operating metrics, Lazard, Deutsche Bank and Morgan Stanley compared the per share values of CenturyLink and Qwest both prior to the merger (calculated by dividing each metric by the number of fully-diluted shares of CenturyLink common stock and Qwest common stock, respectively) and after consummation of the merger (calculated by dividing each metric by the number of fully-diluted shares of CenturyLink common stock and Qwest common stock, respectively, after taking into account the exchange ratio provided for in the merger). In addition to the fully taxed LFCF per share analysis based on the full synergies, which included the projected full eventual impact to EBITDA and cash flow, Lazard, Deutsche Bank and Morgan Stanley also conducted a fully taxed LFCF per share analysis based on the expected EBITDA and free cash flow synergies as realized through December 31, 2011. This comparison indicated that, based on the exchange ratio provided for in the merger, per share values of CenturyLink and Qwest could increase or (decrease) as follows:

| Financial and Operating Metrics: | Value Change for: CenturyLink | Qwest |
|---|---|---|
| 2011 estimated EBITDA Per Share (Full Synergies)* | 20.6% | (2.6)% |
| 2011 estimated Fully-Taxed LFCF Per Share (Full Synergies)* | 7.2% | 25.0% |
| 2011 estimated Fully Taxed LFCF Per Share (Synergies as Realized)** | (0.3)% | 16.2% |
| 2011 estimated Net Leverage (Full Synergies)* | 0.1x | (0.4x) |
| Dividends Per Share | — | 50.8% |

* Assumes realization during 2011 of the total annual synergies expected upon completion of the integration of the companies three to five years after the closing.

** Assumes realization of only those synergies expected during 2011.

***Opinion of Perella Weinberg Partners LP***

Qwest retained Perella Weinberg to act as the financial advisor to its board of directors in connection with the merger. Qwest selected Perella Weinberg to act as the financial advisor to its board of directors in connection with the merger based on Perella Weinberg's qualifications, expertise and reputation and its knowledge of the industries in which Qwest conducts its business. Perella Weinberg, as part of its investment banking business, is continually engaged in performing financial analyses with respect to businesses and their securities in connection with mergers and acquisitions, leveraged buyouts and other transactions as well as for corporate and other purposes.

On April 21, 2010, Perella Weinberg rendered its oral opinion, subsequently confirmed in writing, to the board of directors of Qwest, that, on April 21, 2010, and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations set forth in such opinion, the exchange ratio of 0.1664 of a share of CenturyLink common stock to be received in respect of each share of Qwest common stock in the merger was fair, from a financial point of view, to the holders of Qwest common stock, other than CenturyLink or any of its affiliates.

**The full text of Perella Weinberg's written opinion, dated April 21, 2010, which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the review undertaken by Perella Weinberg, is attached as Annex H and is incorporated by reference herein. Holders of shares of Qwest common stock are urged to read the opinion carefully and in its entirety. The opinion does not address Qwest's underlying business decision to enter into the merger or the relative merits of the merger as compared with any other strategic alternative which may be available to Qwest. The opinion does not constitute a recommendation to any holder of Qwest common stock or holder of CenturyLink common stock as to how such holder should vote or otherwise act with respect to the proposed merger or any other matter. In addition, Perella Weinberg expressed no opinion as to the fairness of the merger, or the exchange ratio provided for in the merger, to the holders of any other class of securities, creditors or other constituencies of Qwest. Perella Weinberg provided its opinion for the information and assistance of the board of directors of Qwest in connection with, and for the purposes of, its evaluation of the merger. This summary is qualified in its entirety by reference to the full text of the opinion.**

In arriving at its opinion, Perella Weinberg, among other things:

- reviewed certain publicly available financial statements and other business and financial information with respect to Qwest and CenturyLink, including research analyst reports;
- reviewed certain internal financial statements, analyses and forecasts, and other financial and operating data relating to the business of Qwest, in each case, prepared by Qwest's management, which are referred to in this Perella Weinberg opinion summary section as the Qwest Forecasts;
- reviewed certain publicly available financial forecasts relating to Qwest;
- reviewed certain internal financial statements, analyses and forecasts, and other financial and operating data relating to the business of CenturyLink, in each case, prepared by CenturyLink's management, which are referred to in this Perella Weinberg opinion summary section as the CenturyLink Forecasts;
- reviewed certain publicly available financial forecasts relating to CenturyLink;
- reviewed estimates of synergies anticipated from the merger which are referred to in this Perella Weinberg opinion summary section as the Anticipated Synergies, prepared by the management of Qwest;
- discussed the past and current business, operations, financial condition and prospects of Qwest, including the Anticipated Synergies, with senior executives of Qwest and CenturyLink, and discussed the past and current business, operations, financial condition and prospects of CenturyLink with senior executives of Qwest and CenturyLink;
- reviewed the potential pro forma financial impact of the merger on the future financial performance of the combined company, including the effect to the Anticipated Synergies, and taking into account the utilization of net operating loss carry−forwards;
- reviewed the relative financial contributions of Qwest and CenturyLink to the future financial performance of the combined company on a pro forma basis;
- compared the financial performance of Qwest and CenturyLink with that of certain publicly−traded companies which it believed to be generally relevant;
- compared the financial terms of the merger with the publicly available financial terms of certain transactions which it believed to be generally relevant;
- reviewed the historical trading prices and trading activity for the shares of Qwest common stock and shares of CenturyLink common stock, and compared such price and trading activity of the shares of Qwest common stock and shares of CenturyLink common stock with each other and with that of securities of certain publicly−traded companies which it believed to be generally relevant;
- reviewed a draft, dated April 21, 2010, of the merger agreement; and
- conducted such other financial studies, analyses and investigations, and considered such other factors, as it deemed appropriate.

