

- Finally, similar cultures
 - Leadership teams are focused on shareholder value, customer loyalty, and employee engagement
 - Talented employee groups are focused on perfecting the customer experience and committed to providing quality service and being the broadband provider of choice to all customer segments
 - Like Qwest, CenturyLink focused on innovation (e.g., IPTV, LTE) and while there will be some work groups and roles that will be consolidated, the combination also creates new opportunities for employees of both companies
- Both companies are committed to serving communities through sponsorships, events, foundation grants, charitable giving and volunteerism

Next Steps

- The next step is to begin the process of gaining state and federal regulatory and shareholder approval for the transaction. We expect to complete the transaction in the first half of 2011. We expect to obtain all necessary approvals.
- In the meantime, the executive teams from Qwest and CenturyLink are hitting the road to talk to customers, investors and regulators.
- The combined company's senior leadership team is expected to be comprised of executives from both CenturyLink and Qwest.
 - Bill Owens will be chairman of the board
 - Glen Post will be chief executive officer
 - Stewart Ewing will be chief financial officer
 - Karen A. Puckett will be chief operating officer
 - Christopher K. Ancell will be president of business markets group
- 4 Qwest board members will join the CenturyLink Board, including me.
- We will also form an integration planning team made up of leaders from both companies. More to come on this in the upcoming weeks.
- We will update you on a regular basis on the progress of the transaction – there will be a prominent link on TheQ for employees to find information, and the website www.centurylinkqwestmerger.com includes a lot of information about the merger and the two companies.
- We have asked our leadership team to schedule meetings with their respective departments. We expect these meetings to occur over the next several days and hope that they will address more of your questions.
- Finally, I'd like to note that, until the transaction closes, Qwest and CenturyLink remain two separate companies and it will continue to be business as usual at Qwest.
- You all have a history of staying focused on Perfecting the Customer Experience and working toward the company's financial success, and I have no doubt that you will continue to do so as we work toward completing this transaction.

Questions & Answers

- I would now like to take your questions.

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Talking Points for Enterprise and Field Sales

- We're excited about our acquisition of Qwest and look forward to being able to offer you the benefits it will bring to our business customers.
- We will have an incredible fiber optic network that will span the United States from coast to coast. As a result, we'll be able to offer more capabilities, resources and product sets such as managed services, data hosting services, and national data network services.
- While we announced the acquisition on April 22, it is important to note that it remains subject to regulatory approvals, approval by CenturyLink and Qwest shareholders and other customary closing conditions.
- The companies anticipate closing this transaction in the first half of 2011, subject to receipt of the necessary approvals.
- In the interim, both companies will continue to operate independently and it will be business as usual at CenturyLink.
- We will continue to provide the same excellent level of service you've come to expect from us, and nothing will change in the way you contact us or conduct business with us.
- We will honor our commitments to you and look forward to continuing our close partnership long into the future.
- Upon completion of the transaction, CenturyLink will become a national, industry-leading communications company with an enterprise business that will be a significant contributor to our growth which, along with the consumer business, will allow us to be able to offer innovative broadband products and services over advanced networks.
 - The combined company will have the national breadth and local depth to provide a compelling array of broadband and data network products and services including high speed Internet, video entertainment, data hosting and managed services, as well as fiber to cell tower connectivity and other high bandwidth services.
 - We're committed to the same locally focused operating model which places our leaders in our local markets with accountability for performance and results. At the same time, we will continue to provide knowledgeable counsel and exceptional customer service to our national enterprise customers through our national account executives.
 - The combination, which would have had pro forma 2009 revenues of nearly \$20 billion, is expected to strengthen our financial position and allow us to make the investments needed to deliver the most advanced services to our customers.
- We are well aware that you have choices when it comes to purchasing your communications services. We appreciate your business and look forward to continuing our partnership with you.
- If you have questions or concerns at any time, please don't hesitate to contact me.

