Notes to Unaudited Pro Forma Combined Condensed Financial Information — (Continued)

(C) To reflect the preliminary fair values of the identifiable intangible assets of Qwest which were estimated by CenturyLink's management based on the fair values assigned to similar assets in the recently completed Embarq acquisition. The estimated useful life of the customer relationship asset was assumed to be 10 years. The other intangible assets are considered indefinite life intangible assets and thus have no associated amortization expense for purposes hereof. This adjustment also includes (i) a reclassification of Qwest's existing noncurrent deferred tax asset to partially offset CenturyLink's existing noncurrent deferred tax liability and (ii) the elimination of existing deferred costs of Qwest associated with installation activities that will likely be assigned no value in the purchase price allocation process. The pro forma adjustment is composed of the following (in millions):

	Increase (Decrease) to Assets
Establish customer relationship asset	$ 1,900
Establish other intangible assets	400
Reclassify noncurrent deferred tax asset to deferred credits and other liabilities	(1,772)
Elimination of deferred costs associated with installation activities	(107)
Net pro forma adjustment	$ 421

(D) To eliminate existing deferred revenues of Qwest associated with installation activities and capacity leases that will likely be assigned little or no value in the purchase price allocation process.

(E) To adjust the carrying value of Qwest's long–term debt to its estimated fair value as of March 31, 2010. Fair value was estimated based on quoted market prices where available or, if not available, based on discounted future cash flows using current market interest rates.

(F) To (i) adjust Qwest's aggregate pension and postretirement benefit obligation to the estimated funded status as of March 31, 2010; (ii) reclassify Qwest's existing noncurrent deferred tax asset to partially offset CenturyLink's existing noncurrent deferred tax liability; (iii) eliminate existing deferred revenue of Qwest associated with installation activities and capacity leases that will likely be assigned little or no value in the purchase price allocation process; and (iv) reflect the estimated net deferred tax liability established for the tax effects of recognizing the preliminary purchase price allocation reflected herein (calculated at an estimated effective tax rate of 38.6%). This net pro forma adjustment is composed of the following (in millions):

	Increase (Decrease) to Liabilities
Adjust Qwest's pension and postretirement benefit obligations to estimated fair value	$ (149)
Reclassify noncurrent deferred tax asset	(1,772)
Elimination of existing deferred revenue of Qwest	(409)
Deferred tax asset liability (asset) associated with:	
Customer relationship and other intangible assets	888
Long–term debt*	(252)
Pension and postretirement benefit obligations	57
Elimination of deferred revenue associated with capacity leases	131
Net pro forma adjustment	$ (1,506)

* The fair value adjustment for long–term debt described in Item (E) above includes a portion related to Qwest's 3.5% Convertible Senior Notes that likely will not be considered deductible for tax purposes and therefore has not been considered in the related deferred tax adjustment shown above.

Notes to Unaudited Pro Forma Combined Condensed Financial Information — (Continued)

(G) To reflect the elimination of Qwest's stockholders' equity balances as of March 31, 2010 and to reflect the issuance of 288.8 million shares of CenturyLink common stock (valued at $10.455 billion for purposes of this pro forma information) as consideration to be delivered to acquire Qwest.

Income Statement Adjustments

The pro forma income statement for the year ended December 31, 2009 includes a column that reflects Embarq's results of operations for the six months ended June 30, 2009, which represents the portion of 2009 preceding CenturyLink's acquisition of Embarq on July 1, 2009. Embarq's results of operations subsequent to July 1, 2009 are included in CenturyLink's historical results of operations in the accompanying pro forma combined condensed statements of income.

Pro forma income statement adjustments include the following:

(H) To reflect the elimination of operating revenues and operating costs recognized by Qwest associated with existing deferred revenues and costs from installation activities and capacity leases that will likely be assigned little or no value in the purchase price allocation process.

(I) To reflect amortization expense associated with the Qwest customer relationship asset estimated in Item (C) above assuming an estimated useful life of 10 years utilizing an accelerated (sum–of–the–years digits) amortization method (which corresponds to an increase in depreciation and amortization of $345 million for the year ended December 31, 2009 and $78 million for the three months ended March 31, 2010). The adjustment for the Embarq acquisition for the year ended December 31, 2009 represents the difference between (i) the estimated depreciation and amortization that would have been recorded during the first half of 2009 assuming the amounts assigned to property, plant and equipment and the customer relationship asset were equivalent to the amounts actually assigned for these assets based on the purchase price allocation prepared in connection with CenturyLink's July 1, 2009 acquisition of Embarq and (ii) Embarq's reported amount of depreciation and amortization for the six months ended June 30, 2009 prior to CenturyLink's acquisition of Embarq.

	Increase (Decrease) to Depreciation and Amortization Expense	
	Year Ended December 31, 2009	Three Months Ended March 31, 2010
	(In millions)	
Qwest acquisition	$ 345	$ 78
Embarq acquisition	(18)	—
Total pro forma adjustment	$ 327	$ 78

(J) To reflect a reduction in interest expense from the accretion of the purchase accounting adjustment associated with reflecting Qwest's long–term debt based on its estimated fair value pursuant to the adjustment described in Item (E) above. Such fair value adjustment for the Qwest acquisition is recognized over the remaining weighted average maturity of the long–term debt of 9.8 years (or approximately $103 million for the year ended December 31, 2009 and approximately $31 million for the three months ended March 31, 2010). This adjustment to interest expense excludes any adjustment related to Qwest's 3.5% Convertible Senior Notes, which Qwest expects to repurchase or redeem for cash in the second half of 2010 and thus are not expected to have a continuing impact on the results of operations of the combined company. The summary table below also reflects an adjustment to interest expense with respect to the first half of the year ended December 31, 2009, assuming the fair value adjustment of Embarq's long term debt as of the July 1, 2009 acquisition date had instead occurred at the beginning of 2009.

Notes to Unaudited Pro Forma Combined Condensed Financial Information — (Continued)

	(Increase) Decrease to Interest Expense	
	Year Ended December 31, 2009	Three Months Ended March 31, 2010
	(In millions)	
Qwest acquisition	$ 103	$ 31
Embarq acquisition	(1)	—
Total pro forma adjustment	$ 102	$ 31

(K) To reflect the tax effects of Items (H), (I) and (J) using an estimated effective income tax rate of 38.6%.

(L) To reflect the elimination of Qwest's basic and diluted common shares outstanding, net of the assumed issuance of basic and diluted common shares as a result of the Qwest transaction calculated by multiplying Qwest's basic and diluted common shares outstanding by the 0.1664 exchange ratio. The pro forma adjustment for the year ended December 31, 2009 also includes the elimination of Embarq's basic and diluted common shares outstanding and the assumed issuance of basic and diluted common shares as if the Embarq acquisition had occurred on January 1, 2009.

For purposes of preparing these pro forma financial statements, the fair value of Qwest's property, plant and equipment was estimated to approximate their carrying value on the date of acquisition. To the extent that the final purchase price allocation causes CenturyLink's depreciation and amortization expense to differ from that presented in the accompanying pro forma statement of income information, annual earnings per common share will be affected by $.01 per share for every $9.5 million difference in annual depreciation and amortization expense. Thus, for example, if CenturyLink ultimately allocates an additional $1.208 billion of the aggregate purchase price to property, plant and equipment (representing a 10% increase in the amount that has been preliminarily allocated to such assets as described above), the annual depreciation and amortization would increase by approximately $181.2 million (assuming a composite annual depreciation rate of 15%) and the annual earnings per share would decrease by $.19 per share for 2009 from the amounts presented in the accompanying pro forma information. In contrast, a 10% reduction in the amount that has been preliminarily allocated to property, plant and equipment would decrease depreciation and amortization by $181.2 million (assuming a composite annual depreciation rate of 15%) and increase annual earnings per share by $.19 per share for 2009 from the amounts presented herein.

In calculating basic and diluted earnings per common share on a pro forma combined basis for the year ended December 31, 2009, $8,559,000 (which represents the earnings applicable to unvested restricted stock grants) was subtracted from net income prior to dividing such figure by average basic and diluted common shares outstanding. Similarly, in order to calculate basic and diluted earnings per common share on a pro forma combined basis for the three months ended March 31, 2010, $1,138,000 was subtracted from net income prior to dividing such figure by average basic and diluted shares outstanding.