In arriving at its opinion, Perella Weinberg assumed and relied upon, without independent verification, the accuracy and completeness of the financial and other information supplied or otherwise made available to it (including information that was available from generally recognized public sources) for purposes of its opinion and further relied upon the assurances of the managements of Qwest and CenturyLink that information furnished by Qwest and CenturyLink for purposes of Perella Weinberg's analysis did not contain any material omissions or misstatements of material fact. With respect to the Qwest Forecasts, including information relating to Anticipated Synergies and the amount and utilization of the net operating loss carry forwards, Perella Weinberg was advised by the management of Qwest, and assumed, with the consent of the board of directors of Qwest, that they had been reasonably prepared on bases reflecting the best currently available estimates and good faith judgments of the management of Qwest as to the future financial performance of Qwest and the other matters covered thereby, and Perella Weinberg expressed no view as to the assumptions on which they were based. With respect to the CenturyLink Forecasts, Perella Weinberg had been advised by the management of CenturyLink, and assumed, with the consent of the board of directors of Qwest, that they had been reasonably prepared on bases reflecting the best currently available estimates and good faith judgments of the management of CenturyLink as to the future financial performance of CenturyLink, and Perella Weinberg expressed no view as to the assumptions on which they were based. In arriving at its opinion, Perella Weinberg did not make any independent valuation or appraisal of the assets or liabilities (including any contingent, derivative or off balance sheet assets and liabilities) of Qwest or CenturyLink, nor was it furnished with any such valuations or appraisals nor did it assume any obligation to conduct, nor did it conduct, any physical inspection of the properties or facilities of Qwest or CenturyLink. In addition, Perella Weinberg did not evaluate the solvency of any party to the merger agreement under any state or federal laws relating to bankruptcy, insolvency or similar matters. Perella Weinberg assumed that the final executed merger agreement would not differ in any material respect from the draft merger agreement it reviewed and that the merger would be consummated in accordance with the terms set forth in the draft merger agreement it reviewed, without material modification, waiver or delay. In addition, Perella Weinberg assumed that in connection with the receipt of all the necessary approvals of the proposed merger, no delays, limitations, conditions or restrictions would be imposed that would have an adverse effect on Qwest, CenturyLink or the contemplated benefits expected to be derived in the proposed merger. Perella Weinberg also assumed that the merger would qualify as a tax-free reorganization under the Code. Perella Weinberg relied as to all legal matters relevant to rendering its opinion upon the advice of counsel.

Perella Weinberg's opinion addressed only the fairness, from a financial point of view, as of April 21, 2010, of the exchange ratio provided for in the merger to the holders of shares of Qwest common stock, other than CenturyLink or any of its affiliates. Perella Weinberg was not asked to, nor did it, offer any opinion as to any other term of the merger agreement or the form or structure of the merger or the likely timeframe in which the merger would be consummated. Perella Weinberg was not requested to, and did not, participate in the negotiation of the terms of the merger, and it was not requested to, and did not, provide any advice or services in connection with the merger other than the delivery of its opinion. Perella Weinberg expressed no view or opinion as to any such matters. In addition, Perella Weinberg expressed no opinion as to the fairness of the amount or nature of any compensation to be received by any officers, directors or employees of any parties to the merger, or any class of such persons, relative to the exchange ratio. Perella Weinberg noted that the merger agreement permits Qwest to pay regular quarterly dividends on its shares of common stock of up to $0.08 per share. Perella Weinberg did not express any opinion as to any tax or other consequences that may result from the transactions contemplated by the merger agreement, nor did its opinion address any legal, tax, regulatory or accounting matters, as to which it understood Qwest had received such advice as it deemed necessary from qualified professionals. Perella Weinberg's opinion did not address the underlying business decision of Qwest to enter into the merger or the relative merits of the merger as compared with any other strategic alternative which may be available to Qwest. Perella Weinberg was not authorized to solicit, and did not solicit, indications of interest in a transaction with Qwest from any party.

