KAN32, KAN78, KAN79, KAS72, KAX33, KBC41, KBC81,

¹ Qwest Services Corporation also provides international telecommunications services through Qwest Government Services Inc. and El Paso County Telephone Company, two of its subsidiaries. See 47 C.F.R. § 63.21(h).

CenturyLink/Qwest Domestic 214 Application

EXHIBIT 2

Page 2 of 5

	Microwave	KBD20, KBD27, KBD28, KBD67, KBD88, KBE99, KBF20, KBI49, KBI56, KBI89, KFA22, KFC86, KFD31, KKK22, KKL83, KKU71, KLD48, KLD49, KLD50, KLD51, KLS35, KLS36, KLS37, KLS38, KLU41, KLU42, KLU43, KLU55, KLV23, KLV24, KLV25, KNZ49, KOA95, KOA98, KOC66, KOJ87, KOJ91, KOJ92, KOJ93, KOJ95, KOM52, KOQ75, KOQ80, KOR61, KOS52, KOV59, KOV60, KOV63, KOY42, KOY71, KPB50, KPB52, KPB60, KPC67, KPC71, KPE30, KPG74, KPG87, KPG88, KPI55, KPI56, KPI57, KPI58, KPI59, KPK21, KPL28, KPN70, KPN71, KPN80, KPN83, KPN84, KPN85, KPN86, KPN87, KPN88, KPQ26, KPQ57, KPQ58, KPQ59, KPQ60, KPQ61, KPR25, KPR26, KPR59, KPR60, KPR61, KPR76, KPR77, KPS29, KPS30, KPS31, KPS32, KPS33, KPS34, KPS35, KPS36, KPS37, KPS38, KPS45, KPS46, KPS79, KPS84, KPS85, KPS86, KPS88, KPS92, KPS98, KPT53, KPT54, KPT55, KPT56, KPT57, KPV24, KPV27, KPV32, KPV34, KPV41, KPV50, KPV51, KPV65, KPV87, KPV88, KPV89, KPW20, KPX29, KPX32, KPX33, KPX35, KPX40, KPX41, KPX42, KPX43, KPX63, KPX68, KPX69, KPX82, KPY42, KPY43, KPY56, KPY57, KPY63, KPY64, KPY65, KPY69, KPY70, KPZ39, KPZ66, KPZ67, KPZ68, KPZ71, KPZ72, KPZ75, KTF27, KTF31, KTF32, KTF33, KTF34, KTF35, KTF99, KTQ79, KTQ88, KTQ89, KTR22, KTR23, KTR24, KTR25, KVH80, KVI54, KVI55, KVU54, KXQ97, KXQ98, KXQ99, KXR20, KXR22, KXR24, KXR25, KXR26, KXR39, KXR40, KYC36, KYC37, KYJ77, KYJ78, KYN99, KYO85, KYR88, KYR93, KYS22, KYS23, KYS62, KYS63, KYS67, KYS71, KYZ76, KZA51, KZA53, KZS82, WAD32, WAH386, WAH491, WAH623, WAH624, WAI1673, WAH675, WAH676, WAU203, WAX99, WAY23, WAY28, WAY33, WAY52, WAY59, WAY60, WAY79, WBA763, WBA794, WBB341, WBO44, WBO45, WBP24, WBP65, WBP68, WBP69, WCF953, WCF969, WCF994, WCG330, WCG331, WCT947, WCT948, WCT975, WCT976, WCT994, WCU233, WCU259, WCU302,
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CenturyLink/Qwest Domestic 214 Application

EXHIBIT 2

Page 3 of 5

		WCU303, WCU326, WCU559, WCU560, WCU565, WDD62, WDE86, WDU297, WDU298, WDU406, WDU407, WDU458, WDU459, WDU520, WDU576, WDU577, WDU578, WFY488, WFY489, WFY571, WFY644, WFY647, WFY648, WFY649, WFY787, WFY788, WFY789, WFY799, WGH92, WGH93, WGI51, WGI52, WGWT21, WGXA75, WGXA593, WHA500, WHB65, WHB70, WHB71, WHE227, WHE237, WHO592, WHO759, WHO762, WHO776, WHQ466, WHQ467, WHQ468, WHQ469, WHQ470, WHQ471, WHQ525, WHT253, WHT49, WIV24, WIV25, WJK77, WJM83, WK557, WLA663, WLA675, WLA697, WLA717, WLC625, WLC943, WLC944, WLK820, WLM313, WLM549, WLM562, WLN378, WLN407, WLN408, WLN871, WLR546, WLR547, WLR658, WLR661, WLR674, WLR675, WLR679, WLR683, WLT591, WLT595, WLT599, WLT600, WLT687, WLT764, WLT935, WLT936, WLT938, WLT939, WLT940, WLU428, WLU429, WLU441, WLU442, WLU950, WLU957, WLU960, WLU981, WLU982, WLV201, WMI714, WMI736, WMI748, WMI795, WMI796, WMM840, WMN603, WMQ296, WMQ301, WMQ330, WMQ411, WMQ964, WMR322, WMR770, WMS241, WMS296, WMS879, WMS979, WMS985, WMS986, WPE71, WPE72, WPE73, WPF90, WPF91, WPJC735, WPNB557, WPNB558, WPNB601, WPNB604, WPNC546, WPNC694, WPNE975, WPOS350, WPQM252, WPQQ411, WPQQ412, WPQQ955, WPQQ975, WPQT288, WPVL694, WPVR704, WPW76, WPY23, WPZB956, WPZK797, WPZN979, WPZP382, WPZS237, WPZZ244, WPZZ398, WQAG803, WQAI452, WQBN211, WQBN213, WQCI414, WQCI415, WQCT378, WQCT380, WQDB552, WQDY290, WQED532, WQED547, WQFB542, WQFB545, WQFL882, WQFL883, WQGB671, WQGB672, WQGD289, WQGF941, WQGY627, WQID563, WQJG346, WQJK700, WQJL459, WQJL465, WQJL586, WQJL587,
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CenturyLink/Qwest Domestic 214 Application