COMPARATIVE STOCK PRICES AND DIVIDENDS

CenturyLink common stock and Qwest common stock are both traded on the NYSE under the symbols CTL and Q, respectively. The following table presents trading information for CenturyLink and Qwest common shares on April 21, 2010, the last trading day before the public announcement of the execution of the merger agreement, and July 15, 2010, the latest practicable trading day before the date of this joint proxy statement prospectus.

	CTL Common Stock			Q Common Stock		
Date	High	Low	Close	High	Low	Close
April 21, 2010	$ 36.47	$ 36.00	$ 36.20	$ 5.25	$ 5.16	$ 5.24
July 15, 2010	$ 35.04	$ 34.64	$ 34.83	$ 5.55	$ 5.47	$ 5.51

For illustrative purposes, the following table provides Qwest equivalent per share information on each of the specified dates. Qwest equivalent per share amounts are calculated by multiplying CenturyLink per share amounts by the exchange ratio of 0.1664.

	CTL Common Stock			Q Equivalent Per Share		
Date	High	Low	Close	High	Low	Close
April 21, 2010	$ 36.47	$ 36.00	$ 36.20	$ 6.07	$ 5.99	$ 6.02
July 15, 2010	$ 35.04	$ 34.64	$ 34.83	$ 5.83	$ 5.76	$ 5.80

Market Prices and Dividend Data

The following tables set forth the high and low sales prices of CenturyLink's and Qwest's common stock as reported in the NYSE's consolidated transaction reporting system, and the quarterly cash dividends declared per share, for the calendar quarters indicated.

CenturyLink

	High	Low	Dividend Declared
2008			
First Quarter	$ 42.00	$ 32.00	$ 0.0675
Second Quarter	37.25	30.55	0.70(1)
Third Quarter	40.35	34.13	0.70
Fourth Quarter	40.00	20.45	0.70
2009			
First Quarter	29.22	23.41	0.70
Second Quarter	33.62	25.26	0.70
Third Quarter	34.00	28.90	0.70
Fourth Quarter	37.15	32.25	0.70
2010			
First Quarter	37.00	32.98	0.725
Second Quarter	36.73	14.16(2)	0.725
Third Quarter (through July 15, 2010)	35.09	32.92	—

(1) Includes special dividend of $0.6325 per share declared on June 24, 2008.

(2) During the widely publicized temporary market malfunction that occurred on the afternoon of May 6, 2010, CenturyLink's common stock momentarily traded as low as $14.16 in markets other than the NYSE. The opening and closing prices of CenturyLink's common stock on May 6, 2010, were $34.48 and $33.52, respectively.

Qwest

	High	Low	Dividend Declared
2008			
First Quarter	$ 7.07	$ 4.44	$ —(1)
Second Quarter	5.55	3.78	0.08
Third Quarter	4.15	3.15	0.08
Fourth Quarter	3.66	2.05	0.16(1)
2009			
First Quarter	4.04	2.86	—(1)
Second Quarter	4.87	3.36	0.08
Third Quarter	4.17	3.30	0.08
Fourth Quarter	4.43	3.42	0.16(1)
2010			
First Quarter	5.38	4.11	—(1)
Second Quarter	5.53	4.87	0.08
Third Quarter (through July 15, 2010)	5.56	5.16	—

(1) Qwest paid a cash dividend of $.08 per share in the first quarter of each of 2008, 2009 and 2010; however, each of those dividends was declared in the fourth quarter of the preceding year.

COMPARISON OF RIGHTS OF CENTURYLINK SHAREHOLDERS AND QWEST STOCKHOLDERS

If the merger is consummated, stockholders of Qwest will become shareholders of CenturyLink. The rights of CenturyLink shareholders are governed by and subject to the provisions of the Louisiana Business Corporation Law and the articles of incorporation and bylaws of CenturyLink, rather than the provisions of Delaware General Corporation Law and the certificate of incorporation and bylaws of Qwest. The following is a summary of the material differences between the rights of holders of CenturyLink common stock and the rights of holders of Qwest common stock, but does not purport to be a complete description of those differences or a complete description of the terms of the CenturyLink common stock subject to issuance in connection with the merger. The following summary is qualified in its entirety by reference to the relevant provisions of (i) the Louisiana Business Corporation Law, which we refer to as Louisiana law, (ii) the Delaware General Corporation Law, which we refer to as Delaware law, (iii) the Amended and Restated Articles of Incorporation of CenturyLink, which we refer to as the CenturyLink charter, (iv) the Amended and Restated Certificate of Incorporation of Qwest, which we refer to as the Qwest charter, (v) the bylaws of CenturyLink, which we refer to as the CenturyLink bylaws, (vi) the amended and restated bylaws of Qwest, which we refer to as the Qwest bylaws, and (vii) the description of CenturyLink common stock contained in CenturyLink's Form 8-A/A filed with the SEC on July 1, 2009 and any amendment or report filed with the SEC for the purpose of updating such description.

This section does not include a complete description of all differences among the rights of CenturyLink shareholders and Qwest stockholders, nor does it include a complete description of the specific rights of such holders. Furthermore, the identification of some of the differences in the rights of such holders as material is not intended to indicate that other differences that may be equally important do not exist. You are urged to read carefully the relevant provisions of Delaware law and Louisiana law, as well as the governing corporate instruments of each of CenturyLink and Qwest, copies of which are available, without charge, to any person, including any beneficial owner to whom this joint proxy statement prospectus is delivered, by following the instructions listed under "Where You Can Find More Information."

Authorized Capital Stock

CenturyLink is currently authorized under the CenturyLink charter to issue an aggregate of 802 million shares of capital stock, consisting of 800 million shares of common stock, $1.00 par value per share, and two million shares of preferred stock, $25 par value per share. Qwest is authorized under the Qwest charter to issue an aggregate of 5.2 billion shares of capital stock, consisting of 5 billion shares of common stock, $.01 par value per share, and 200 million shares of preferred stock, $1.00 par value per share.

Common Stock. Under the CenturyLink charter, each share of CenturyLink common stock, including those to be issued in connection with the merger, entitles the holder thereof to one vote per share on all matters duly submitted to shareholders for their vote or consent. Holders of CenturyLink stock do not have cumulative voting rights. As a result, the holders of more than 50% of the voting power would be able to elect all of the directors.

The holders of Qwest common stock are entitled to one vote per share on all matters duly submitted to stockholders for their vote or consent.

Preferred Stock. Under the CenturyLink charter, the board of directors of CenturyLink is authorized, without shareholder action, to issue preferred stock from time to time and to establish the designations, preferences and relative, optional or other special rights and qualifications, limitations and restrictions thereof, as well as to establish and fix variations in the relative rights as between holders of any one or more series thereof. The authority of the board of directors includes, but is not limited to, the determination or establishment of the following with respect to each series of CenturyLink preferred stock that may be issued: (i) the designation of such series, (ii) the number of shares initially constituting such series, (iii) the dividend rate (fixed or variable) and conditions, (iv) the dividend, liquidation and other preferences, if any, in respect of CenturyLink preferred stock or among the series of CenturyLink preferred stock, (v) whether, and upon what terms, CenturyLink preferred stock would be convertible into or exchangeable for other securities of

CenturyLink, (vi) whether, and to what extent, holders of CenturyLink preferred stock will have voting rights, and (vii) the restrictions, if any, that are to apply on the issue or reissue of any additional shares of CenturyLink preferred stock.

As of July 13, 2010, there were outstanding 9,434 shares of CenturyLink's Series L Preferred Stock, which were convertible into a total of approximately 12,864 shares of CenturyLink common stock. Each holder of the currently outstanding CenturyLink preferred stock is entitled to receive cumulative dividends prior to the distribution or declaration of dividends in respect of the CenturyLink common stock and is entitled to vote as a class with the CenturyLink common stock. Upon the dissolution, liquidation or winding up of CenturyLink, the holders of CenturyLink's currently outstanding Series L Preferred Stock are entitled to receive, pro rata with all other such holders, a per share amount equal to $25.00 plus any unpaid and accumulated dividends thereon prior to any payments on the CenturyLink common stock. Aside from the shares of Series L Preferred Stock, no other shares of CenturyLink preferred stock are outstanding as of the date of this joint proxy statement–prospectus.

For a discussion of the possible antitakeover effects of the existence of undesignated CenturyLink preferred stock, see "— Laws and Organizational Document Provisions with Possible Antitakeover Effects" beginning on page 125.