Perella Weinberg's opinion was not intended to be and does not constitute a recommendation to any holder of shares of Qwest common stock or holder of shares of CenturyLink common stock as to how to vote or otherwise act with respect to the proposed merger or any other matter and does not in any manner address the prices at which shares of Qwest common stock or shares of CenturyLink common stock will trade at any time. In addition, Perella Weinberg expressed no opinion as to the fairness of the merger to, or the exchange ratio provided for in the merger to, the holders of any other class of securities, creditors or other constituencies of Qwest. Perella Weinberg's opinion is necessarily based on financial, economic, market and other conditions as in effect on, and the information made available to Perella Weinberg as of, the date of its opinion. It should be understood that subsequent developments may affect Perella Weinberg's opinion and the assumptions used in preparing it, and Perella Weinberg does not have any obligation to update, revise, or reaffirm its opinion.

The following is a brief summary of the material financial analyses performed by Perella Weinberg and reviewed by the board of directors of Qwest in connection with Perella Weinberg's opinion relating to the merger and does not purport to be a complete description of the financial analyses performed by Perella Weinberg. The order of analyses described below does not represent the relative importance or weight given to those analyses by Perella Weinberg. Some of the summaries of the financial analyses include information presented in tabular format. In order to fully understand Perella Weinberg's financial analyses, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the data below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of Perella Weinberg's financial analyses. Except as otherwise noted, for purposes of its analyses, Perella Weinberg used selected Wall Street projections for both Qwest and CenturyLink, which are referred to in this Perella Weinberg opinion summary section as the Street Projections, and the Qwest Forecasts with respect to Qwest and the CenturyLink Forecasts with respect to CenturyLink. Perella Weinberg calculated the implied value of the consideration to be received by holders of Qwest common stock pursuant to the merger agreement by multiplying the exchange ratio of 0.1664 by the closing price of CenturyLink common stock as of April 20, 2010 of $36.51 and noted that the implied value was $6.08 per share, which are referred to in this Perella Weinberg opinion summary section as the Implied Transaction Price.

*Historical Stock Trading and Transaction Premium Analysis*

Perella Weinberg reviewed the historical trading price per share of Qwest common stock for the one-year period ending on April 20, 2010, the last trading day prior to the date on which Perella Weinberg gave its opinion. In addition, Perella Weinberg calculated the implied premium represented by the Implied Transaction Price relative to the following:

- the closing sale price per share of Qwest common stock as of April 20, 2010;
- the average closing sale price per share of Qwest common stock during the 30-trading day period ended on March 19, 2010, after which date, based upon a rise in Qwest's stock price, Perella Weinberg believed that such price may have been influenced by market speculation and which is referred to in this Perella Weinberg opinion summary section as the "Unaffected Price";
- each of the highest and lowest intra-day sale price per share of Qwest common stock during the one-year period ended on April 20, 2010; and
- each of the average closing sale price per share of Qwest common stock during the 1-week, 30-trading day and 60-trading day periods ended on April 20, 2010.

The results of these calculations and reference points are summarized in the following table:

| | Price per Share | Implied Premium |
|---|---|---|
| Closing price on April 20, 2010 | $ 5.18 | 17.3% |
| Unaffected Price | $ 4.59 | 32.4% |
| 52-week high | $ 5.50 | 10.5% |
| 52-week low | $ 3.30 | 84.1% |
| 1-week average | $ 5.33 | 13.9% |
| 30-trading day average | $ 5.17 | 17.4% |
| 60-trading day average | $ 4.79 | 26.7% |

The historical stock trading and transaction premium analysis provided general reference points with respect to the trading prices of Qwest common stock which enabled Perella Weinberg to compare the historical prices with the consideration offered by CenturyLink. Perella Weinberg also noted that the lowest intra day sale price per share of CenturyLink common stock during the one-year period ended on April 20, 2010 was $25.26 and the highest intra-day sale price per share of CenturyLink common stock during the one-year period ended on April 20, 2010 was $37.16. The exchange ratio implied by the historical trading prices per share of Qwest common stock and CenturyLink common stock was below the exchange ratio of 0.1664 to be paid in the merger for the entire one-year period ending on April 20, 2010, except for one day.

*Equity Research Analyst Price Targets Statistics*

Perella Weinberg reviewed and analyzed (i) selected recent publicly available research analyst price targets for Qwest common stock prepared and published by selected equity research analysts during the period from February 16, 2010 through April 19, 2010 and (ii) selected recent publicly available research analyst price targets for CenturyLink common stock prepared and published by selected equity research analysts during the period from February 25, 2010 through April 19, 2010. These targets reflect each analyst's estimate of the future public market trading price of Qwest common stock and CenturyLink common stock, as applicable, and are not discounted to reflect present values.

Perella Weinberg noted that, as of April 20, 2010, the range of undiscounted equity analyst price targets for Qwest common stock was between approximately $3.25 and $6.00 per share (with a median of $6.00 per share) and the range of undiscounted equity analyst price targets for CenturyLink common stock was between approximately $34.00 and $39.00 per share (with a median of $37.00 per share).