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Dear Valued Customer,

We are excited to announce that CenturyLink is acquiring Qwest, combining two premier communications companies with customer-focused, industry-leading capabilities and creating a compelling choice for our customers and our communities.

Although we announced the acquisition on April 22, it is important to note that it remains subject to regulatory approvals, approval by CenturyLink and Qwest shareholders and other customary closing conditions. As such, the companies anticipate closing this transaction in the first half of 2011, subject to receipt of the necessary approvals.

In the interim, both companies will continue to operate independently and it will be business as usual at CenturyLink. We will continue to provide the same excellent level of service you've come to expect from us, and nothing will change in the way you contact us or conduct business with us.

We are well aware that you have choices when it comes to purchasing your communications services, and we are honored that you have chosen to entrust these valuable assets to CenturyLink. Because we take that responsibility seriously, we are constantly seeking ways to help you succeed by delivering solutions, superior service quality and customer care, and value through our robust national network, advanced technologies and, most importantly, our knowledgeable and dedicated employees. It is toward that end that we are combining our resources and capabilities with those of Qwest.

Upon completion of the transaction, CenturyLink will become a national, industry-leading communications company with an enterprise business that will be a significant contributor to our growth which, along with the consumer business, will allow us to be able to offer innovative broadband products and services over advanced networks.

- The combined company is expected to have the national breadth and local depth to provide a compelling array of broadband and data network products and services including high speed Internet, video entertainment, data hosting and managed services, as well as fiber to cell tower connectivity and other high bandwidth services.
- We're committed to the same locally focused operating model which places our leaders in our markets with accountability for local market performance and results. At the same time, we will continue to provide knowledgeable counsel and exceptional customer service to our national enterprise customers through our national account executives.
- The combination, which would have had pro forma 2009 revenues of nearly \$20 billion, is expected to strengthen our financial position and allow us to make the investments needed to deliver the most advanced services to our customers.

We are excited about the opportunities that this combination will offer all of our customers. We will honor our commitments to you and look forward to continuing our close partnership long into the future.

If you have questions or concerns, please don't hesitate to contact me (or other contact information).

Sincerely,

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April 2010

Dear Valued Qwest Customer:

I am pleased to share with you some exciting news about Qwest. Qwest and CenturyLink have announced an agreement under which the companies will merge to become a national, industry-leading communications company.

At Qwest, we place tremendous value on our relationships with customers. We want you to know it is business as usual with no impact on your service.

We expect the transaction to close in the first half of 2011. Until then, each company will operate independently, and you should continue to work with your existing account team for sales, support and customer service. We are committed to maintaining our superior level of customer support during this transition.

As you may know, CenturyLink is a leading provider of high-quality voice, broadband and video services over advanced communications networks to consumers and businesses from coast to coast. With a more diverse mix of offerings, the combined company will have the national breadth and local depth to deploy innovative IP products and high-bandwidth services to business customers, expand broadband availability and speed to consumers, and offer superior, differentiated video products.

We hope you share our excitement about this compelling combination. We'll do our best to keep you updated throughout the process and, as always, please feel free to contact your account team with any questions. You can also visit our website at www.centurylinkqwestmerger.com for more information.

Thank you for your business and we look forward to continuing our relationship with you for years to come.

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COE General Session Remarks

Introduction

- Good morning. I hope you're enjoying the weekend here in Tucson.
- Show of hands – who went on the nature walk this morning? The desert landscape is something, isn't it?
- Who slept in this morning because they had a hard time leaving the firepit last night? That's good too.
- I just want to make sure you are having fun – because this weekend is all about you.
- As I look around, I see some new faces as well as many repeat honorees. I see Qwest's sales elite.
- And as the top sales performers at Qwest, your sales efforts have played a significant role our success. Thank you for that.