Under the Qwest charter, the board of directors is authorized, without stockholder action, to issue preferred stock, which we refer to as Qwest preferred stock. Qwest preferred stock may be issued by the board of directors from time to time in one or more series, each of which is to have the voting powers, designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions as are stated in the Qwest charter or related certificates of designations. As of the date of this joint proxy statement–prospectus, there were no shares of Qwest preferred stock outstanding.

Dividends, Redemptions, Stock Repurchases and Reversions

Under Delaware law and Louisiana law, dividends may be declared by the board of directors of a corporation and paid out of surplus, and, if no surplus is available, out of any net profits for the then current fiscal year or the preceding fiscal year, or both, provided that such payment would not reduce capital below the amount of capital represented by all classes of outstanding stock having a preference as to the distribution of assets upon liquidation of the corporation. Louisiana law further provides that no dividend may be paid when a corporation is insolvent or would thereby be made insolvent and that shareholders must be notified of any dividend paid out of capital surplus.

Under Louisiana law, a corporation may redeem or repurchase its shares out of surplus or, in certain circumstances, stated capital, provided in either event that it is solvent and will not be rendered insolvent thereby, and provided further that the net assets are not reduced to a level below the aggregate liquidation preferences of any shares that will remain outstanding after the redemption. Under Delaware law, a corporation may redeem or repurchase its outstanding shares provided that (1) its capital is not impaired and will not become impaired by such redemption or repurchase and (2) the price for which any shares are repurchased is not then in excess of the price for which they may then be redeemed.

The CenturyLink charter, in accordance with Louisiana law, provides that cash, property or share dividends, shares issuable to shareholders in connection with a reclassification of stock, and the redemption price of redeemed shares that are not claimed by the shareholders entitled thereto within one year after the dividend or redemption price became payable or the shares became issuable revert in full ownership to CenturyLink, and CenturyLink's obligation to pay such dividend or redemption price or issue such shares, as appropriate, will thereupon cease, subject to the power of the board of directors to authorize such payment or issuance following the reversion. Neither the Qwest charter nor the Qwest bylaws contain a similar provision.

Charter Amendments and Approval of Other Extraordinary Transactions

To authorize a (i) merger or consolidation, (ii) sale, lease or exchange of all or substantially all of a corporation's assets, (iii) voluntary liquidation or (iv) amendments to the certificate of incorporation of a

corporation, Delaware law requires, subject to certain limited exceptions, the affirmative vote of the holders of a majority of the outstanding shares of the voting stock. To authorize these same transactions, Louisiana law requires, subject to certain limited exceptions, the affirmative vote of the holders of two-thirds (or such larger or smaller proportion, not less than a majority, as the articles of incorporation may provide) of the voting power present or represented at the shareholder meeting at which the transaction is considered and voted upon.

The CenturyLink charter provides that certain articles thereof (primarily those relating to approving certain business combinations, holding shareholder meetings, removing directors, considering tender offers and amending bylaws) may be amended only upon, among other things, the affirmative vote of 80% of the votes entitled to be cast by all shareholders and two-thirds of the votes entitled to be cast by all shareholders other than related persons (which is defined therein). For a discussion of certain supermajority votes required to approve certain business combinations or to amend the CenturyLink bylaws, see the discussion below under "— Laws and Organizational Document Provisions with Possible Antitakeover Effects — Louisiana Fair Price Statute" on page 126 and "— Amendment to the Bylaws" on page 128.

The Qwest charter provides that certain provisions thereof (primarily those relating to board classification, removal of directors, stockholder actions and meetings, the adoption, amendment, alteration or repeal of the Qwest bylaws, and the adoption, amendment, alteration or repeal of the Qwest charter) may be amended only upon, among other things, the affirmative vote of the holders of at least 80% of the voting power of all of the shares of Qwest capital stock entitled to vote generally in the election of directors, voting together as a single class. The Qwest charter further provides that the article relating to certain business combinations may be amended only upon, among other things, the affirmative vote of the holders of at least 80% of all the outstanding shares of Qwest capital stock entitled to vote generally in the election of directors, voting together as a single class, unless the proposed amendment, alteration, change, or repeal has been recommended to the stockholders by the board of directors with the approval of at least two thirds of the continuing directors (as defined in the Qwest charter), in which event the proposed amendment, alteration, change or repeal must be approved by the affirmative vote of the holders of at least two-thirds of all the outstanding shares of Qwest capital stock entitled to vote generally in the election of directors, voting together as a single class. For a discussion of certain supermajority votes required to amend the Qwest bylaws, see the discussion below under "— Amendment to the Bylaws" on page 128.

Delaware law and Louisiana law provide that the holders of outstanding shares of a class of stock are entitled to vote as a class in connection with any proposed amendment to the corporation's certificate or articles of incorporation, whether or not such holders are entitled to vote thereon by the certificate or articles of incorporation, if such amendment would have certain specified adverse effects on the holders of such class of stock.

Shareholder Proposals and Nominations

The CenturyLink bylaws provide that any shareholder of record entitled to vote thereon may nominate one or more persons for election as directors and properly bring other matters before a meeting of the shareholders only if written notice has been received by the secretary of CenturyLink, in the event of an annual meeting of shareholders, not more than 180 days and not less than 90 days in advance of the first anniversary of the preceding year's annual meeting of shareholders or, in the event of a special meeting of shareholders or annual meeting scheduled to be held either 30 days earlier or later than such anniversary date, within 15 days of the earlier of the date on which notice of such meeting is first mailed to shareholders or public disclosure of the meeting date is made.

The Qwest bylaws provide that any stockholder of record entitled to vote at the meeting may nominate individuals for election as directors at, and properly bring business before, an annual meeting of stockholders only if written notice has been received by the secretary of Qwest not less than 120 days prior to the anniversary of the date that Qwest's proxy statement was released to stockholders in connection with the previous year, or, if the date of the annual meeting has been changed by more than 30 days from the date contemplated at the previous year's annual meeting, then 150 days prior to the date of the annual meeting.

The bylaws of both CenturyLink and Qwest require that the above-described notices include certain detailed information concerning the shareholder, the matter the shareholder proposes to bring before the meeting and, in the case of a nomination for director, the nominee.

Limitation of Personal Liability of Directors and Officers

Under both Delaware law and Louisiana law, shareholders are entitled to bring suit, generally in an action on behalf of the corporation, to recover damages caused by breaches of the duty of care and the duty of loyalty owed to a corporation and its shareholders by directors and officers. Both Delaware law and Louisiana law permit corporations to (i) include provisions in their certificate or articles of incorporation that limit personal liability of directors (and, under Louisiana law only, officers) for monetary damages resulting from breaches of the duty of care, subject to certain exceptions that are substantially the same under each state's law, and (ii) indemnify officers and directors in certain circumstances for their expenses and liabilities incurred in connection with defending pending or threatened suits, as more fully described below.

The CenturyLink charter includes a provision that eliminates the personal liability of a director or officer to CenturyLink and its shareholders for monetary damages resulting from breaches of the duty of care to the full extent permitted by Louisiana law and further provides that any amendment or repeal of this provision will not affect the elimination of liability accorded to any director or officer for acts or omissions occurring prior to such amendment or repeal. The Qwest charter contains a similar provision, but only with respect to directors.

Under both Delaware law and Louisiana law, corporations are permitted, and in some circumstances required, to indemnify, among others, current and prior officers, directors, employees or agents of the corporation for expenses and liabilities incurred by such parties in connection with defending pending or threatened suits instituted against them in their corporate capacities, provided certain specified standards of conduct are determined to have been met. These corporate statutes further permit corporations to purchase insurance for indemnifiable parties against liability asserted against or incurred by such parties in their corporate capacities.

Under the CenturyLink bylaws, CenturyLink is obligated to indemnify its current or former directors and officers, except that if any of its current or former directors or officers are held liable under or settle any derivative suit, CenturyLink is permitted, but not obligated to, indemnify the indemnified person to the fullest extent permitted by Louisiana law. Subject to certain conditions and restrictions, CenturyLink is required to advance all reasonable expenses incurred by the indemnified party prior to the final disposition of an indemnifiable proceeding. Similarly, the Qwest bylaws provide for mandatory indemnification for, among others, current and former directors and officers of Qwest. Qwest is required to advance all reasonable expenses incurred by an indemnified party prior to the final disposition of an indemnifiable proceeding, provided that no advancement shall be made if a majority of disinterested directors or independent legal counsel reasonably determine that the indemnified party has acted in such a manner as to permit or require the denial of indemnification.