EXHIBIT 2

Page 4 of 5

		WQJL591, WQJP633, WQJP634, WQJP635, WQJQ548, WQJQ549, WQLH503, WQLH506, WQLN299, WQLQ921, WQLQ922, WQLR309, WQLR330, WQN43, , WQP65, WQP67, WQP68, WQP70
	Industrial/Business Pool, Conventional	KAL264, KAQ778, KAS667, KAU244, KAV565, KAX508, KAX543, KAX677, KAZ512, KAZ513, KAZ514, KB62248, KB8703, KBI346, KBI945, KBL946, KBM970, KBM999, KBN200, KBO220, KBV534, KBY946, KBY947, KCK275, KCK947, KCZ664, KD8467, KDI849, KDI851, KDK256, KDO446, KDQ774, KDQ820, KDY205, KE5057, KEJ287, KEJ661, KEK713, KEL777, KEM353, KET895, KEU726, KEU894, KEX939, KEZ701, KF2552, KF3911, KF3912, KFB335, KFB526, KFC623, KFJ877, KFM768, KFP501, KFS864, KFY617, KG2795, KGH815, KGV789, KGV863, KGZ381, KIZ702, KJ6910, KJ8106, KJ8107, KJ8108, KJ8109, KJA370, KJA571, KJB665, KJB761, KJE374, KJE470, KJH737, KJJ367, KJJ951, KJO878, KJP228, KJQ277, KJS484, KJS487, KJS488, KJT848, KJZ685, KKI488, KKK321, KKK750, KLD521, KLF746, KLL292, KLU907, KLV882, KLY381, KMF411, KMF609, KMG546, KN2106, KNAY554, KNBA399, KNDV423, KNGU987, KNIN777, KNNF249, KOL626, KOL695, KOM947, KOM948, KOM950, KON357, KON406, KQH557, KQN267, KQP323, KQP324, KQV631, KRG297, KRL745, KRS500, KRS501, KRW574, KRX629, KRX630, KSE310, KSF205, KTM908, KTM953, KTU869, KUI349, KUK904, KUM322, KUN331, KUX220, KVB716, KVB772, KVD892, KVH879, KVO472, KWQ372, KXF842, KXF843, KXH425, KXH484, KXH928, KXS446, KYB461, KYM320, KYO578, WAB424, WCD874, WGG237, WGK847, WGK848, WGK849, WNAX943, WNCC666, WNEA206, WNFJ740, WNHQ571, WNJP747, WNMD714, WNMU964, WNNU978, WNVC790, WNVC985, WNXT391, WNYD799, WNYU781, WNZS891, WPAK590, WPAT638,

CenturyLink/Qwest Domestic 214 Application

EXHIBIT 2

Page 5 of 5

		WPAX212, WPBK931, WPBN727, WPDK214, WPDK215, WPDN709, WPFS268, WPGI258, WPGI754, WPGW297, WPHA338, WPIX247, WPJP739, WPLX928, WPML352, WPML909, WPMN496, WPUB408, WQBG434, WQCA366, WQGI1904, WQKV304, WXD397, WYL801
	Local Multipoint Distribution Service	WPLM325, WPLM326, WPLM327, WPLM328, WPLM329, WPLM330, WPLM331, WPLM332
	Local Television Transmission	KM6640
	Rural Radiotelephone	KAN87, KAN88, KAR68, KNKL471, KNKO405, KNKO681, KOB20, KOB21, KOQ76, KOQ77, KPY76, WDZ374, WDZ376, WDZ615, WDZ679, WDZ680, WDZ750, WDZ801, WQIP265, WQIP266, WQJF671, WQJF672, WQJF673, WQJF674, WQJF675, WQLH985
Qwest Government Services	Industrial/Business Pool, Conventional	WQIG458
Qwest Learning & Conference Center	Industrial/Business Pool, Conventional	WQGX649

Receive-Only Earth Station Registrations

Licensee	Type of Stations	Call Signs
Qwest Broadband Services, Inc.	Receive-Only Fixed Earth Stations	E980342, E980343, E000124

Note: The parties intend to formally notify the Commission of the transfer of control of these registration following the consummation of the proposed transaction.

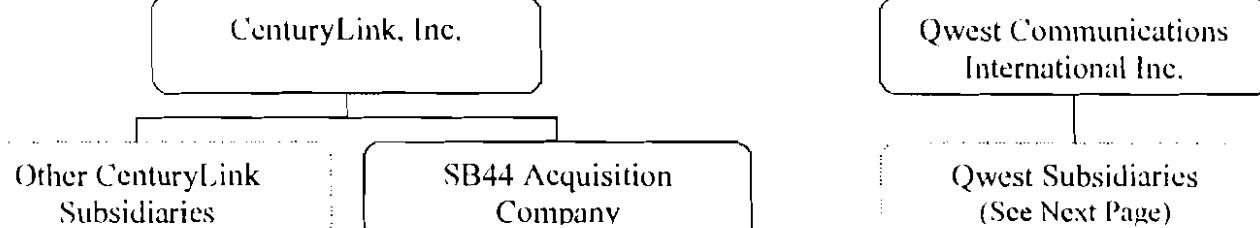
EXHIBIT 3

CENTURYLINK/QWEST DOMESTIC 214 APPLICATION

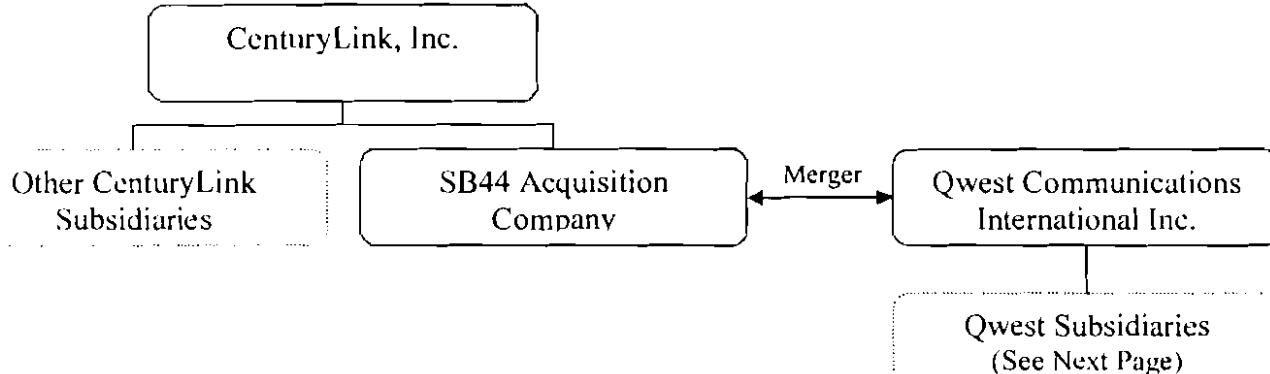
EXHIBIT 3

CENTURYLINK-QWEST ACQUISITION

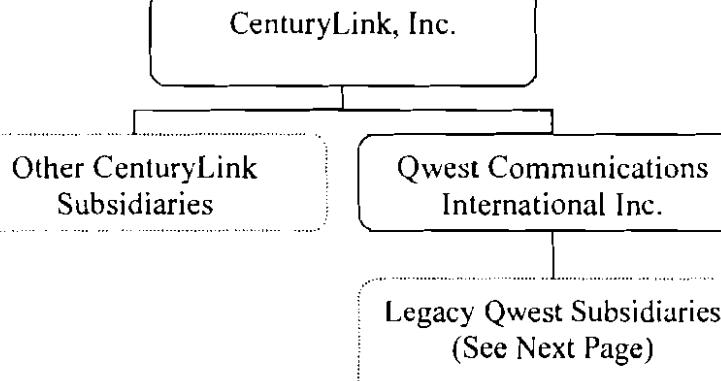
Pre-Transaction Organizational Structures of CenturyLink and Qwest