The public market trading price targets published by equity research analysts do not necessarily reflect current market trading prices for Qwest common stock or CenturyLink common stock and these estimates are subject to uncertainties, including the future financial performance of Qwest or CenturyLink, as applicable, and future financial market conditions.

*Selected Publicly Traded Companies Analysis*

Perella Weinberg reviewed and compared certain financial information for Qwest and CenturyLink to corresponding financial information, ratios and public market multiples for the following publicly traded companies in (i) the rural local exchange carrier, which are referred to in this Perella Weinberg opinion summary section as RLEC, industry and (ii) the regional bell operating company, which are referred to in this Perella Weinberg opinion summary section as RBOC, industry which, in the exercise of its professional judgment and based on its knowledge of such industries, Perella Weinberg determined to be relevant to its analysis:

| RLEC Industry | RBOC Industry |
|---|---|
| Windstream Corporation | AT&T, Inc. |
| Frontier Communications Corporation | Verizon Communications Inc. |
| Cincinnati Bell Inc. | |
| Consolidated Communications Holdings, Inc. | |

Perella Weinberg calculated and compared financial information and various financial market multiples and ratios of the selected companies based on the closing price per share as of April 20, 2010, information Perella Weinberg obtained from SEC filings for historical information and third party research analyst estimates for forecasted information. For Qwest and CenturyLink, Perella Weinberg made calculations based on the closing prices per share of Qwest common stock and CenturyLink common stock as of April 20, 2010 and utilized Street Projections, the Qwest Forecasts and the CenturyLink Forecasts, as applicable. The Street Projections for Qwest had a median 2010E EBITDA value of $4.3 billion, a median 2010E LFCF value of $1.604 billion and a median 2010 EPS value of $0.33. The Street Projections for CenturyLink had a median 2010E EBITDA value of $3.509 billion, a median 2010E LFCF value of $1.540 billion and a median 2010 EPS value of $3.27.

With respect to Qwest, CenturyLink and each of the selected companies, Perella Weinberg reviewed, among other things:

- enterprise value ("EV") as a multiple of estimated EBITDA for fiscal year 2010;
- equity value as a multiple of estimated levered free cash flow ("LFCF") for fiscal year 2010; and
- price per share as a multiple of estimated earnings per share ("EPS") for fiscal year 2010.

A summary of these ratios is set forth below:

| Company | EV/2010E EBITDA | Equity Value/2010E LFCF | Price/ 2010E EPS |
|---|---|---|---|
| Qwest Street Projections | 4.9x | 5.7x | 15.8x |
| Qwest Forecasts | 4.8 | 5.8 | 14.3 |
| CenturyLink Street Projections | 5.3 | 7.2 | 11.2 |
| CenturyLink Forecasts | 5.4 | 7.3 | 11.6 |
| Windstream | 6.3 | 7.5 | 13.5 |
| Frontier | 6.5 | 6.5 | 13.1 |
| Cincinnati Bell | 6.2 | 5.8 | 7.6 |
| Consolidated | 7.8 | 9.7 | 20.6 |
| AT&T | 5.3 | 10.8 | 12.1 |
| Verizon | 5.6 | 11.2 | 12.8 |

Based on the analysis of these ratios and based on its experience working with corporations on various merger and acquisition transactions, Perella Weinberg selected representative ranges of these financial multiples to apply to corresponding data of Qwest and CenturyLink which yielded the following results:

*Qwest:*

| Financial Multiple | Representative Range | Implied Per Share Equity Value |
|---|---|---|
| *Street Projections* | | |
| EV/2010E EBITDA | 4.75x — 5.25x | $ 5.49 — $6.52 |
| Equity Value/2010E LFCF | 5.5x — 6.5x | $ 4.97 — $5.85 |
| Price/2010 EPS | 11.0x — 13.0x | $ 4.34 — $4.98 |
| *Qwest Forecasts* | | |
| EV/2010E EBITDA | 4.75x — 5.25x | $ 5.80 — $6.86 |
| Equity Value/2010E LFCF | 5.5x — 6.5x | $ 4.91 — $5.78 |
| Price/2010 EPS | 11.0x — 13.0x | $ 4.73 — $5.43 |

*CenturyLink:*

| Financial Multiple | Representative Range | Implied Per Share Equity Value |
|---|---|---|
| *Street Projections* | | |
| EV/2010E EBITDA | 5.0x — 5.5x | $ 32.61 — $38.33 |
| Equity Value/2010E LFCF | 6.5x — 7.5x | $ 33.12 — $38.14 |
| Price/2010 EPS | 11.0x — 13.0x | $ 35.42 — $41.77 |
| *CenturyLink Forecasts* | | |
| EV/2010E EBITDA | 5.0x — 5.5x | $ 31.97 — $37.63 |
| Equity Value/2010E LFCF | 6.5x — 7.5x | $ 32.51 — $37.43 |
| Price/2010 EPS | 11.0x — 13.0x | $ 34.49 — $40.67 |

Although the selected companies were used for comparison purposes, no business of any selected company was either identical or directly comparable to Qwest's business or CenturyLink's business. Accordingly, Perella Weinberg's comparison of selected companies to Qwest or CenturyLink and analysis of the results of such comparisons was not purely mathematical, but instead necessarily involved complex considerations and judgments concerning differences in financial and operating characteristics and other factors that could affect the relative values of the selected companies, Qwest and CenturyLink.