CenturyLink has entered into indemnification agreements providing its directors and certain of its officers the same procedural and substantive rights to indemnification currently set forth in the CenturyLink bylaws, and Qwest has entered into employment or severance agreements with certain of its officers agreeing to indemnify them to the fullest extent required or permitted under the Qwest bylaws or Delaware law.

Appraisal and Dissent Rights

Under Louisiana law, a shareholder has the right to dissent from most types of mergers or consolidations, or from the sale, lease, exchange or other disposition of all or substantially all of the corporation's assets, if such transaction is approved by less than 80% of the corporation's total voting power. The right to dissent is not available with respect to sales pursuant to court orders or sales for cash on terms requiring distribution of all or substantially all of the net proceeds to the shareholders in accordance with their respective interests within one year after the date of the sale. Moreover, no dissenters' rights are available with respect to (i) shareholders holding shares of any class of stock that are listed on a national securities exchange, subject to

certain exceptions, or (ii) shareholders of a surviving corporation whose approval is not required in connection with the transaction. In order to exercise dissenters' rights under Louisiana law, a dissenting shareholder must follow certain procedures similar to the procedures that a dissenting stockholder must follow under Delaware law.

Neither the CenturyLink charter nor the CenturyLink bylaws contain any additional provisions relating to dissenters' rights of appraisal. Accordingly, holders of CenturyLink stock may not be entitled to appraisal rights in connection with mergers or consolidations involving CenturyLink, or with the sale, lease, exchange or other disposition of all or substantially all of CenturyLink's assets, depending on the consideration payable in connection therewith.

Under Delaware law, stockholders who dissent from a merger or consolidation of the corporation have the right to demand and receive payment of the fair value of their stock as appraised by the Delaware Chancery Court. The Delaware law provides that dissenters' rights are inapplicable (i) to stockholders of a surviving corporation whose vote is not required to approve the merger or consolidation, and (ii) to any class of stock listed on a national securities exchange or designated as a Nasdaq National market security or held of record by over 2,000 stockholders, unless, in either case, such stockholders are required in the merger to accept in exchange for their shares anything other than (1) shares of the surviving corporation, (2) stock of another corporation which is either listed on a national securities exchange or designated as a Nasdaq National market, (3) cash in lieu of fractional shares of such corporations, or (4) or any combination of the above.

Neither the Qwest charter nor the Qwest bylaws contain any additional provisions relating to dissenters' rights of appraisal. Holders of Qwest stock may not be entitled to appraisal rights in connection with mergers or consolidations involving Qwest, depending on the consideration payable in connection therewith. As noted above, the holders of Qwest stock are not entitled to appraisal rights in connection with the merger. See "No Appraisal Rights" on page 129.

Access to Corporate Records and Accounts

Under Louisiana law, any shareholder, except a business competitor, who has been the holder of record of at least 5% of the outstanding shares of any class of the corporation's stock for a minimum of six months has the right to examine the records and accounts of the corporation for any proper and reasonable purpose. Two or more shareholders who have each held shares for six months may aggregate their stock holdings to attain the required 5% threshold. Business competitors, however, must have owned at least 25% of all outstanding shares for a minimum of six months to obtain such inspection rights.

Under Delaware law, any stockholder, in person or by attorney or other agent, upon written demand under oath stating the purpose thereof, has the right, subject to certain limited exceptions, to examine for any proper purpose the corporation's relevant books and accounts, and to make copies and extracts from the corporation's stock ledger, a list of its stockholders, its other books and records and a subsidiary's books and records, to the extent that the corporation has actual possession and control of such records or the corporation could obtain such records through the exercise of control over such subsidiary. If after five business days the corporation fails to reply or refuses to comply with such a request, the stockholder may apply to the Court of Chancery to compel compliance.

Laws and Organizational Document Provisions with Possible Antitakeover Effects

Both Delaware law and Louisiana law permit corporations to include in their articles or certificate of incorporation any provisions not inconsistent with law that regulate the internal affairs of the corporation, including provisions that are intended to encourage any person desiring to acquire a controlling interest in the corporation to do so pursuant to a transaction negotiated with the corporation's board of directors rather than through a hostile takeover attempt. These provisions are intended to assure that any acquisition of control of the corporation will be subject to review by the board to take into account the interests of all of the corporation's stockholders. However, some stockholders may find these provisions to be disadvantageous to the extent that they could limit or preclude meaningful stockholder participation in certain transactions such as mergers or tender offers and render more difficult or discourage certain takeovers in which stockholders might

receive for some or all of their shares a price that is higher than the prevailing market price at the time the takeover attempt is commenced. These provisions might further render more difficult or discourage proxy contests, the assumption of control by a person of a large block of the corporation's voting stock or any other attempt to influence or replace the corporation's incumbent management.

The Qwest charter and the CenturyLink charter contain provisions that are designed to ensure meaningful participation of the board of directors in connection with proposed takeovers. Louisiana has adopted a greater number of statutes that regulate takeover attempts than Delaware has. Set forth below is a discussion of the provisions of the CenturyLink charter and Qwest charter, along with provisions of Louisiana and Delaware law, that may reasonably be expected to affect the incidence and outcome of takeover attempts.

Louisiana Fair Price Statute. Louisiana has adopted a statute, which we refer to as the Louisiana Fair Price Statute, that is intended to deter the use of two–tier tender offers in which an interested shareholder obtains in a business combination a controlling interest in the shares of a Louisiana corporation having 100 or more beneficial shareholders at a price substantially in excess of the market value of the corporation's voting stock and subsequently seeks in the second tier to compel a business combination in which the consideration paid to the remaining stockholders is greatly reduced. Under the statute, an interested shareholder is defined to include any person (other than the corporation, its subsidiaries or its employee benefit plans) who is the beneficial owner of shares of capital stock representing 10% or more of the total voting power of a corporation. The term business combination is broadly defined to include most corporate actions that an interested shareholder might contemplate after acquiring a controlling interest in a corporation in order to increase his or her share ownership or reduce his or her acquisition debt. These second tier transactions include any merger or consolidation of the corporation involving an interested shareholder, any disposition of assets of the corporation to an interested shareholder, any issuance to an interested shareholder of securities of the corporation meeting certain threshold amounts and any reclassification of securities of the corporation having the effect of increasing the voting power or proportionate share ownership of an interested shareholder. Under the Louisiana Fair Price Statute, a business combination must be recommended by the board of directors and approved by the affirmative vote of the holders of 80% of the corporation's total voting power and two–thirds of the total voting power excluding the shares held by the interested shareholder (in addition to any other votes required under law or the corporation's articles of incorporation), unless the transaction is approved by the board of directors prior to the time the interested shareholder first obtained such status or the business combination satisfies certain minimum price, form of consideration and procedural requirements. Although the statute protects shareholders by encouraging an interested shareholder to negotiate with the board of directors or to satisfy the minimum price, form of consideration and procedural requirements imposed thereunder, it does not prevent an acquisition of a controlling interest of a corporation by an interested shareholder who does not contemplate initiating a second tier transaction. The CenturyLink charter avails CenturyLink of the provisions of the statute and contains an article that provides for substantially similar protections.

Louisiana Control Share Statute. The Louisiana Control Share Statute provides that, subject to certain exceptions, any shares of certain publicly traded Louisiana corporations acquired by a person or group other than an employee benefit plan or related trust of the corporation, in an acquisition that causes such acquirer to have the power to vote or direct the voting of shares in the election of directors in excess of 20%, 33 1/3% or 50% thresholds shall have only such voting power as shall be accorded by the affirmative vote of, among others, the holders of a majority of the votes of each voting group entitled to vote separately on the proposal, excluding all interested shares (as defined therein), at a meeting that, subject to certain exceptions, is required to be called for that purpose upon the acquirer's request. The statute permits the articles of incorporation or bylaws of a corporation to exclude from its application share acquisitions occurring after the adoption of the statute. The CenturyLink bylaws contain such a provision.