CenturyLink Discussion

- The purpose of this weekend is to celebrate you and your accomplishments, but I'm sure many of you have been thinking about the exciting merger announcement.
- As I mentioned Thursday during the welcome reception I want to spend a few minutes this giving you some additional information about the merger.
- First of all this is a very good thing for our company and we should all be very excited. This merger will create a company with a national, industry leading communications company.
- I'm sure you all have a ton of questions, but I am going to start by answering some of the ones I have heard.
- **Who is CenturyLink?** CenturyLink is the fourth largest local exchange telephone company and a leading provide of high quality voice, broadband and video services to consumers and businesses in 33 states. It is headquartered out of Monroe, LA. Over the last twelve years CenturyLink has grown through key mergers and acquisitions.
- **Why would we consider this transaction?** Qwest continually looks for opportunities to grow the company. The merger with

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Qwest Communications International Inc.
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COE General Session Remarks

CenturyLink is strategic as it will put us in a better position to compete, increased scale and a stronger financial position.

- **Why is the acquisition a good thing for Qwest?** As I mentioned earlier, this merger creates an industry leading communications company. It will enhance our ability to compete through selling a wider suite of services to a larger customer base. The combined company will have double the free cash flow allowing for significant investments and greater financial flexibility.
- **Why didn't we buy CenturyLink?** Simply, CenturyLink had a better purchase position than Qwest making it and there was greater benefit to Qwest shareholders with the transaction.
- **What will the combined company look like?** The specific details on the combined company will be developed over the next year. Joint integration planning teams will be created to work through recommendations about the best way to move forward with the new organization.
- I hope that answers some of your questions and that you are feeling as excited as I am about our future. Now let's take this back to you and the role you have played in our success.

Open Video and Customer Discussion

[Show Open video]

- So let's take a minute and chat about the opening video. As the leaders in our sales force, you don't need me to tell you what that video was about – Qwest customers – and what it takes to win them over.
- As you know, we've taken our commitment to customers to the next level with our vision of Perfecting the Customer Experience. This isn't news to you – my hunch is you practice it every day.
- The video shows what and Perfecting the Customer Experience means – from the perspective of customers. The 3 word phrases capture of some of the things we heard.
- I give the people in this room a lot of credit. Based on my personal experience – and I've known a lot of terrific sales people in my career – people who excel in sales already have a sense of this.

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COE General Session Remarks

- You're good at putting yourself in your customers' shoes.
- You speak their language – whether they are first time Internet users or CIOs.
- You know how to cultivate relationships – whether on a 3 minute call like those of you in Mass Markets do, or over months and even years to cultivate large business and wholesale customer relationships.
- The people in this room represent the top 3% of our sales organizations. You are the best of our best. I have a hunch that you do many of these things pretty well.
- And I know that as we share that information, you will find ways to apply it to make yourself – and our business more successful.
- There's another characteristic that I've found common among top sales people. They expect the best of themselves, and deliver it day after day.
 - Nobody knows better than you how important it is to keep yourself motivated, to stay on top of your game and to focus on the positive.
 - The better you are at doing that – the better you are at everything else.
- Many of us are fortunate enough to have people in our lives that help keep us motivated and positive. There's a good chance one of those people is sitting next to you right now.
 - If you're a guest of a Circle of Excellence winner – please stand up.
 - On behalf of the person you are sitting next to – and on behalf of Qwest – Thank you for your patience and support. We couldn't do it without you.
 - Let's give a big hand to all of our guests.
- Top sales people tend to be goal-oriented and constantly raise the bar on themselves.
 - Because if you're not moving forward – you're falling back.

COE General Session Remarks

- We need to continue to improve our performance.
- And the quality of our products and bundles and value added services will help.
- And really wanting that new car – or the house with the extra bedroom – or that dream vacation can't hurt.
- So significant others – if you want to come back to Circle of Excellence next year – keep us inspired.
- Now let's take a look at some of what we accomplished in 2009.
- The economy helped make 2009 challenging for most businesses, but Qwest managed to hold our own. The people in this room had a key role in that.
- A couple of key financials help tell that story. we achieved:
 - Full year adjusted free cash flow of \$1.9 billion, up 34% from 2009.
 - Full year adjusted EBITDA of \$4.4 billion.
- We can tie that success back to each of the business units and what was accomplished there.