Mechanics of the Proposed Transaction



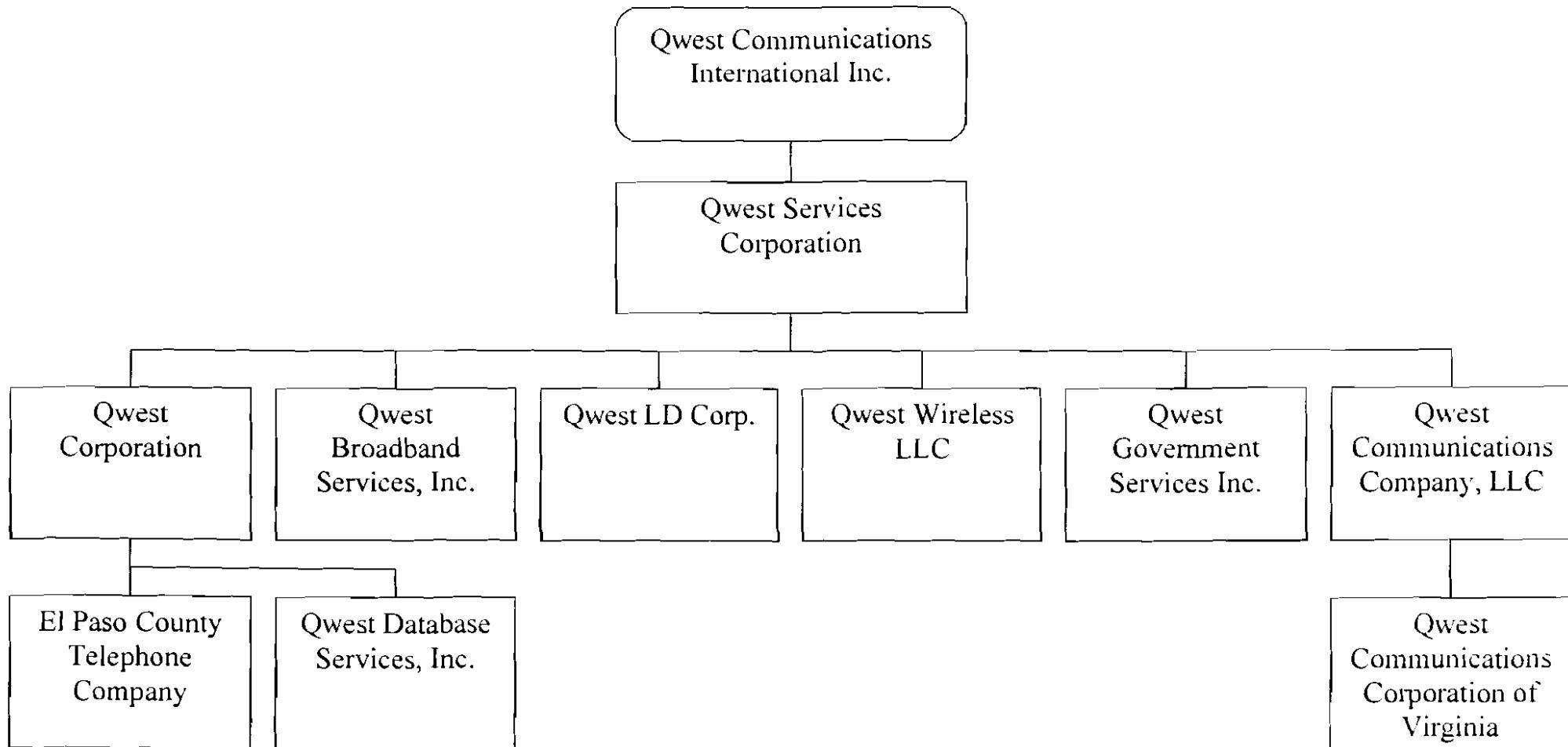
Post-Transaction Organizational Structure of CenturyLink



Notes:

1. CenturyTel, Inc. will change its name to CenturyLink, Inc. on May 20, 2010, assuming shareholder approval.
2. All vertical lines represent 100 percent ownership interests.

QWEST ORGANIZATIONAL STRUCTURE



Notes:

1. This organizational chart reflects only FCC-regulated entities and their parents.

EXHIBIT 4

CenturyLink/Qwest Domestic 214 Application
EXHIBIT 4

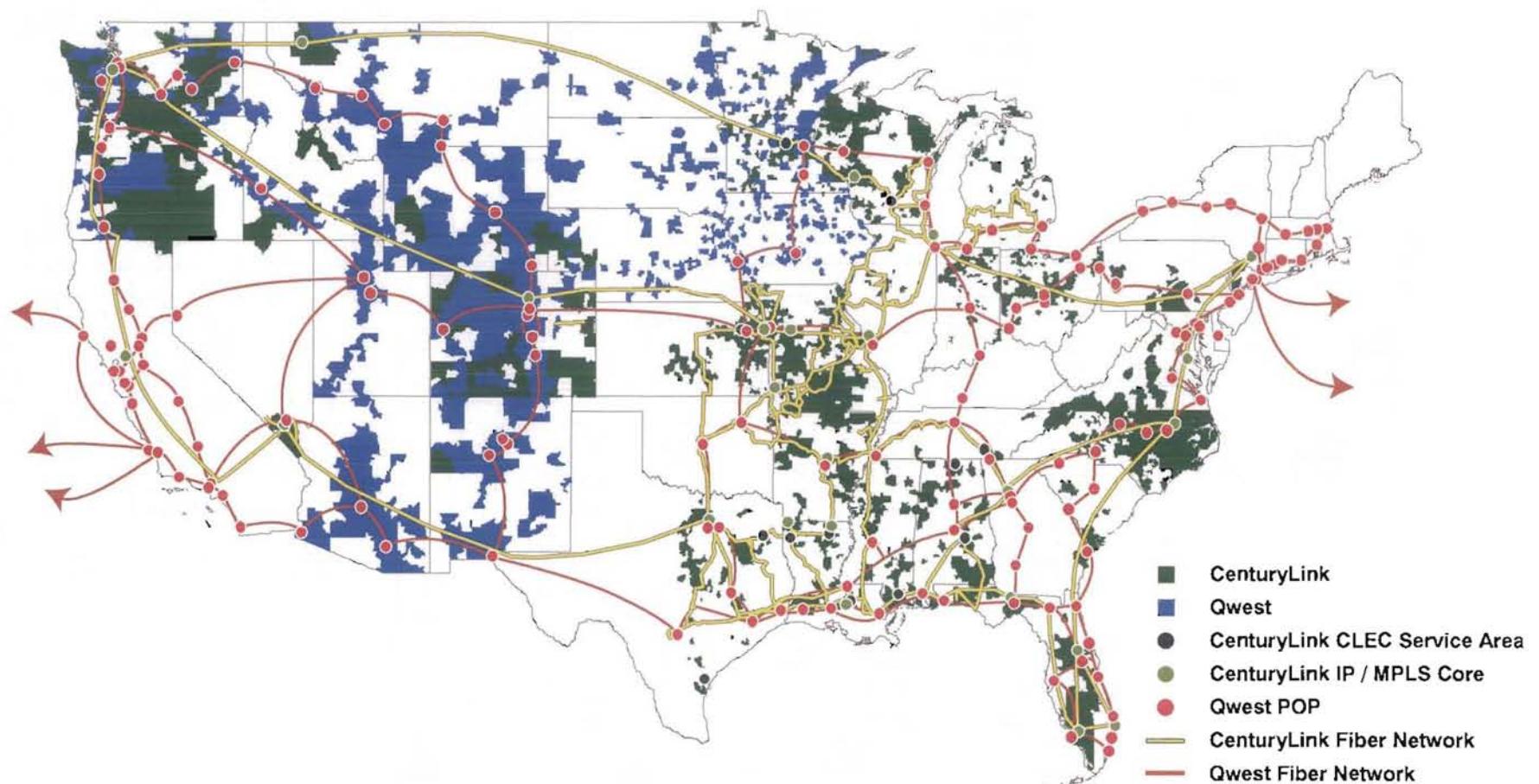


EXHIBIT 5

CenturyLink/Qwest Domestic 214 Application

EXHIBIT 5

States with Adjacent Exchanges

<u>Qwest</u>	<u>Adjacent Exchanges</u>	<u>CenturyLink</u>	<u>Adjacent Exchanges</u>
CO	51	CO	38
IA	4	IA	1
ID	6	ID	3
MN	47	MN	44
MT	1	MT	1
ND	1		
NE	5	NE	11
NM	10	NM	5
OR	36	OR	33
SD	1		
WA	41	WA	62
<u>WY</u>	<u>5</u>	<u>WY</u>	<u>5</u>
Total:	208		
		MO	1
		<u>WI</u>	<u>12</u>
		Total:	216

>= 5,000 Access Lines

<u>Exchange</u>	<u>State</u>
Edwards	CO
Chaska	MN
Hastings	MN
Osseo	MN
Scottsbluff	NE
Lebanon	OR
Lincoln City	OR
White City	OR
Poulsbo	WA
Sunnyside	WA

CenturyLink/Qwest Domestic 214 Application
EXHIBIT 5

CenturyLink Exchanges with Adjacent Qwest Exchanges

<u>CTL Exchange</u>	<u>ST</u>	<u>Retail Access Lines</u>	<u>Qwest Exchange #1</u>	<u>Qwest Exchange #2</u>	<u>Qwest Exchange #3</u>	<u>Qwest Exchange #4</u>	<u>Qwest Exchange #5</u>	<u>Qwest Exchange #6</u>
Akron	CO	1,143	BRUSH CO	HILLROSE CO	STERLING CO			
Allison	CO	647	AZTEC NM	BAYFIELD CO				
Antonito	CO	1,215	MONTE VISTA CO	QUESTA NM				
Branson	CO	88	TRINCHERA CO					
Center	CO	1,268	DEL NORTE CO	MONTE VISTA CO				
Colbran	CO	824	DEBEQUE CO	GRAND JUNCTION CO	PARACHUTE CO	RIFLE CO	SILT CO	
Creeoe	CO	1,175	DEL NORTE CO	GUNNISON CO	SILVERTON CO			
Dinosaur	CO	209	MEEKER CO					
Dolores	CO	2,440	CORTEZ CO	MANCOS CO	TELLURIDE CO			
Dove Creek	CO	732	CORTEZ CO					
Eagle	CO	4,606	BASALT CO	VAIL CO				
Edwards	CO	6,710	VAI L CO					
Fowler	CO	739	PUEBLO CO	EL PASO CO	TRINCHERA CO			
Gardner	CO	321	WALSENBURG CO					
Gypsum	CO	2,931	BASEALT CO	GLENWOOD SPRINGS CO	MEEKER CO	NEW CASTLE CO	YAMPA CO	
Howard	CO	1,543	CANON CITY CO	SALIDA CO				
Ignacio	CO	1,439	AZTEC NM	BAYFIELD CO	DURANGO CO			
La Jara	CO	1,447	ALAMOSA CO	MONTE VISTA CO				
La Junta	CO	3,624	TRINCHERA CO					
La Veta	CO	1,329	AGUILAR CO	WALSENBURG CO				
Lake City	CO	972	GUNNISON CO	OURAY CO	RIDGWAY CO	SILVERTON CO		
Lake George	CO	2,383	BAILEY CO	CRIPPLE CREEK CO	SEDALIA CO	FAIRPLAY CO	COLORADO SPRINGS CO	
Marvel	CO	418	AZTEC NM	CORTEZ CO	DURANGO CO	FARMINGTON NM	MANCOS CO	
Maybell	CO	135	CRAIG CO	MEEKER CO				
McCoy	CO	298	KREMMLING CO	YAMPA CO				
Mesa	CO	503	DEBEQUE CO	GRAND JUNCTION CO	PALISADE CO			
Norwood	CO	1,934	MONTROSE CO	RIDGWAY CO	TELLURIDE CO			
Otis	CO	336	STERLING CO					
Pagosa Springs	CO	3,356	DEL NORTE CO	MONTE VISTA CO				
Pagosa West	CO	4,955	BAYFIELD CO					
Pikes Trail	CO	101	CANON CITY CO	CRIPPLE CREEK CO				
Rangely	CO	1,413	DEBEQUE CO	FRUITA CO	MEEKER CO			
Red Feather Lakes	CO	1,585	ESTES PARK CO	FT COLLINS CO	GRAND LAKE CO	LARAMIE WY		
Saguache	CO	563	DEL NORTE CO	GUNNISON CO	SALIDA CO			
San Luis	CO	714	ANGEL FIRE NM	CIMARRON NM	QUESTA NM			
Walden	CO	954	GRANBY CO	GRAND LAKE CO	HOT SULPHUR SPRINGS CO	KREMMLING CO	LARAMIE WY	STEAMBOAT SPRINGS CO
Westcliffe	CO	2,622	CANON CITY CO	FLORENCE CO				
Weston	CO	486	AGUILAR CO	CIMARRON NM	RATON NM	TRINCHERA CO		
Postville	IA	1,358	WAUKON IA					
Bruneau	ID	257	GLENNS FERRY ID	MOUNTAIN HOME ID				
Grand View	ID	632	MELBA ID	MOUNTAIN HOME ID				
Richfield	ID	308	HAILEY ID	SHOSHONE ID				
ALTURA	MN	273	ST CHARLES MN					
Beardsley	MN	241	MILBANK SD	ORTONVILLE MN				
Beaver Creek	MN	253	LUVERNE MN					
BENSON	MN	2,254	MONTEVIDEO MN					
BROWERVILLE	MN	947	STAPLES MN					
BROWNTON	MN	493	GAYLORD MN					
Campbell	MN	167	FERGUS FALLS MN	WAHPETON ND				
CHASKA	MN	9,496	EXCELSIOR MN	MINNEAPOLIS MN	SHAKOPEE MN			
Clinton	MN	250	ORTONVILLE MN					
CROSBY	MN	1,291	BRAINERD MN					
DASSEL	MN	1,768	LITCHFIELD MN					
ELGIN	MN	763	ROCHESTER MN	ST CHARLES MN				
EYOTA	MN	607	CHATFIELD MN	ROCHESTER MN	ST CHARLES MN			
GLENCOE	MN	3,992	GAYLORD MN					
GRANITE FALLS	MN	1,670	MONTEVIDEO MN					
GROVE CITY	MN	506	LITCHFIELD MN					
Gunflint Trail	MN	589	GRAND MARAIS MN	TOFTE MN				
HASTINGS	MN	10,585	ST CROIX BCH MN	ST PAUL MN	WEST ST PAUL MN	RED WING MN		
Heron Lake	MN	480	WINDOM MN					