Delaware Business Combination Statute. Section 203 of the Delaware law generally prohibits "business combinations," including mergers, sales and leases of assets, issuances of securities and similar transactions, by a corporation or a subsidiary with an "interested stockholder" who beneficially owns 15% or more of a corporation's voting stock, within three years after the person or entity becomes an interested stockholder, unless: (i) the transaction that will cause the person or entity to become an interested stockholder is approved

by the board of directors of the corporation prior to the transaction; (ii) after the completion of the transaction in which the person or entity becomes an interested stockholder, the interested stockholder holds at least 85% of the voting stock of the corporation not including shares held by officers and directors of interested stockholders or shares held by specified employee benefit plans; or (iii) after the person or entity becomes an interested stockholder, the business combination is approved by the corporation's board of directors and holders of at least two thirds of the corporation's outstanding voting stock, excluding shares held by the interested stockholder. Delaware corporations may elect not to be governed by Section 203. Qwest has not made such an election.

Qwest Business Combination Provision. The Qwest charter requires the affirmative vote of the holders of 80% of the voting stock of Qwest to approve any "business combination," including mergers, sales and leases of assets, issuances of securities and similar transactions, by Qwest or a subsidiary with a "related person" who beneficially owns 10% or more of Qwest's voting stock, unless: (i) the business combination has been approved by the vote of not less than a majority of directors who are not affiliated with the related person or (ii) certain fair price requirements are satisfied. As noted above, the Qwest board of directors unanimously approved the merger.

Evaluation of Tender Offers. The CenturyLink charter expressly requires, and Louisiana law expressly permits, the board of directors, when considering a tender offer, exchange offer, or business combination (defined therein substantially similarly to the definition of such term set forth above under "— Louisiana Fair Price Statute"), to consider, among other factors, the social and economic effects of the proposal on the corporation, its subsidiaries, and their respective employees, customers, creditors and communities. The availability of this statute may increase the likelihood that directors reviewing an acquisition proposal will consider factors other than the price offered by a potential acquirer. Other effects of this provision may be (i) to discourage, in advance, an acquisition proposal to the extent it strengthens the position of the CenturyLink board of directors in dealing with any potential offeror who seeks to enter into a negotiated transaction with CenturyLink prior to or during a takeover attempt and (ii) to dissuade shareholders who might potentially be displeased with the board's response to an acquisition proposal from engaging CenturyLink in costly and time-consuming litigation.

Shareholder Rights Plan. Neither CenturyLink nor Qwest currently has a shareholder rights plan in effect, but under applicable law their respective boards could adopt such a plan without shareholder approval.

Unissued Stock. As discussed above under "— Authorized Capital Stock — Preferred Stock," the board of directors of CenturyLink is authorized, without action of its shareholders, to issue CenturyLink preferred stock. One of the effects of the existence of undesignated preferred stock (and authorized but unissued common stock) may be to enable the board of directors to make more difficult or to discourage an attempt to obtain control of CenturyLink by means of a merger, tender offer, proxy contest or otherwise, and thereby to protect the continuity of CenturyLink's management. If, in the due exercise of its fiduciary obligations, the board of directors were to determine that a takeover proposal was not in CenturyLink's best interest, such shares could be issued by the board of directors without shareholder approval in one or more transactions that might prevent or make more difficult or costly the completion of the takeover transaction by diluting the voting or other rights of the proposed acquirer or insurgent shareholder group, by creating a substantial voting block in institutional or other hands that might undertake to support the position of the incumbent board of directors, by effecting an acquisition that might complicate or preclude the takeover, or otherwise. In this regard, the CenturyLink charter grants the board of directors broad power to establish the rights and preferences of the authorized and unissued CenturyLink preferred stock, one or more series of which could be issued entitling holders (i) to vote separately as a class on any proposed merger or consolidation; (ii) to elect directors having terms of office or voting rights greater than those of other directors; (iii) to convert CenturyLink preferred stock into a greater number of shares of CenturyLink Stock or other securities; (iv) to demand redemption at a specified price under prescribed circumstances related to a change of control; or (v) to exercise other rights designed to impede or discourage a takeover. The issuance of shares of CenturyLink preferred stock pursuant to the board of directors' authority described above may adversely affect the rights of the holders of CenturyLink stock.

Classified Board of Directors. Both Delaware law and Louisiana law permit boards of directors to be divided into classes of directors, with each class to be as nearly equal in size as possible, serving staggered multi-year terms. The CenturyLink charter provides for three classes of directors serving staggered three-year terms, all of whom are elected pursuant to the CenturyLink bylaws by a majority of the votes cast by shareholders at any meeting for the election of directors where a quorum is present. Classification of the board of directors of CenturyLink tends to make more difficult the change of a majority of its composition and to assure the continuity and stability of CenturyLink's management and policies, since a majority of the directors at any given time will have served on the board of directors for at least one year. Absent the removal of directors, a minimum of two annual meetings of shareholders is necessary to effect a change in control of the board of directors. The classified board provision applies to every election of directors, regardless of whether CenturyLink is or has been the subject of an unsolicited takeover attempt. The shareholders may, therefore, find it more difficult to change the composition of the board of directors for any reason, including performance, and the classified board structure will thereby tend to perpetuate existing management of CenturyLink. In addition, because the provision will make it more difficult to change control of the board of directors, it may discourage tender offers or other transactions that shareholders may believe would be in their best interests.

Neither the Qwest charter nor the Qwest bylaws provide for a classified board of directors. Directors are elected by a majority of the votes cast with respect to the election of any such directors at any meeting for the election of directors at which a quorum is present. If the number of nominees for any election of directors exceeds the number of directors to be elected, the nominees receiving a plurality of the votes cast by holders of the shares entitled to vote thereon will be elected.

Removal of Directors. Under Louisiana law, subject to certain exceptions, the shareholders by vote of a majority of the total voting power may, at any special meeting called for such purpose, remove from office any director. The CenturyLink charter, however, provides that directors of CenturyLink may be removed from office only for cause and only by vote of both of the holders of a majority of the total voting power, voting together as a single class, and, at any time that there is a related person (as defined in the charter), the holders of a majority of the votes entitled to be cast by all shareholders other than the related person, voting as a separate group. This provision precludes a third party from gaining control of the CenturyLink board of directors by removing incumbent directors without cause and filling the vacancies created thereby with his or her own nominees. However, such provision also tends to reduce, and in some instances eliminate, the power of shareholders, even those with a majority interest in CenturyLink, to remove incumbent directors.

Delaware law provides that each director holds office for the term for which he or she is elected and until his or her successor is elected and qualified, unless removed from office in accordance with provisions of the certificate of incorporation or bylaws. The Qwest charter provides that a director may be removed with or without cause by the affirmative vote of the holders of at least 80% of the voting power of all of the shares of Qwest capital stock then entitled to vote generally in the election of directors, voting together as a single class.

Restrictions on Taking Shareholder Action. Both the Qwest charter and the CenturyLink charter provide that shareholders may effect corporate action only at a duly called annual or special meeting. Under the Qwest charter, only the chairman of the board or the board of directors pursuant to resolution adopted by a majority of the members of the board then in office may call a special meeting of stockholders. Under the CenturyLink charter, holders of a majority of the total voting power, as well as the board of directors, are entitled to call a special meeting of shareholders.

Amendment to the Bylaws

Under the CenturyLink charter, the CenturyLink bylaws may be amended and new bylaws may be adopted by (i) the shareholders, but only upon the affirmative vote of both 80% of the total voting power, voting together as a single group, and two thirds of the total voting power entitled to be cast by the independent shareholders (as defined therein) present or duly represented at a shareholder meeting, voting as a separate group, or (ii) the board of directors, but only upon the affirmative vote of both a majority of the directors then in office and a majority of the continuing directors (as defined therein), voting as a separate group.

Under the Qwest charter and the Qwest bylaws, the Qwest bylaws may be altered, changed, amended or repealed and new bylaws may be adopted by (i) the affirmative vote of two-thirds of the members of the board of directors or (ii) by the holders of at least 80% of the voting power of the outstanding shares of Qwest capital stock entitled to vote thereon, voting as a single class. Notwithstanding the foregoing, an amendment or adoption of any provision inconsistent with the Qwest bylaw section relating to stockholder amendments to the Qwest bylaws requires the affirmative vote of (i) 75% of the members of the board of directors or (ii) the holders of 75% of the voting power of the outstanding shares of Qwest common stock.