Mass Markets Highlights

- Mass Markets is responsible for about \$5B of Qwest's annual revenue.
- Improved the on-boarding process for HSI customers resulting in faster installations and fewer repeat service calls.
- Total net Broadband subscribers increased to nearly 3 million, with FTTN fueling much of that growth.
- We successfully migrated from Sprint and kept most of our customers through the process.
- Our Small Business group weathered the strained economic conditions and have managed to change the trajectory. In

COE General Session Remarks

the first three months of this year they have held revenue flat – the last time this happened was mid-2007.

- And let me tell you something about the people in this room. The 2009 Circle of Excellence winners from Mass Markets – there are 113 of you, generated more than \$34M in revenue.

Wholesale Highlights

- Wholesale is responsible for nearly \$3B of Qwest's annual revenue.
- The Wholesale segment income, which we get from taking revenue and subtracting the expenses. Well, the Wholesale segment income margin percentage improved.
- In 2009, data/ IP growth continues to provide a greater revenue percentage for Wholesale, bringing with it higher margins and multi-year contracts.
- Then there is the explosion of activity in the wireless world – handheld devices like iPhones demand bandwidth and the cell companies can't keep up. The solution for increasing the bandwidth to the cell towers is Fiber to the Cell
- And as we move into 2010, Wholesale great momentum going with Fiber to the Cell (FTTC) migration.
 - Contracts to migrate about 4,000 cell sites.
- The 7 Wholesale Circle of Excellence winners are responsible for more than \$116M in revenue in 2009 – which is 12% of the total billed revenue for the team.

BMG Highlights

- BMG brings in about \$4B of Qwest's annual revenue.
- Strategic revenue growth was driven by 24% growth in IP services.
- The segment income, again that is subtracting the expenses from the revenue...the segment income contribution from BMG increased 3% year over year.

COE General Session Remarks

- We continued customer retention improvements including decreasing time for installs and increasing customer response time.
- And the Circle of Excellence winners from BMG – 72 of you – generated \$250 M in new revenue in 2009. That represents about 46% of all new revenue that BMG brought in last year.
- Now, when we put it that way, I hope you can see how each of you contributed to Qwest's success in 2009.
 - Give yourselves a hand. You deserve it.
 - That's why we have this event – to celebrate your contributions – and provide a little incentive for you to head back to the office and do it all over again.

Speaker Transition

- Now I am delighted to introduce our motivational speaker.
- Introduction of Lisa Ford, author of *How to Give Exceptional Customer Service*, the No. 1 selling business videotape series.
- Lisa knows how to create ways to see Qwest's products and services through our customers' eyes and how to use this viewpoint to exceed our customers' expectations.

[Transition to introduce Lisa Ford]

- Thank you, Lisa. You've captured what **Perfecting the Customer Experience** means at Qwest and given us some great tools to use.

Location Introduction

- There's always a lot of anticipation about next year's COE location. And historically – now is the time we share that information.
- Every year we survey you to find out what we can do to improve this event. We asked, you responded. So based on your feedback are changing the program in 2010.

COE General Session Remarks

- As you suggested we will be customizing the events for your groups. Starting next year, Mass Markets will have its own celebration, and Business Markets and Wholesale will share a celebration.
- I think you'll be excited about the destinations – which you will hear more about in your business unit meetings.

Closing Thoughts

- You are the top sales performers at Qwest and we need you to keep doing what you do best – and that is to bring in revenue and to perfect the customer experience. You play a significant role in our success.
- The upcoming merger and all it has to offer the company is exciting, but we need to stay focused on our objectives of revenue, retention and ARPU.
- It is important to remember that until the transaction closes in twelve months CenturyLink and Qwest are separate, independent companies. It is critical that we all remain focused on achieving our goals and serving our customers with the same passion and dedication they have come to expect from us.
- Thank you all! Enjoy the day.