CenturyLink/Qwest Domestic 214 Application
EXHIBIT 5

CenturyLink Exchanges with Adjacent Qwest Exchanges

<u>CTL_Exchange</u>	<u>ST</u>	<u>Retail Access Lines</u>	<u>Qwest Exchange #1</u>	<u>Qwest Exchange #2</u>	<u>Qwest Exchange #3</u>	<u>Qwest Exchange #4</u>	<u>Qwest Exchange #5</u>	<u>Qwest Exchange #6</u>
Hill City	MN	631	GRAND RAPIDS MN					
Hovland	MN	750	GRAND MARAIS MN					
Itasca State Park	MN	141	PARK RAPIDS MN					
Jeffers	MN	343	WINDOM MN					
Kellogg	MN	507	WABASHA MN					
LaFayette	MN	354	GAYLORD MN	NICOLLET MN	ST PETER MN			
LAKE CITY	MN	3,480	RED WING MN	WABASHA MN				
LEWISTON	MN	892	ST CHARLES MN	WINONA MN				
LONG PRAIRIE	MN	2,779	SAUK CENTRE MN	SWANVILLE MN				
Minneota	MN	990	MARSHALL MN					
NEW RICHLAND	MN	547	OWATONNA MN	WASECA MN				
Orr	MN	713	COOK MN					
OSSEO	MN	9,655	ANOKA MN	MPL GRV MN	HANOVER MN	MINNEAPOLIS MN	FERNBROOK MN	
Pierz	MN	1,842	LITTLE FALLS MN	ROYALTON MN				
PLAINVIEW	MN	1,811	ST CHARLES MN	WABASHA MN				
ROGERS	MN	3,565	ANOKA MN	ELK RIVER MN	HANOVER MN			
ROLLINGSTONE	MN	745	ST CHARLES MN	WINONA MN				
Round Lake	MN	327	LAKE PARK IA					
Spring Valley	MN	1,289	CHATFIELD MN					
ST MICHAEL	MN	4,397	BUFFALO MN	ELK RIVER MN	HANOVER MN	ROCKFORD MN		
VICTORIA	MN	1,711	EXCELSIOR MN					
VILLARD	MN	475	GLENWOOD MN	SAUK CENTRE MN				
WALDORF	MN	188	WASECA MN					
Westbrook-Storden	MN	924	WINDOM MN					
ZUMBRO FALLS	MN	798	ROCHESTER MN					
Wayland	MO	715	KEOKUK IA					
Hungry Horse	MT	1,029	WEST GLACIER MT					
BAYARD	NE	705	BRIDGEPORT NE					
BROADWATER	NE	147	ALLIANCE NE	BRIDGEPORT NE				
CHAPPELL	NE	664	BIG SPRINGS NE	JULESBURG CO				
KIMBALL	NE	1,628	BRIDGEPORT NE	STERLING CO				
LEWELLEN	NE	272	BIG SPRINGS NE					
MINATARE	NE	784	BRIDGEPORT NE					
MITCHELL	NE	976	HARRISON NE					
MORRILL	NE	929	HARRISON NE					
OSHKOSH	NE	758	ALLIANCE NE					
POTTER	NE	261	SIDNEY NE					
SCOTTSBLUFF	NE	7,239	HARRISON NE					
Fence Lake	NM	85	GRANTS NM					
Pecos	NM	2,047	LAS VEGAS NM	SANTA FE NM				
Pine Hill	NM	335	GRANTS NM					
Ramah	NM	528	GALLUP NM	GRANTS NM				
Vanderwagen	NM	489	GALLUP NM					
Aurora	OR	3,107	OREGON CITY OR	WOODBURN OR				
Boardman	OR	1,593	HERMISTON OR	UMATILLA OR				
Bonanza	OR	996	KLAMATH FALLS OR					
Carnas Valley	OR	264	ROSEBURG OR					
Chiloquin	OR	1,555	KLAMATH FALLS OR					
Creswell	OR	3,384	COTTAGE GROVE OR	EUGENE OR	LOWELL OR			
Depoe Bay	OR	1,164	NEWPORT OR					
Drain	OR	981	COTTAGE GROVE OR					
Durkee	OR	102	BAKER CITY OR					
Echo	OR	401	HERMISTON OR	PENDLETON OR	STANFIELD OR			
FISH LAKE	OR	124	ASHLAND OR					
Gilchrist	OR	945	LAPINE OR					
Glide	OR	1,420	OAKLAND-SUTHERLIN OR	ROSEBURG OR				
Huntington	OR	249	VALE OR	WEISER ID				
Jewell	OR	633	ASTORIA OR	SEASIDE OR	WESTPORT OR			
Knappa	OR	1,294	ASTORIA OR	WESTPORT OR				
Lebanon	OR	8,583	ALBANY OR					
LINCOLN CITY	OR	6,702	SILETZ OR					