Filling Vacancies on the Board of Directors

Under Louisiana law, any vacancy on the board of directors (including those resulting from an increase in the authorized number of directors) may be filled by the remaining directors, subject to the right of the shareholders to fill such vacancy. Under the CenturyLink charter, changes in the number of directors may not be made without, among other things, the affirmative vote of 80% of the directors. Unlike Delaware law, Louisiana law expressly provides that a board of directors may declare vacant the office of a director if he or she is interdicted or adjudicated an incompetent, is adjudicated a bankrupt or has become incapacitated by illness or other infirmity and cannot perform his or her duties for a period of six months or longer.

Pursuant to the Qwest bylaws, any vacancy on the board of directors of Qwest may be filled by a majority vote of the remaining directors; provided, however, that if not so filled, any such vacancy shall be filled by the stockholders at the next annual meeting or at a special meeting called for that purpose.

NO APPRAISAL RIGHTS

Appraisal rights are statutory rights that, if applicable under law, enable stockholders to dissent from an extraordinary transaction, such as a merger, and to demand that the corporation pay the fair value for their shares as determined by a court in a judicial proceeding instead of receiving the consideration offered to stockholders in connection with the extraordinary transaction. Appraisal rights are not available in all circumstances, and exceptions to these rights are provided under the Delaware General Corporation Law.

Section 262 of the Delaware General Corporation Law provides that stockholders have the right, in some circumstances, to dissent from certain corporate actions and to instead demand payment of the fair value of their shares. Stockholders do not have appraisal rights with respect to shares of any class or series of stock if such shares of stock, or depositary receipts in respect thereof, are either (i) listed on a national securities exchange or (ii) held of record by more than 2,000 holders, unless the stockholders receive in exchange for their shares anything other than shares of stock of the surviving or resulting corporation (or depositary receipts in respect thereof), or of any other corporation that is publicly listed or held by more than 2,000 holders of record, cash in lieu of fractional shares or fractional depositary receipts described above or any combination of the foregoing. Therefore, because Qwest's common stock is listed on the NYSE, and holders thereof will receive in the merger only shares of CenturyLink common stock, which will be publicly listed on the NYSE, and cash in lieu of fractional shares, holders of Qwest common stock will not be entitled to appraisal rights in the merger with respect to their shares of Qwest common stock.

Under the Louisiana Business Corporation Law, the holders of CenturyLink common stock and preferred stock are not entitled to appraisal rights in connection with the share issuance proposal. For additional information, see "Comparison of Rights of CenturyLink Shareholders and Qwest Stockholders — Appraisal and Dissent Rights" beginning on page 124.

LEGAL MATTERS

The validity of the shares of CenturyLink common stock to be issued in the merger will be passed upon by Jones, Walker, Waechter, Poitevent, Carrère & Denègre, LLP. Certain U.S. federal income tax consequences relating to the merger will also be passed upon for CenturyLink by Wachtell, Lipton, Rosen & Katz and for Qwest by Skadden, Arps, Slate, Meagher & Flom LLP.

EXPERTS

CenturyLink

The consolidated financial statements and the related financial statement schedule of CenturyTel, Inc. as of December 31, 2009 and 2008 and for each of the years in the three year period ended December 31, 2009 and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2009 have been incorporated into this joint proxy statement prospectus by reference to CenturyTel, Inc.'s Annual Report on Form 10 K for the year ended December 31, 2009 in reliance upon the reports of KPMG LLP, independent registered public accounting firm, which are incorporated herein by reference, and upon the authority of said firm as experts in accounting and auditing. The audit report covering the December 31, 2009 consolidated financial statements contains an explanatory paragraph regarding the change in the method of accounting for business combinations, non-controlling interests and earnings per share in 2009 and uncertain tax positions in 2007.

Qwest

The consolidated financial statements of Qwest as of December 31, 2009 and 2008 and for each of the years in the three-year period ended December 31, 2009 and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2009 have been incorporated into this joint proxy statement prospectus by reference to Qwest's Annual Report on Form 10-K for the year ended December 31, 2009 in reliance upon the reports of KPMG LLP, independent registered public accounting firm, which is incorporated herein by reference, and upon the authority of said firm as experts in accounting and auditing. The audit report covering the December 31, 2009 consolidated financial statements contains an explanatory paragraph regarding the adoption of Financial Accounting Standards Board ("FASB") Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement No. 109 (FASB Accounting Standards Codification ("ASC") 740), the FASB Staff Position ("FSP") APB 14 1, Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement) (ASC 470), and the FSP Emerging Issues Task Force 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities (ASC 260).

SHAREHOLDER PROPOSALS

CenturyLink

CenturyLink will hold an annual meeting in 2011 regardless of whether the merger has been completed. In order to be eligible for inclusion in CenturyLink's 2011 proxy materials pursuant to the federal proxy rules, any shareholder proposal to take action at such meeting must be received at CenturyLink's principal executive offices by December 6, 2010, and must comply with applicable federal proxy rules. In addition, CenturyLink's bylaws require shareholders to furnish timely written notice of their intent to nominate a director or bring any other matter before a shareholders' meeting, whether or not they wish to include their proposal in CenturyLink's proxy materials. In general, notice must be received by CenturyLink's Secretary between November 21, 2010 and February 19, 2011 and must contain specified information concerning, among other things, the matters to be brought before such meeting and concerning the shareholder proposing such matters. (If the date of the 2011 annual meeting is more than 30 days earlier or later than May 20, 2011, notice must be received by CenturyLink's Secretary within 15 days of the earlier of the date on which notice of such meeting is first mailed to shareholders or public disclosure of the meeting date is made.) Additional information regarding CenturyLink's procedures is located in CenturyLink's Proxy Statement on Schedule 14A filed with the SEC on April 7, 2010, which is incorporated by reference into this joint proxy statement-prospectus. See "Where You Can Find More Information" beginning on page 131.

Qwest

Qwest will hold an annual meeting in 2011 only if the merger has not already been completed. If an annual meeting is held, notice of a stockholder nomination or proposal (other than a proposal submitted for inclusion in Qwest's proxy statement pursuant to Rule 14a–8) intended to be presented at the Qwest 2011 annual meeting of stockholders must be received by the Corporate Secretary of Qwest no later than November 24, 2010. In accordance with Qwest's bylaws, if the date of the annual meeting is delayed by more than 30 days after May 12, 2011, notice by a stockholder must be delivered to the Corporate Secretary of Qwest at least 150 days before the date of such annual meeting. The deadline for submission of proposals for inclusion in Qwest's proxy statement pursuant to Rule 14a–8 is November 24, 2010, which is 120 days before the first anniversary of the mailing date of Qwest's proxy materials for the 2010 annual meeting of stockholders.

OTHER MATTERS

As of the date of this joint proxy statement prospectus, neither the CenturyLink board of directors nor the Qwest board of directors knows of any matters that will be presented for consideration at either the CenturyLink special meeting or the Qwest special meeting other than as described in this joint proxy statement–prospectus. If any other matters properly come before the Qwest special meeting or any adjournments or postponements of the meeting and are voted upon, the enclosed proxy will confer discretionary authority on the individuals named as proxy to vote the shares represented by the proxy as to any other matters. The individuals named as proxies intend to vote in accordance with their best judgment as to any other matters. In accordance with CenturyLink's bylaws and Louisiana law, business transacted at the CenturyLink special meeting will be limited to those matters set forth in the accompanying notice of special meeting. Nonetheless, if any other matter is properly presented at the CenturyLink special meeting, or any adjournments or postponements of the meeting, and are voted upon, including matters incident to the conduct of the meeting, the enclosed proxy card will confer discretionary authority on the individuals named therein as proxies to vote the shares represented thereby as to any such other matters. It is intended that the persons named in the enclosed proxy card and acting thereunder will vote in accordance with their best judgment on any such matter.

WHERE YOU CAN FIND MORE INFORMATION

CenturyLink and Qwest file annual, quarterly and special reports, proxy statements and other information with the SEC under the Exchange Act. You may read and copy any of this information at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at 1 800 SEC 0330 for further information on the Public Reference Room. The SEC also maintains an Internet website that contains reports, proxy and information statements, and other information regarding issuers, including CenturyLink and Qwest, who file electronically with the SEC. The address of that site is www.sec.gov.

Investors may also consult CenturyLink's or Qwest's website for more information concerning the merger described in this joint proxy statement–prospectus. CenturyLink's website is www.CenturyLink.com. Qwest's website is www.Qwest.com. Additional information is available at www.CenturyLinkQwestMerger.com. Information included on these websites is not incorporated by reference into this joint proxy statement prospectus.