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1 VP Call – Project Crystal

2
3 *Introduction*

- 4
- 5 • Good evening everyone, and thanks for joining us on this call on such short notice.
 - 6
 - 7 • I wanted to pull this team together in advance of an announcement that will be made tomorrow
 - 8 morning. I know many of you have already been disclosed, and in fact many of you have done a
 - 9 great deal of work that helped us get to the point where we are able to make this announcement
 - 10
 - 11 • [In confidence to the Quartz VP team ONLY – Not to be shared further] Tomorrow morning at 6
 - 12 a.m. Eastern Daylight Time, (4 a.m. Mountain Daylight Time) a news release will announce that
 - 13 today Quartz and Crystal will merge. Then at 7:30 Eastern (5:30 Mountain) we will have a joint
 - 14 call, hosted from New York, with financial analysts and investors to provide greater detail about the
 - 15 transaction and answer their questions.
 - 16
 - 17 • I've asked you to join me on this call to tell you more about our decision and what our combination
 - 18 means for your future and for Quartz as a company.
 - 19
 - 20 • As leaders of this business, you have a crucial role in carrying this information forward, helping
 - 21 employees, vendors and partners understand the news and keeping your teams focused and engaged.
 - 22
 - 23 • And as you go about communicating with your teams – I ask you to keep in mind that the tone
 - 24 you take is every bit as important as the information you share.
 - 25
 - 26 • Before I get into more details, I would like to thank all of you for your hard work and dedication to
 - 27 this company. Together we've successfully managed through industry and technology changes, as
 - 28 well as the recent economic challenges. You all are a large part of the reason why Quartz has been so
 - 29 successful
 - 30
 - 31 • While I understand today's announcement may create uncertainty for some, I am excited about what
 - 32 this transaction means for the future of our company.
 - 33
 - 34 • Together, Quartz and Crystal will be the third-largest telecommunications company in the U. S.
 - 35 with a significant urban presence and rural U.S. footprint, connected by one of the fastest, high-
 - 36 capacity national networks, to offer a compelling choice for consumer, business and wholesale
 - 37 customers
 - 38
 - 39 • With that, let me outline some of the details of the transaction
 - 40

41 *Key Messages*

- 42
- 43 • The combination of Crystal and Quartz creates a leading national telecommunications company
 - 44
 - 45 • Local service territory grows from 14 to 37 states, connected by our national network.
 - 46
 - 47 • A more diverse revenue mix, increased scale and the ability to effectively reach more
 - 48 customers with more solutions
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- Crystal and Quartz's combined core and local networks will link urban and rural markets throughout the country, creating a significant network footprint and alternative for the delivery of next generation services.
 - [While the new company will be headquartered in Louisiana, Denver will remain a key operational presence for the combined company, housing Quartz Business Markets and other functions to be determined]
 - [Crystal remains committed to the Denver metro area as a strategic telecommunications market for its Western operations and for business operations across the country]
 - The combined company's senior leadership team and board of directors is expected to be comprised of individuals from both Quartz and Crystal
 - [[NAME] will be [non-executive] chairman of the board]
 - [NAME] will be chief executive officer
 - [NAME] will be chief financial officer
 - The combined company will be a compelling choice for consumer, business and wholesale customers through our increased deployment of innovative IP services to business, expanded broadband availability and speed to consumers, additional fiber-to-the-cell capabilities, and exciting new video choices.
 - This is a compelling combination for shareholders:
 - Quartz shareholders will receive X.XXXX Crystal shares for each share of Quartz common stock they own
 - Based on the closing stock price for Crystal on April XX, 2010, the consideration to be received by Quartz shareholders would be equivalent to \$XX.XX of Crystal stock for each Quartz share
 - The parties expect the transaction to be accretive to Crystal's free cash flow per share [and earnings per share] in 20XX, the first full year following the expected closing
 - Both companies are committed to a strong dividend policy [approximately 50 percent increase for Quartz shareholders]
 - Shareholders also will benefit from expected synergies of the combination, and the upside potential through ownership of Crystal stock.
 - The merger between Crystal and Quartz will form a company that is stronger financially and competitively, creating exciting opportunities for many employees of both companies.
 - As with any merger or acquisition, the transaction is expected to unlock synergies – including reduction of corporate overhead and elimination of duplicate functions.
 - The needs of the business will determine appropriate staffing levels. This is true now as well as after the transaction is complete.
 - But the intention is to keep much of the talent and experience to contribute to the long term success of the combined company
 - Finally, similar cultures
 - Leadership teams are focused on shareholder value, customer loyalty, and employee engagement
 - Talented employee groups are focused on perfecting the customer experience and enriching the lives of those in the communities we serve
 - Like Quartz, Crystal focused on innovation (e.g., IPTV, LTE) and while there will be some work groups and roles that will be consolidated, the combination also creates new opportunities for employees