CenturyLink/Qwest Domestic 214 Application
EXHIBIT 5

CenturyLink Exchanges with Adjacent Qwest Exchanges

<u>CTL Exchange</u>	<u>ST</u>	<u>Retail Access Lines</u>	<u>Qwest Exchange #1</u>	<u>Qwest Exchange #2</u>	<u>Qwest Exchange #3</u>	<u>Qwest Exchange #4</u>	<u>Qwest Exchange #5</u>	<u>Qwest Exchange #6</u>
Main	OR	521	KLAMATH FALLS OR					
Maupin	OR	397	MADRAS OR					
Merrill	OR	757	KLAMATH FALLS OR					
Mitchell	OR	311	PRINEVILLE OR					
Paulina	OR	190	PRINEVILLE OR					
Pilot Rock	OR	895	PENDLETON OR					
Rocky Point	OR	163	KLAMATH FALLS OR					
Scappoose	OR	3,384	BURLINGTON OR	NORTH PLAINS OR	ST HELENS OR			
Shedd	OR	256	ALBANY OR	CORVALLIS OR				
SHERIDAN	OR	2,262	DALLAS OR					
Silver Lake	OR	655	BEND OR	PRINEVILLE OR				
Sprague River	OR	453	KLAMATH FALLS OR					
Sweet Home	OR	3,944	BLUE RIVER OR	MARCOLA OR				
WHITE CITY	OR	6,985	ASHLAND OR	CENTRAL POINT OR	GOLD HILL OR	MEDFORD OR	ROGUE RIVER OR	
Yoncalla	OR	915	COTTAGE GROVE OR	OAKLAND-SUTHERLIN OR				
Almira	WA	365	COULEE DAM WA					
Basin City	WA	549	OTHELLO WA					
Beaver	WA	394	PORT ANGELES WA					
BRINNON	WA	851	HOODSPORT WA					
Burley	WA	3,487	PORT ORCHARD WA					
Cathlamet	WA	1,278	LONGVIEW WA	WESTPORT OR				
Cheney	WA	4,430	SPOKANE WA					
Chewelah	WA	3,182	COLVILLE WA	LOON LAKE WA				
CHIMICUM	WA	846	PORT HADLOCK WA	PORT TOWNSEND WA				
Claillam Bay	WA	592	PORT ANGELES WA					
COLUMBIA	WA	86	PASCO WA					
Connell	WA	1,268	OTHELLO WA	PASCO WA				
Coulee City	WA	706	COULEE DAM WA					
Cowiche	WA	891	YAKIMA WA					
Curtis	WA	411	CHEHALIS WA					
Davenport	WA	1,903	SPRINGDALE WA					
Elma	WA	3,195	ABERDEEN WA	ROCHESTER WA	SHELTON WA			
Etnopia	WA	264	PASCO WA					
Eureka	WA	268	PASCO WA	WAITSBURG WA				
Fall City	WA	2,234	ISSAQAH WA					
GARDINER	WA	241	PORT TOWNSEND WA	SEQUIM WA				
HARRAH	WA	806	YAKIMA WA					
Humptulips	WA	296	ABERDEEN WA	COPALIS BEACH WA				
Hunters	WA	1,294	SPRINGDALE WA					
Kahlotus	WA	161	PASCO WA					
Kettle Falls	WA	2,479	COLVILLE WA	NORTHPORT WA				
Lakebay	WA	4,831	BELFAIR WA	PORT ORCHARD WA				
Lind	WA	415	OTHELLO WA	WARDEN WA				
Mathews Correr	WA	396	PASCO WA					
MATTAWA	WA	1,937	OTHELLO WA					
McCleary	WA	920	OLYMPIA WA	ROCHESTER WA	SHELTON WA			
Medical Lake	WA	2,685	SPOKANE WA					
Montesano	WA	2,742	ABERDEEN WA					
Nespelem	WA	650	COULEE DAM WA					
Ocosta	WA	268	ABERDEEN WA					
Odessa	WA	740	MOSES LAKE ALDER WA	WARDEN WA				
Orting	WA	3,991	GRAHAM WA	PUYALLUP WA				
Pacific Beach	WA	954	COPALIS BEACH WA					
Packwood	WA	942	CRYSTAL MOUNTAIN WA					
PATERSON	WA	217	UMATILLA OR					
Pe Ell	WA	720	CHEHALIS WA					
POULSBO	WA	19,998	SILVERDALE WA					
Puget Island	WA	349	WESTPORT OR					
QUILCENE	WA	1,131	PORT HADLOCK WA	PORT TOWNSEND WA	SEQUIM WA			
Raymond	WA	2,554	ABERDEEN WA					
Reardan	WA	1,110	DEER PARK WA	SPOKANE WA	SPRINGDALE WA			

CenturyLink/Qwest Domestic 214 Application
EXHIBIT 5

CenturyLink Exchanges with Adjacent Qwest Exchanges

<u>CTL Exchange</u>	<u>ST</u>	<u>Retail Access Lines</u>	<u>Qwest Exchange #1</u>	<u>Qwest Exchange #2</u>	<u>Qwest Exchange #3</u>	<u>Qwest Exchange #4</u>	<u>Qwest Exchange #5</u>	<u>Qwest Exchange #6</u>
Royal City	WA	1,705	MOSES LAKE ALDER WA	OTHELLO WA				
Snoqualmie Pass	WA	428	EASTON WA					
South Prairie	WA	1,467	BUCKLEY WA	PUYALLUP WA	SUMNER WA			
Spangle	WA	453	SPOKANE WA					
Starbuck	WA	102	DAYTON WA	WAITSBURG WA				
SUNNYSIDE	WA	6,915	YAKIMA WA					
TOPPENISH	WA	3,622	YAKIMA WA					
Twisp	WA	1,876	PATEROS WA					
Vader	WA	839	CASTLE ROCK WA	WINLOCK WA				
Valley	WA	734	LOON LAKE WA	SPRINGDALE WA				
WAPATO	WA	2,753	YAKIMA WA					
WHITE SWAN	WA	542	YAKIMA WA					
Wilbur	WA	840	COULEE DAM WA					
Wilson Creek	WA	296	MOSES LAKE ALDER WA					
Yacolt	WA	1,631	BATTLEGROUND WA	VANCOUVER WA				
ZILLAH	WA	1,569	YAKIMA WA					
Centerville	WI	549	WINONA MN					
Cloverton	WI	395	SANDSTONE MN					
Dairyland	WI	395	SANDSTONE MN					
Danbury	WI	1,045	HINCKLEY MN					
Fountain City	WI	1,126	WINONA MN					
Maiden Rock	WI	428	RED WING MN					
Pepin	WI	836	WABASHA MN					
Prescott	WI	1,969	ST CROIX BCH MN	RED WING MN				
Seneca	WI	808	LANSING IA					
Superior	WI	1,432	CARLTON MN	DULUTH MN				
Trempealeau	WI	1,006	WINONA MN					
West Danbury	WI	1,045	HINCKLEY MN	SANDSTONE MN				
GUERNSEY	WY	588	GLENDOWY	WHEATLAND WY				
LINGLE	WY	637	GLENDOWY	LUSK WY	WHEATLAND WY			
Medicine Bow	WY	199	WHEATLAND WY					
Pinedale	WY	4,176	JACKSON WY					
TORRINGTON	WY	3,953	HARRISON NE	LUSK WY				