CenturyLink has filed with the SEC a registration statement of which this joint proxy statement prospectus forms a part. The registration statement registers the shares of CenturyLink common stock to be issued to Qwest stockholders in connection with the merger. The registration statement, including the attached exhibits and schedules, contains additional relevant information about CenturyLink common stock. The rules and regulations of the SEC allow CenturyLink and Qwest to omit certain information included in the registration statement from this joint proxy statement–prospectus.

In addition, the SEC allows CenturyLink and Qwest to disclose important information to you by referring you to other documents filed separately with the SEC. This information is considered to be a part of this joint proxy statement–prospectus, except for any information that is superseded by information included directly in this joint proxy statement–prospectus.

This joint proxy statement prospectus incorporates by reference the documents listed below that CenturyLink has previously filed with the SEC; provided, however, that we are not incorporating by reference, in each case, any documents, portions of documents or information deemed to have been furnished and not filed in accordance with SEC rules. They contain important information about CenturyLink, its financial condition or other matters.

- Annual Report on Form 10–K for the fiscal year ended December 31, 2009.
- Proxy Statement on Schedule 14A filed April 7, 2010.
- Quarterly Report on Form 10–Q for the quarterly period ended March 31, 2010.
- Current Reports on Form 8–K, filed on February 25, 2010, March 12, 2010, April 7, 2010, April 22, 2010, April 27, 2010, May 10, 2010, and May 21, 2010 (other than documents or portions of those documents not deemed to be filed).
- The description of CenturyLink common stock contained in CenturyLink's Form 8–A/A filed with the SEC on July 1, 2009.

In addition, CenturyLink incorporates by reference herein any future filings it makes with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this joint proxy statement–prospectus and prior to the date of the CenturyLink special meeting. Such documents are considered to be a part of this joint proxy statement prospectus, effective as of the date such documents are filed. In the event of conflicting information in these documents, the information in the latest filed document should be considered correct.

You can obtain any of the documents listed above from the SEC, through the SEC's website at the address described above or from CenturyLink by requesting them in writing or by telephone at the following address:

CenturyLink, Inc.
100 CenturyLink Drive
Monroe, LA 71203
Attention: Investor Relations
Telephone: (318) 388–9000

These documents are available from CenturyLink without charge, excluding any exhibits to them unless the exhibit is specifically listed as an exhibit to the registration statement of which this joint proxy statement–prospectus forms a part.

If you would like more information on Embarq's operations or financial performance prior to its acquisition by CenturyLink on July 1, 2009, you can obtain annual, quarterly and special reports, proxy statements and other information that Embarq filed with the SEC under the Exchange Act prior to that date. You can obtain these documents from the SEC or through the SEC's website at the address described above.

This joint proxy statement–prospectus also incorporates by reference the documents listed below that Qwest has previously filed with the SEC; provided, however, that we are not incorporating by reference, in each case, any documents, portion of documents or information deemed to have been furnished and not filed in accordance with SEC rules. They contain important information about Qwest, its financial condition or other matters.

- Annual Report on Form 10–K for the fiscal year ended December 31, 2009.
- Proxy Statement on Schedule 14A filed March 17, 2010.
- Quarterly Report on Form 10–Q for the quarterly period ended March 31, 2010.

- Current Reports on Form 8-K, filed January 6, 2010, January 8, 2010, January 13, 2010, February 16, 2010, February 22, 2010, April 22, 2010, May 13, 2010 and July 13, 2010 (other than the portions of those documents not deemed to be filed).

In addition, Qwest incorporates by reference any future filings it makes with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this joint proxy statement prospectus and prior to the date of the Qwest special meeting. Such documents are considered to be a part of this joint proxy statement-prospectus, effective as of the date such documents are filed. In the event of conflicting information in these documents, the information in the latest filed document should be considered correct.

You can obtain any of these documents from the SEC, through the SEC's website at the address described above, or Qwest will provide you with copies of these documents, without charge, upon written or oral request to:

Qwest Communications International Inc.
1801 California Street
Denver, CO 80202
Attention: Shareowner Relations
Telephone: (800) 567 7296

If you are a shareholder of CenturyLink or a stockholder of Qwest and would like to request documents, please do so by August 17, 2010 to receive them before the CenturyLink special meeting and the Qwest special meeting. If you request any documents from CenturyLink or Qwest, CenturyLink or Qwest will mail them to you by first class mail, or another equally prompt means, within one business day after CenturyLink or Qwest receives your request.

This document is a prospectus of CenturyLink and is a joint proxy statement of CenturyLink and Qwest for the CenturyLink special meeting and the Qwest special meeting. Neither CenturyLink nor Qwest has authorized anyone to give any information or make any representation about the merger or CenturyLink or Qwest that is different from, or in addition to, that contained in this joint proxy statement-prospectus or in any of the materials that CenturyLink or Qwest has incorporated by reference into this joint proxy statement-prospectus. Therefore, if anyone does give you information of this sort, you should not rely on it. The information contained in this joint proxy statement-prospectus speaks only as of the date of this joint proxy statement-prospectus unless the information specifically indicates that another date applies.

ANNEX A

AGREEMENT AND PLAN OF MERGER
Dated as of April 21, 2010,
Among
QWEST COMMUNICATIONS INTERNATIONAL INC.,
CENTURYTEL, INC.
and
SB44 ACQUISITION COMPANY

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AGREEMENT AND PLAN OF MERGER (this "Agreement") dated as of April 21, 2010, among QWEST COMMUNICATIONS INTERNATIONAL INC., a Delaware corporation ("Qwest"), CENTURYTEL, INC., a Louisiana corporation ("CenturyLink"), and SB44 Acquisition Company, a Delaware corporation and a wholly owned subsidiary of CenturyLink ("Merger Sub").

WHEREAS the Board of Directors of Qwest, the Board of Directors of CenturyLink, and the Board of Directors of Merger Sub have approved this Agreement, determined that the terms of this Agreement are in the best interests of Qwest, CenturyLink or Merger Sub, as applicable, and their respective stockholders or shareholders, as applicable, and declared the advisability of this Agreement;

WHEREAS the Board of Directors of Qwest and the Board of Directors of Merger Sub have recommended adoption or approval, as applicable, of this Agreement by their respective stockholders, as applicable;

WHEREAS for U.S. Federal income Tax purposes, the Merger is intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Code (the "Intended Tax Treatment"), and this Agreement is intended to be, and is adopted as, a "plan of reorganization" for purposes of Sections 354, 361 and 368 of the Code; and

WHEREAS Qwest, CenturyLink and Merger Sub desire to make certain representations, warranties, covenants and agreements in connection with the Merger and also to prescribe various conditions to the Merger.

NOW, THEREFORE, in consideration of the foregoing and the representations, warranties and covenants herein and intending to be legally bound, the parties hereto agree as follows:

ARTICLE I

The Merger

Section 1.01. *The Merger*. On the terms and subject to the conditions set forth in this Agreement, and in accordance with the General Corporation Law of the State of Delaware (the "DGCL"), on the Closing Date, Merger Sub shall be merged with and into Qwest (the "Merger"). At the Effective Time, the separate corporate existence of Merger Sub shall cease and Qwest shall continue as the surviving company in the Merger (the "Surviving Company").

Section 1.02. *Closing*. The closing (the "Closing") of the Merger shall take place at the offices of Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, New York 10019 at 10:00 a.m., New York City time, on a date to be specified by Qwest and CenturyLink, which shall be no later than the tenth Business Day following the satisfaction or (to the extent permitted by Law) waiver by the party or parties entitled to the benefits thereof of the conditions set forth in Article VII (other than those conditions that by their nature are to be satisfied at the Closing, but subject to the satisfaction or (to the extent permitted by Law) waiver of those conditions), or at such other place, time and date as shall be agreed in writing between Qwest and CenturyLink; provided, however, that if all the conditions set forth in Article VII shall not have been satisfied or (to the extent permitted by Law) waived on such tenth Business Day, then the Closing shall take place on the tenth Business Day on which all such conditions shall have been satisfied or (to the extent permitted by Law) waived, or at such other place, time and date as shall be agreed in writing between Qwest and CenturyLink. The date on which the Closing occurs is referred to in this Agreement as the "Closing Date."