*Discounted Cash Flow Analysis*

Perella Weinberg conducted an illustrative discounted cash flow analysis to calculate the estimated present value as of April 20, 2010 of the estimated standalone unlevered free cash flows, calculated as EBITDA less taxes, capital expenditures and increase in working capital, and subject to other adjustments, that Qwest could generate during the period commencing the second quarter of fiscal year 2010 through fiscal year 2013. Estimates of unlevered free cash flows used for this analysis were based on Street Projections and the Qwest Forecasts. For each case, Perella Weinberg used discount rates ranging from 7.50% to 8.50% based on estimates of the weighted average cost of capital of Qwest, calculated present values of unlevered free cash flows generated over the period described above and then added terminal values assuming terminal year multiples ranging from 4.75x to 5.25x EBITDA. Perella Weinberg chose this discount rate range based on the weighted average cost of capital for public companies in the RLEC and RBOC industries deemed by Perella Weinberg to be relevant to its analysis (based on its experience working with corporations on various merger and acquisition transactions) and the relative capital structure of Qwest. The RLEC and RBOC public companies are the companies listed above under "— Selected Publicly Traded Companies Analysis." Perella Weinberg chose the terminal year multiples based on its analysis of Qwest's, CenturyLink's and each of the selected companies' enterprise value as a multiple of estimated EBITDA. As part of the total implied equity value calculated for Qwest, Perella Weinberg (a) included the present value of the estimated net operating loss carry-forward balance estimated as of March 31, 2010 of $1,432 million for Street Projections and $1,523 million for Qwest Forecasts, respectively, and (b) included the present value of the estimated pension/other post-employment benefits contributions estimated as of March 31, 2010 of $2,187 million for both the Street Projections and Qwest Forecasts. For purposes of these analyses, Perella Weinberg utilized the fully diluted number of shares of Qwest common stock calculated using the treasury stock method. These analyses indicated reference ranges of implied equity values per share of Qwest common stock of approximately $3.97 to $5.12 based on Street Projections and approximately $4.72 to $5.87 based on the Qwest Forecasts.

Perella Weinberg also performed an illustrative discounted cash flow analysis to calculate the estimated present value as of April 20, 2010 of the estimated standalone unlevered free cash flows, calculated as EBITDA less taxes, capital expenditures and increase in working capital, and subject to other adjustments, that CenturyLink could generate during the period commencing the second quarter of fiscal year 2010 through fiscal year 2013. Estimates of unlevered free cash flows used for this analysis were based on Street Projections and the CenturyLink Forecasts. For each case, Perella Weinberg used discount rates ranging from 7.00% to 8.00% based on estimates of the weighted average cost of capital of CenturyLink, calculated present values of unlevered free cash flows generated over the period described above and then added terminal values assuming terminal year multiples ranging from 5.00x to 5.50x EBITDA. Perella Weinberg chose this discount rate range based on the weighted average cost of capital for public companies in the RLEC and RBOC industries deemed by Perella Weinberg to be relevant to its analysis (based on its experience working with corporations on various merger and acquisition transactions) and the relative capital structure of CenturyLink. The RLEC and RBOC public companies are the companies listed above under "— Selected Publicly Traded Companies Analysis." Perella Weinberg chose the terminal year multiples based on its analysis of Qwest's, CenturyLink's and each of the selected companies' enterprise value as a multiple of estimated EBITDA. As part of the total implied equity value calculated for CenturyLink, Perella Weinberg included the present value of the estimated pension/other post employment benefits contributions estimated as of March 31, 2010 of $607 million for both the Street Projections and CenturyLink Forecasts. For purposes of these analyses, Perella Weinberg utilized the fully-diluted number of shares of CenturyLink common stock calculated using the treasury stock method. These analyses indicated reference ranges of implied equity values per share of CenturyLink common stock of approximately $29.83 to $35.54 based on Street Projections and approximately $30.12 to $35.81 based on the CenturyLink Forecasts.