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AGUILAR	CO	519	La Veta CO	Weston CO					
ALAMOSA	CO	5,510	La Jara CO						
PUEBLO	CO	15,564	Fowler CO						
BAILEY	CO	9,491	Lake George CO						
BASALT	CO	4,165	Eagle CO	Gypsum CO					
BAYFIELD	CO	3,704	Allison CO	Ignacio CO	Pagosa West CO				
BRUSH	CO	2,627	Akron CO						
CANON CITY	CO	8,235	Howard CO	Pikes Trail CO	Westcliffe CO				
CORTEZ	CO	7,375	Dolores CO	Dove Creek CO	Marvel CO				
CRAIG	CO	5,091	Maybell CO						
CRIPPLE CREEK	CO	2,447	Lake George CO	Pikes Trail CO					
DEBEQUE	CO	471	Colbran CO	Mesa CO	Rangely CO				
SEDALIA	CO	417	Lake George CO						
DEL NORTE	CO	1,342	Center CO	Creede CO	Pagosa Springs CO	Saguache CO			
DURANGO	CO	16,596	Ignacio CO	Marvel CO					
EL PASO	CO	3,052	Fowler CO						
ESTES PARK	CO	8,039	Red Feather Lakes CO						
FAIRPLAY	CO	3,395	Lake George CO						
FLORENCE	CO	2,285	Westcliffe CO						
FRUITA	CO	4,816	Rangely CO						
FT COLLINS	CO	50,899	Red Feather Lakes CO						
GLENWOOD SPRINGS	CO	8,850	Gypsum CO						
GRANBY	CO	3,198	Walden CO						
GRAND JUNCTION	CO	32,117	Colbran CO	Mesa CO					
GRAND LAKE	CO	2,037	Red Feather Lakes CO	Walden CO					
GUNNISON	CO	5,528	Creede CO	Lake City CO	Saguache CO				
HILLROSE	CO	220	Akron CO						
HOT SULPHUR SPRINGS	CO	616	Walden CO						
JULESBURG	CO	838	CHAPPELL NE						
KREMMLING	CO	1,518	McCoy CO	Walden CO					
MANCOS	CO	1,183	Dolores CO	Marvel CO					
MEEKER	CO	2,502	Dinosaur CO	Gypsum CO	Maybell CO	Rangely CO			
MONTE VISTA	CO	3,093	Antonito CO	Center CO	La Jara CO	Pagosa Springs CO			
MONTROSE	CO	13,190	Norwood CO						
NEW CASTLE	CO	2,030	Gypsum CO						
OURAY	CO	1,075	Lake City CO						
PALISADE	CO	1,477	Mesa CO						
PARACHUTE	CO	2,152	Colbran CO						
RIDGEWAY	CO	1,976	Lake City CO	Norwood CO					
RIFLE	CO	5,239	Colbran CO						
SALIDA	CO	4,839	Howard CO	Saguache CO					
SILT	CO	1,869	Colbran CO						
SILVERTON	CO	457	Creede CO	Lake City CO					
STEAMBOAT SPRINGS	CO	13,127	Walden CO						
STERLING	CO	6,298	Akron CO	KIMBALL NE	Otis CO				
TELLURIDE	CO	6,355	Dolores CO	Norwood CO					
TRINCHERA	CO	5,917	Branson CO	Fowler CO	La Junta CO	Weston CO			
VAIL	CO	16,104	Eagle CO	Edwards CO					
WALSENBURG	CO	2,164	Gardner CO	La Veta CO					
COLORADO SPRINGS	CO	139,820	Lake George CO						
YAMPA	CO	357	Gypsum CO	McCoy CO					
KEOKUK	IA	3,602	Wayland MO						
LAKE PARK	IA	500	Round Lake MN						
LANSING	IA	802	Seneca WI						
WAUKON	IA	2,890	Postville IA						
GLENNS FERRY	ID	1,100	Bruneau ID						
HAILEY	ID	6,005	Richfield ID						
MELBA	ID	1,078	Grand View ID						