Section 1.03. *Effective Time*. Subject to the provisions of this Agreement, as soon as practicable on the Closing Date, the parties shall file with the Secretary of State of the State of Delaware the certificate of merger relating to the Merger (the "Certificate of Merger"), executed and acknowledged in accordance with the relevant provisions of the DGCL, and, as soon as practicable on or after the Closing Date, shall make all other filings required under the DGCL or by the Secretary of State of the State of Delaware in connection with the Merger. The Merger shall become effective at the time that the Certificate of Merger has been duly filed with the Secretary of State of the State of Delaware, or at such later time as Qwest and CenturyLink

shall agree and specify in the Certificate of Merger (the time the Merger becomes effective being the "Effective Time").

Section 1.04. *Effects*. The Merger shall have the effects set forth in this Agreement and Section 259 of the DGCL.

Section 1.05. *Certificate of Incorporation and By-Laws*. The certificate of incorporation of Merger Sub, as in effect immediately prior to the Effective Time, shall be the certificate of incorporation of the Surviving Company until thereafter changed or amended as provided therein or by applicable Law, except that the name of the Surviving Company shall be QWEST COMMUNICATIONS INTERNATIONAL INC. The by-laws of Merger Sub, as in effect immediately prior to the Effective Time, shall be the by-laws of the Surviving Company until thereafter changed or amended as provided therein or by applicable Law, except that references to the name of Merger Sub shall be replaced by references to the name of the Surviving Company.

Section 1.06. *Directors and Officers of Surviving Company*. The directors of Merger Sub immediately prior to the Effective Time shall be the directors of the Surviving Company until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be. The officers of Qwest immediately prior to the Effective Time shall be the officers of the Surviving Company until the earlier of their resignation or removal or until their respective successors are duly elected or appointed and qualified, as the case may be.

ARTICLE II

Effect on the Capital Stock of the Constituent Entities; Exchange of Certificates

Section 2.01. *Effect on Capital Stock*. At the Effective Time, by virtue of the Merger and without any action on the part of Qwest, CenturyLink, Merger Sub or the holder of any shares of Qwest Common Stock or Merger Sub Common Stock:

(i) *Conversion of Merger Sub Common Stock*. Each share of common stock, par value $0.01 per share, in Merger Sub (the "Merger Sub Common Stock") issued and outstanding immediately prior to the Effective Time shall be converted into 1 fully paid and nonassessable share of common stock, par value $0.01 per share, of the Surviving Company with the same rights, powers and privileges as the shares so converted and shall constitute the only outstanding shares of capital stock of the Surviving Company. From and after the Effective Time, all certificates representing shares of Merger Sub Common Stock shall be deemed for all purposes to represent the number of shares of common stock of the Surviving Company into which they were converted in accordance with the immediately preceding sentence.

(ii) *Cancellation of Treasury Stock and CenturyLink-Owned Stock*. Each share of common stock, par value $0.01, of Qwest (the "Qwest Common Stock") that is owned by Qwest as treasury stock and each share of Qwest Common Stock that is owned by CenturyLink or Merger Sub immediately prior to the Effective Time shall no longer be outstanding and shall automatically be canceled and shall cease to exist, and no consideration shall be delivered in exchange therefor.

(iii) *Conversion of Qwest Common Stock*. Subject to Section 2.02, each share of Qwest Common Stock issued and outstanding immediately prior to the Effective Time (other than shares to be canceled in accordance with Section 2.01(ii)) shall be converted into the right to receive 0.1664 of a fully paid and nonassessable share (the "Exchange Ratio") of CenturyLink Common Stock (the "Merger Consideration"). All such shares of Qwest Common Stock, when so converted, shall no longer be outstanding and shall automatically be canceled and shall cease to exist, and each holder of a certificate (or evidence of shares in book-entry form) that immediately prior to the Effective Time represented any such shares of Qwest Common Stock (each, a "Certificate") shall cease to have any rights with respect thereto, except the right to receive the Merger Consideration and any cash in lieu of fractional shares of CenturyLink Common Stock to be issued or paid in consideration therefor and any dividends or other distributions to which holders become entitled upon the surrender of such Certificate in accordance with Section 2.02, without interest. For purposes of this Agreement, "CenturyLink Common Stock" means the common

stock, par value $1.00 per share, of CenturyLink. Notwithstanding the foregoing, if between the date of this Agreement and the Effective Time the outstanding shares of CenturyLink Common Stock or Qwest Common Stock shall have been changed into a different number of shares or a different class, by reason of any stock dividend, subdivision, reclassification, recapitalization, split, combination or exchange of shares, or any similar event shall have occurred, then any number or amount contained herein which is based upon the number of shares of CenturyLink Common Stock or Qwest Common Stock, as the case may be, will be appropriately adjusted to provide to CenturyLink and the holders of Qwest Common Stock the same economic effect as contemplated by this Agreement prior to such event. As provided in Section 2.02(j), the right of any holder of a Certificate to receive the Merger Consideration shall be subject to and reduced by the amount of any withholding under applicable Tax Law.

Section 2.02. *Exchange of Certificates.* (a) *Exchange Agent.* Prior to the Effective Time, CenturyLink shall appoint a bank or trust company reasonably acceptable to Qwest to act as exchange agent (the "Exchange Agent") for the payment of the Merger Consideration. At or prior to the Effective Time, CenturyLink shall deposit with the Exchange Agent, for the benefit of the holders of Certificates, for exchange in accordance with this Article II through the Exchange Agent, certificates representing the shares of CenturyLink Common Stock to be issued as Merger Consideration and cash sufficient to make payments in lieu of fractional shares pursuant to Section 2.02(f). All such CenturyLink Common Stock and cash deposited with the Exchange Agent is hereinafter referred to as the "Exchange Fund."

(b) *Letter of Transmittal.* As promptly as reasonably practicable after the Effective Time, CenturyLink shall cause the Exchange Agent to mail to each holder of record of Qwest Common Stock a form of letter of transmittal (the "Letter of Transmittal") (which shall specify that delivery shall be effected, and risk of loss and title to the Certificates shall pass, only upon delivery of the Certificates to the Exchange Agent and shall be in such form and have such other provisions (including customary provisions with respect to delivery of an "agent's message" with respect to shares held in book entry form) as CenturyLink may specify subject to Qwest's reasonable approval), together with instructions thereto.

(c) *Merger Consideration Received in Connection with Exchange.* Upon (i) in the case of shares of Qwest Common Stock represented by a Certificate, the surrender of such Certificate for cancellation to the Exchange Agent, or (ii) in the case of shares of Qwest Common Stock held in book-entry form, the receipt of an "agent's message" by the Exchange Agent, in each case together with the Letter of Transmittal, duly, completely and validly executed in accordance with the instructions thereto, and such other documents as may reasonably be required by the Exchange Agent, the holder of such shares shall be entitled to receive in exchange therefor (i) the Merger Consideration into which such shares of Qwest Common Stock have been converted pursuant to Section 2.01 and (ii) any cash in lieu of fractional shares which the holder has the right to receive pursuant to Section 2.02(f) and in respect of any dividends or other distributions which the holder has the right to receive pursuant to Section 2.02(d). In the event of a transfer of ownership of Qwest Common Stock which is not registered in the transfer records of Qwest, a certificate representing the proper number of shares of CenturyLink Common Stock pursuant to Section 2.01 and cash in lieu of fractional shares which the holder has the right to receive pursuant to Section 2.02(f) and in respect of any dividends or other distributions which the holder has the right to receive pursuant to Section 2.02(d) may be issued to a transferee if the Certificate representing such Qwest Common Stock (or, if such Qwest Common Stock is held in book entry form, proper evidence of such transfer) is presented to the Exchange Agent, accompanied by all documents required to evidence and effect such transfer and by evidence that any applicable stock transfer Taxes have been paid. Until surrendered as contemplated by this Section 2.02(c), each share of Qwest Common Stock, and any Certificate with respect thereto, shall be deemed at any time from and after the Effective Time to represent only the right to receive upon such surrender the Merger Consideration which the holders of shares of Qwest Common Stock were entitled to receive in respect of such shares pursuant to Section 2.01 (and cash in lieu of fractional shares pursuant to Section 2.02(f) and in respect of any dividends or other distributions pursuant to Section 2.02(d)). No interest shall be paid or shall accrue on the cash payable upon surrender of any Certificate (or shares of Qwest Common Stock held in book-entry form).

(d) *Treatment of Unexchanged Shares.* No dividends or other distributions declared or made with respect to CenturyLink Common Stock with a record date after the Effective Time shall be paid to the holder