*Comparable Transactions Analysis*

Perella Weinberg analyzed certain information relating to selected precedent RLEC industry transactions from July 2000 to November 2009 which, in the exercise of its professional judgment, Perella Weinberg determined to be relevant public companies with operations comparable to Qwest and CenturyLink. The transactions analyzed were the following:

| Transaction Announcement | Target | Acquirer | EV/LTM EBITDA |
|---|---|---|---|
| November 2009 | Iowa Telecommunications Services, Inc. | Windstream Corporation | 8.9x |
| May 2009 | Business (lines) of Verizon Communications Inc. | Frontier Communications Corporation | 4.5 |
| May 2009 | D&E Communications, Inc. | Windstream Corporation | 5.1 |
| October 2008 | Embarq Corporation | CenturyTel | 4.5 |
| July 2007 | North Pittsburgh Systems, Inc. | Consolidated Communications Holdings, Inc. | 7.3 |
| May 2007 | CT Communications, Inc. | Windstream Corporation | 10.2 |
| January 2007 | Business (access lines) of Verizon Communications Inc. | FairPoint Communications, Inc. | 6.6 |
| December 2006 | Madison River Communications Corp. | CenturyTel | 8.4 |
| September 2006 | Commonwealth Telephone Enterprises, Inc. | Citizens Communications Company | 6.9 |
| December 2005 | Wireline business of Alltel Corporation | VALOR Communications Group, Inc. | 6.5 |
| May 2004 | Verizon Hawaii Inc. | The Carlyle Group | 6.9 |
| January 2004 | TXU Communications | Consolidated Communications Inc. | 8.6 |
| July 2002 | Illinois Consolidated Telephone Company | Homebase Acquisition, LLC | 7.2(1) |
| November 2001 | Conestoga Enterprises | D&E Communications, Inc. | 12.3 |
| October 2001 | Business (access lines) of Verizon Communications Inc. | CenturyTel | N/A |
| July 2000 | Business (access lines) of Frontier Corporation | Citizens Communications Company | 9.9(2) |

(1) LTM statistics represent FY2001 financial data.
(2) LTM statistics represent FY1999 financial data.

For each of the selected transactions, Perella Weinberg calculated and compared the resulting EV in the transaction as a multiple of last twelve months, or LTM, EBITDA, except where indicated above. The EV/LTM EBITDA multiples for the selected transactions were based on publicly available information at the time of the relevant transaction.

Based on the multiples calculated above and Perella Weinberg's analyses of the various selected transactions and on judgments made by it, Perella Weinberg derived a representative range of multiples of the transactions and applied that range of multiples to Qwest's EBITDA for fiscal year 2009. Perella Weinberg then derived a range of implied equity value per share of Qwest common stock of approximately $5.22 to $6.28 by applying multiples ranging from 4.5x to 5.0x to Qwest's fiscal year 2009 EBITDA of $4,415 million.

Perella Weinberg also performed a premia paid analysis on each of the selected transactions. The median premium (i) for precedent transactions that occurred from January 2008 to April 20, 2010 was 36% and (ii) for precedent transactions that occurred from January 2000 through December 2007 was 26%. Perella Weinberg considered such median premia and, in light of its experience working with corporations on various merger and acquisition transactions, derived a representative range of implied premia of 25–40%, which was based on banded distribution around the median premia discussed above. Perella Weinberg then applied this range of premia to the Unaffected Price, which implied a range of equity value per share for Qwest common stock of approximately $5.74 to $6.42 per share.

Although the selected transactions were used for comparison purposes, none of the selected transactions nor the companies involved in them was either identical or directly comparable to the merger, Qwest or CenturyLink. Accordingly, Perella Weinberg's comparison of the selected transactions to the merger and analysis of the results of such comparisons was not purely mathematical, but instead necessarily involved complex considerations and judgments concerning differences in financial and operating characteristics and other factors that could affect the relative values of the companies involved in such transactions and of the merger and was based on Perella Weinberg's experience working with corporations on various merger and acquisition transactions.

*Structurally Comparable Premia Paid Analysis*

Perella Weinberg analyzed the premiums paid in nine all–stock "merger of equals" transactions involving U.S. companies since 2000, in which the transaction value was greater than $5 billion and that resulted in the target company's stockholders owning 40–60% of the combined entity. For each of the selected transactions, Perella Weinberg calculated and compared the 1–day premia to the target company's stock price on the trading day prior to the announcement of the transaction implied by the exchange ratio in such transaction. The transactions analyzed, including the observed premia, were:

| Transaction Announcement | Target | Acquirer | Premium |
|---|---|---|---|
| February 2007 | XM Satellite Radio Holdings Inc. | Sirius Satellite Radio Inc. | 21.7% |
| November 2006 | Caremark Rx, Inc. | CVS Corporation | 6.4 |
| April 2006 | Lucent Technologies Inc. | Alcatel | (1.4) |
| October 2005 | Jefferson–Pilot Corporation | Lincoln National Corporation | 10.2 |
| December 2004 | Nextel Communications, Inc. | Sprint Corporation | 8.8 |
| June 2003 | Biogen, Inc. | IDEC Pharmaceuticals Corporation | 2.3 |
| November 2001 | Conoco Inc. | Phillips Petroleum Company | (0.3) |
| August 2001 | Westvaco Corporation | The Mead Corporation | 5.8 |
| August 2000 | Software.com, Inc. | Phone.com | 16.7 |

Based on the observed premia and in light of its experience working with corporations on various merger and acquisition transactions, Perella Weinberg selected a representative range of implied premia of 10 15% and applied that range of premia to the price of Qwest common stock for the day prior to the announcement of the merger, which implied a range of equity value per share for Qwest common stock of approximately $5.70 to $5.96 per share (which represented a 24–30% premium to the Unaffected Price).