CenturyLink/Qwest Domestic 214 Application
EXHIBIT 5

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MOUNTAIN HOME	ID	6,454	Brunneau ID	Grand View ID					
SHOSHONE	ID	1,016	Richfield ID						
WEISER	ID	2,715	Huntington OR						
ST CROIX BCH	MN	5,034	HASTINGS MN	Prescott WI					
ANOKA	MN	5,567	OSSEO MN	ROGERS MN					
BRAINERD	MN	9,237	CROSBY MN						
BUFFALO	MN	4,624	ST MICHAEL MN						
CARLTON	MN	1,576	Superior WI						
CHATFIELD	MN	1,549	EYOTA MN	Spring Valley MN					
COOK	MN	1,738	Orr MN						
ST PAUL	MN	254,464	HASTINGS MN						
DULUTH	MN	35,534	Superior WI						
ELK RIVER	MN	9,268	ROGERS MN	ST MICHAEL MN					
EXCELSIOR	MN	10,557	CHASKA MN	VICTORIA MN					
FERGUS FALLS	MN	2,697	Cambell MN						
GAYLORD	MN	1,022	BROWNTON MN	GLENCOE MN	LaFayette MN				
GLENWOOD	MN	1,863	VILLARD MN						
GRAND MARAIS	MN	2,411	Gunflint Trail MN	Hovland MN					
GRAND RAPIDS	MN	7,270	Hill City MN						
MPL GRV	MN	2,505	OSSEO MN						
HANOVER	MN	1,113	OSSEO MN	ROGERS MN	ST MICHAEL MN				
HINCKLEY	MN	1,712	Danbury WI	West Danbury WI					
LITCHFIELD	MN	2,042	DASSEL MN	GROVE CITY MN					
LITTLE FALLS	MN	4,376	Pierz MN						
LUVERNE	MN	1,041	Beaver Creek MN						
MARSHALL	MN	2,751	Minneota MN						
MINNEAPOLIS	MN	420,738	CHASKA MN	OSSEO MN					
MONTEVIDEO	MN	2,878	BENSON MN	GRANITE FALLS MN					
NICOLLET	MN	120	LaFayette MN						
WEST ST PAUL	MN	19,271	HASTINGS MN						
ORTONVILLE	MN	935	Beardsley MN	Clinton MN					
OWATONNA	MN	8,794	NEW RICHLAND MN						
PARK RAPIDS	MN	3,148	Itasca State Park MN						
FERNBROOK	MN	13,612	OSSEO MN						
RED WING	MN	7,187	HASTINGS MN	LAKE CITY MN	Maiden Rock WI	Prescott WI			
ROCHESTER	MN	30,177	ELGIN MN	EYOTA MN	ZUMBRO FALLS MN				
ROCKFORD	MN	1,919	ST MICHAEL MN						
ROYALTON	MN	974	Pierz MN						
SANDSTONE	MN	1,191	Cloverton WI	Dairyland WI	West Danbury WI				
SAUK CENTRE	MN	1,250	LONG PRAIRIE MN	VILLARD MN					
SHAKOPEE	MN	12,402	CHASKA MN						
ST CHARLES	MN	1,342	ALTURA MN	ELGIN MN	EYOTA MN	LEWISTON MN	PLAINVIEW MN	ROLLINGSTONE MN	
ST PETER	MN	2,178	LaFayette MN						
STAPLES	MN	1,265	BROWERVILLE MN						
SWANVILLE	MN	471	LONG PRAIRIE MN						
TOFTE	MN	947	Gunflint Trail MN						
WABASHA	MN	1,139	Kellogg MN	LAKE CITY MN	Pepin WI	PLAINVIEW MN			
WASECA	MN	1,893	NEW RICHLAND MN	WALDORF MN					
WNDOM	MN	1,795	Heron Lake MN	Jeffers MN	Westbrook-Storden MN				
WNONA	MN	5,592	Centerville WI	Fountain City WI	LEWISTON MN	ROLLINGSTONE MN	Trempealeau WI		
WEST GLACIER	MT	541	Hungry Horse MT						
WAHPETON	ND	1,534	Cambell MN						
ALLIANCE	NE	2,324	BROADWATER NE	OSHKOSH NE					
BIG SPRINGS	NE	322	CHAPPELL NE	LEWELLEN NE					
BRIDGEPORT	NE	902	BAYARD NE	BROADWATER NE	KIMBALL NE	MINATARE NE			
HARRISON	NE	201	MITCHELL NE	MORRILL NE	SCOTTSBLUFF NE	TORRINGTON WY			
SIDNEY	NE	2,893	POTTER NE						
ANGEL FIRE	NM	3,127	San Luis CO						

CenturyLink/Qwest Domestic 214 Application
EXHIBIT 5

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AZTEC	NM	11,595	Alison CO	Ignacio CO					
CIMARRON	NM	695	San Luis CO	Weston CO					
FARMINGTON	NM	24,368	Marvel CO						
GALLUP	NM	10,476	Ramah NM	Vanderwagen NM					
GRANTS	NM	5,514	Fence Lake NM	Pine Hill NM	Ramah NM				
LAS VEGAS	NM	8,222	Pecos NM						
QUESTA	NM	1,532	Antonito CO	San Luis CO					
RATON	NM	3,974	Weston CO						
SANTA FE	NM	61,041	Pecos NM						
ALBANY	OR	14,768	Lebanon OR	Shedd OR					
ASHLAND	OR	9,007	FISH LAKE OR	WHITE CITY OR					
ASTORIA	OR	6,037	Jewell OR	Knappa OR					
BAKER CITY	OR	5,616	Durkee OR						
BEND	OR	31,976	Silver Lake OR						
BLUE RIVER	OR	916	Sweet Home OR						
BURLINGTON	OR	1,081	Scappoose OR						
CENTRAL POINT	OR	5,079	WHITE CITY OR						
CORVALLIS	OR	15,883	Shedd OR						
COTTAGE GROVE	OR	8,092	Creswell OR	Drain OR	Yoncalla OR				
DALLAS	OR	7,224	SHERIDAN OR						
EUGENE	OR	71,261	Creswell OR						
GOLD HILL	OR	1,679	WHITE CITY OR						
HERMISTON	OR	5,152	Boardman OR	Echo OR					
KLAMATH FALLS	OR	15,191	Bonanza OR	Chiloquin OR	Malin OR	Merrill OR	Rocky Point OR	Sprague River OR	
LAPINE	OR	4,328	Gilchrist OR						
LOWELL	OR	1,459	Creswell OR						
MADRAS	OR	3,288	Maupin OR						
MARCOLA	OR	951	Sweet Home OR						
MEDFORD	OR	25,538	WHITE CITY OR						
NEWPORT	OR	5,145	Depoe Bay OR						
NORTH PLAINS	OR	2,045	Scappoose OR						
OAKLAND-SUTHERLIN	OR	4,661	Glide OR	Yoncalla OR					
OREGON CITY	OR	18,295	Aurora OR						
PENDLETON	OR	7,363	Echo OR	Pilot Rock OR					
PRINEVILLE	OR	6,127	Mitchell OR	Paulina OR	Silver Lake OR				
ROGUE RIVER	OR	3,566	WHITE CITY OR						
ROSEBURG	OR	18,206	Camas Valley OR	Glide OR					
SEASIDE	OR	5,509	Jewell OR						
SILETZ	OR	1,288	LINCOLN CITY OR						
ST HELENS	OR	6,266	Scappoose OR						
STANFIELD	OR	576	Echo OR						
UMATILLA	OR	2,651	Boardman OR	PATERSON WA					
VALE	OR	1,656	Huntington OR						
WESTPORT	OR	393	Cathlamet WA	Jewell OR	Knappa OR	Puget Island WA			
WOODBURN	OR	7,906	Aurora OR						
MILBANK	SD	1,414	Beardsley MN						
ABERDEEN	WA	11,481	Elma WA	Humptulips WA	Montesano WA	Ocosta WA	Raymond WA		
BATTLEGROUND	WA	9,119	Yacolt WA						
BELFAIR	WA	6,731	Lakebay WA						
BUCKLEY	WA	2,229	South Prairie WA						
CASTLE ROCK	WA	3,771	Vader WA						
CHEHALIS	WA	9,327	Curtis WA	Pe Ell WA					
COLVILLE	WA	7,083	Chewelah WA	Kettle Falls WA					
COPALIS BEACH	WA	3,567	Humptulips WA	Pacific Beach WA					
COULEE DAM	WA	2,105	Almira WA	Coulee City WA	Nespelem WA	Wilbur WA			
CRYSTAL MOUNTAIN	WA	700	Packwood WA						
DAYTON	WA	1,894	Starbuck WA						
DEER PARK	WA	6,017	Reardan WA						