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- Both companies are committed to serving communities through sponsorships, events, foundation grants, charitable giving and volunteerism

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106 *Next Steps*

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- The next step is to begin the process of gaining regulatory and shareholder approval for the transaction, which we expect to occur in the first half of 2011. [We are optimistic that we will gain all necessary approvals.]

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- In the meantime, the executive teams from Quartz and Crystal are hitting the road to talk to customers, investors and regulators.

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- We will form an integration team made up of leaders from both companies. More to come on this in the upcoming weeks.

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- We will update you on a regular basis on the progress of the transaction. There are two Websites you should plan to check regularly – there will be a prominent link on TheQ for employees to find information – that should be a key source for regular updates – and the website www.centurylinkwestmerger.com.com will include a lot of information about the merger and the two companies.

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- I have asked the executive team to schedule meetings with their respective departments. We expect these meetings to occur over the next several days and hope that they will address more of your questions.

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- Finally, I'd like to note that, until the transaction closes, Quartz and Crystal remain two separate companies and it will continue to be business as usual at Quartz.

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- You all have a history of staying focused on Perfecting the Customer Experience and working toward the company's financial success, and I have no doubt that you will continue to do so as we work toward completing this transaction. Thanks for all you do.

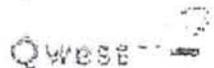
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CenturyLink / Qwest Merger Overview

Who is CenturyLink?