*Contribution Analysis*

Perella Weinberg analyzed the contribution of each of Qwest and CenturyLink to the pro forma combined company, not including any synergies or other combination adjustments, with respect to each company's equity value and the Street Projections for each company's revenue, EBITDA, net income and LFCF for fiscal year 2010. The analysis did not take into account the present value of the estimated net operating loss carryforward balance of Qwest. The analysis yielded the following results:

| | Qwest | CenturyLink |
|---|---|---|
| Equity Value as of April 20, 2010 | 45% | 55% |
| 2010E Revenue | 63% | 37% |
| 2010E EBITDA | 55% | 45% |
| 2010E Net Income | 37% | 63% |
| 2010E LFCF | 51% | 49% |

*Miscellaneous*

The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Selecting portions of the analyses or of the summary set forth herein, without considering the analyses or the summary as a whole, could create an incomplete view of the processes underlying Perella Weinberg's opinion. In arriving at its fairness determination, Perella Weinberg considered the results of all of its analyses and did not attribute any particular weight to any factor or analysis. Rather, Perella Weinberg made its determination as to fairness on the basis of its experience and professional judgment after considering the results of all of its analyses. No company or transaction used in the analyses described herein as a comparison is directly comparable to Qwest, CenturyLink or the merger.

Perella Weinberg prepared the analyses described herein for purposes of providing its opinion to the board of directors of Qwest as to the fairness, on the date of Perella Weinberg's opinion, from a financial point of view, of the exchange ratio provided for in the merger to the holders of shares of Qwest common stock, other than CenturyLink or any of its affiliates. These analyses do not purport to be appraisals or necessarily reflect the prices at which businesses or securities actually may be sold. Perella Weinberg's analyses were based in part upon the financial forecasts and estimates of the managements of Qwest and CenturyLink and third party research analyst estimates, which are not necessarily indicative of actual future results, and which may be significantly more or less favorable than suggested by Perella Weinberg's analyses. Because these analyses are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of the parties to the merger agreement or their respective advisors, none of Qwest, Perella Weinberg or any other person assumes responsibility if future results are materially different from those forecasted by Qwest's management or third parties.

As described above, the opinion of Perella Weinberg to the board of directors of Qwest was one of many factors taken into consideration by the board of directors of Qwest in making its determination to approve the merger. Perella Weinberg was not asked to, and did not, recommend the specific exchange ratio provided for in the merger, which exchange ratio was determined through negotiations between Qwest and CenturyLink.

Pursuant to the terms of the engagement letter between Perella Weinberg and Qwest, Qwest paid Perella Weinberg $500,000 upon execution of the engagement letter and agreed to pay Perella Weinberg a fee of (i) $2.25 million for the delivery of its financial analysis of, and assistance in connection with, the merger, (ii) $1.25 million in connection with the delivery of its opinion and (iii) $1 million if Perella Weinberg continues to be actively engaged at the request of the board of directors of Qwest as of September 1, 2010. In addition, Qwest agreed to reimburse Perella Weinberg for its reasonable expenses, including attorneys' fees and disbursements and to indemnify Perella Weinberg and related persons against various liabilities, including certain liabilities under the federal securities laws.

In the ordinary course of its business activities, Perella Weinberg or its affiliates may at any time hold long or short positions, and may trade or otherwise effect transactions, for its own account or the accounts of customers, in debt or equity or other securities (or related derivative securities) or financial instruments (including bank loans or other obligations) of Qwest or CenturyLink or any of their respective affiliates. The issuance of Perella Weinberg's opinion was approved by a fairness opinion committee of Perella Weinberg. Perella Weinberg and its affiliates have in the past provided investment banking and other financial services to Qwest and its affiliates, including advising the independent members of the board of directors of Qwest as to the valuation of one of Qwest's businesses, for which they have received compensation. During the last two years, Perella Weinberg has not received any fees for investment banking or other financial services from CenturyLink.

**Financial Interests of Qwest Directors and Executive Officers in the Merger**

In considering the recommendation of the Qwest board of directors with respect to the merger agreement, Qwest stockholders should be aware that Qwest executive officers and directors have financial interests in the merger that are different from, or in addition to, the interests of Qwest stockholders generally. The Qwest board of directors was aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement and the merger, and in recommending to Qwest stockholders that the merger agreement be approved and adopted.