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Qwest Communications International Inc.
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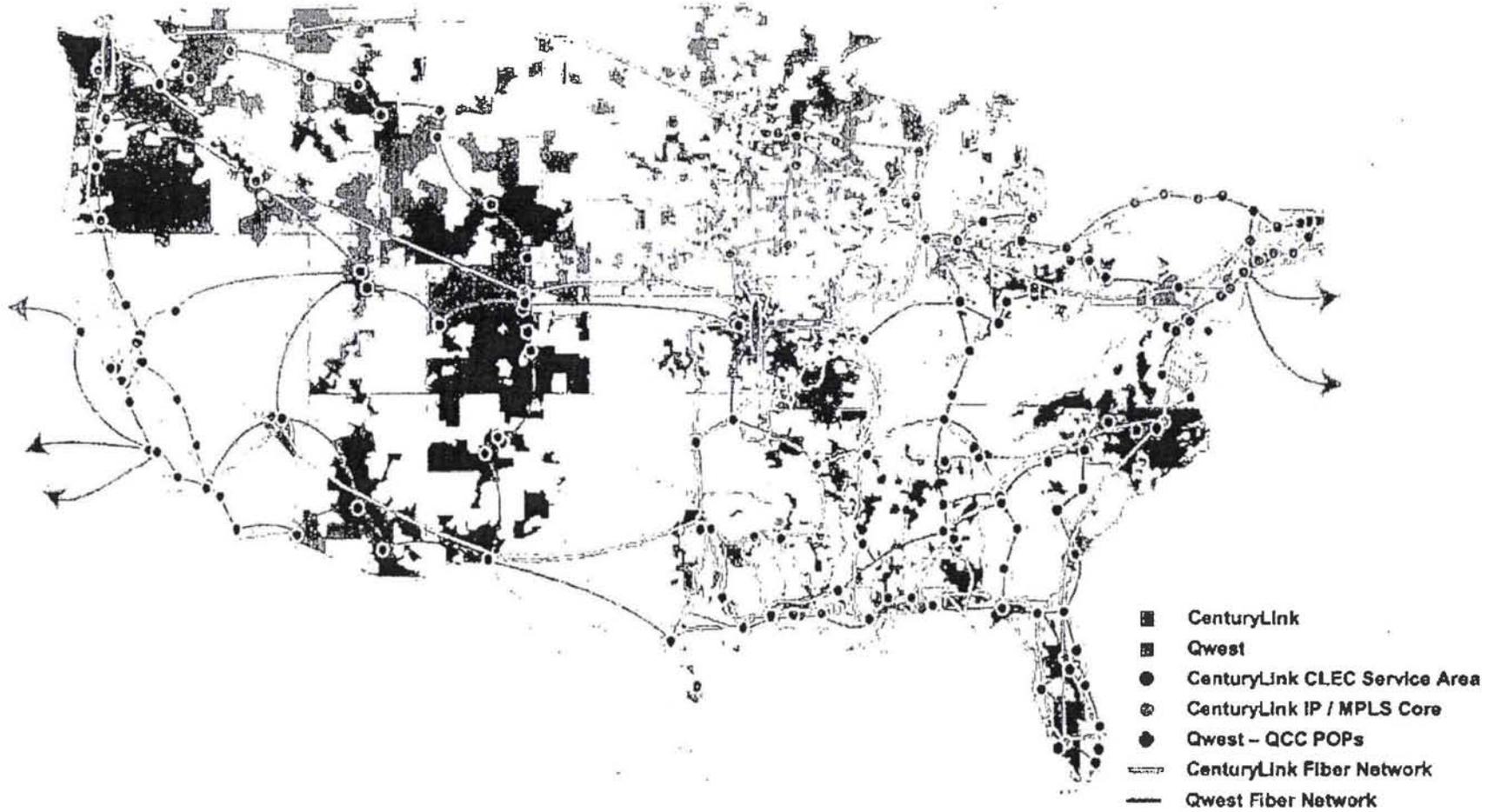
- Based out of Monroe, La., CenturyLink is a provider of voice, broadband and video in 33 states
- CenturyLink is the fourth largest local exchange telephone company in the U.S. with ~7.7 million access lines and more than 2 million broadband customers
- CenturyLink currently has about 20,000 employees
- Primary products are local access, high speed internet and digital TV through Dish. They do not have a wireless partner and are introducing IPTV in a few markets.

CenturyLink Overview

- Over the last 12 years CenturyLink has expanded through a series acquisitions
- Since 1997 CenturyLink has managed acquisitions and totaling 9.5 million access lines and 2.1 million broadband customers

-
- **1997 – Acquired Pacific Telecom, Inc: 600K access lines in 12 states. Doubled the size of CTL**
 - **1998 – Acquired 89K access lines from Ameritech In Wisconsin**
 - **2000 – Acquired 490K access lines from GTE In Arkansas, Missouri and Wisconsin**
 - **2002 – Acquired 650K access lines from Verizon in Alabama and Missouri**
 - **2003 & 2005 – Acquired fiber assets to enhance LightCore**
 - **2007 – Acquired Madison River Communications: 164K access lines In 4 states**
 - **2009 – Acquired EMBARQ; 7.5 million access lines, 2.1 million broadband customers, 450k video customers in 33 states. *Integration is still in progress***

Network Map



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Qwest - 2