***Executive Officers***

*Equity Awards*

Qwest's executive officers hold unvested performance shares, restricted stock and stock options granted under Qwest's Equity Incentive Plan that provide for accelerated vesting or settlement in connection with a change in control, including the completion of the merger. For executive officers other than Christopher K. Ancell and R. William Johnston, equity awards granted on or before October 15, 2008 generally provide for accelerated vesting or settlement immediately upon a change in control, and awards granted after October 15, 2008 provide for accelerated vesting upon an involuntary termination of employment by Qwest without cause, or by the executive for good reason, within two years following a change in control. For Mr. Ancell, all equity awards granted prior to September 4, 2009, provide for accelerated vesting or settlement immediately upon a change in control, and awards granted on or after September 4, 2009, provide for accelerated vesting upon an involuntary termination of employment by Qwest without cause, or by the executive for good reason, within two years following a change in control. For Mr. Johnston, all equity awards provide for accelerated vesting or settlement immediately upon a change in control. In addition, for all executive officers, after a change in control all vested options (including options that receive accelerated vesting in connection with the change in control) remain exercisable for their remaining terms.

The table below sets forth for each of Qwest's executive officers the estimated number of unvested performance shares, restricted stock and stock options that will vest in connection with the merger and the aggregate estimated value of the accelerated vesting of these awards. The information set forth in the table is based on the merger exchange ratio of 0.1664 shares of CenturyLink common stock per share of Qwest common stock and the following assumptions:

- a closing date for the merger of March 31, 2011;
- a termination of each executive's employment without cause, or by the executive for good reason, immediately after the closing of the merger;
- a price per share of CenturyLink common stock of $33.31 (the closing price on June 30, 2010);
- a payout for the performance shares granted in March 2010 at the target level of 100%, and a payout for all other performance shares at the maximum level of 200%;
- the exercise of all applicable stock options, and the gain on the sale of all shares of common stock underlying applicable equity awards (in the case of stock options, the sale of shares representing the gain over the exercise price); and
- an additional grant to Mr. Ancell of 286,000 shares of restricted stock on March 5, 2011.

Actual amounts may be higher or lower depending on the actual value of CenturyLink common stock, and the actual number of unvested equity awards outstanding, on the date any vesting is triggered. Depending on when the merger is completed, additional equity awards may be granted to executive officers and certain of the equity awards treated as unvested for purposes of the table below may vest in accordance with their standard vesting schedules prior to the merger.

| Executive Officer | Unvested Performance Shares (#) | Unvested Restricted Stock (#) | Unvested Stock Options (#) | Total Value of Accelerated Vesting or Settlement of Unvested Equity Awards ($)(1) |
|---|---|---|---|---|
| **Edward A. Mueller** | 2,462,000 | 1,837,999 | 2,083,000 | $ 31,971,334 |
| **Richard N. Baer** | 809,000 | 310,000 | — | $ 8,875,080 |
| **Joseph J. Euteneuer** | 950,000 | 459,000 | 352,000 | $ 11,966,940 |
| **Teresa A. Taylor** | 1,082,000 | 494,333 | — | $ 12,998,685 |
| **C. Daniel Yost** | 586,000 | 224,333 | — | $ 6,428,245 |
| **Christopher K. Ancell** | 482,000 | 530,666 | — | $ 7,299,870 |
| **R. William Johnston** | 181,000 | 69,667 | — | $ 1,987,015 |



QWEST-FCC-P000116

(1) The portion of this value that would accelerate or become settled solely as a result of the completion of the merger, irrespective of executive's termination of employment, would be: $4,963,840 for Mr. Mueller; $0 for Mr. Baer; $3,479,660 for Mr. Euteneuer; $0 for Ms. Taylor; $0 for Mr. Yost; $842,080 for Mr. Ancell; and $1,987,015 for Mr. Johnston.

*Employment and Severance Agreements*

Mr. Mueller is a party to an employment agreement with Qwest which provides that if his employment is terminated by Qwest without cause or by him for good reason, in either case within two years following a change in control, including completion of the merger, Mr. Mueller will be entitled to receive the following:

- 2.99 times his then-current base salary, paid in a lump sum;
- 2.99 times his most recent target annual bonus, paid in a lump sum; and
- 18 months of COBRA coverage for him and his qualified beneficiaries, subsidized at active management employee rates.

Each of Qwest's other executive officers (Messrs. Baer, Euteneuer, Yost, Ancell and Johnston and Ms. Taylor) is a party to a severance agreement with Qwest. These agreements provide that if the executive's employment is terminated by Qwest without cause or by the executive for good reason, in either case within two years following a change in control, including completion of the merger, the executive will be entitled to receive the following:

- 3.0 times the greater of the executive's base salary in effect as of (i) the termination date or (ii) the date of the change in control, with respect to Messrs. Baer and Yost and Ms. Taylor (2.99 times for Messrs. Euteneuer and Ancell and 2.0 times for Mr. Johnston), payable in a lump sum;
- 3.0 times the greater of the executive's target annual bonus in effect as of (i) the termination date or (ii) the date of the change in control, with respect to Messrs. Baer and Yost and Ms. Taylor (2.99 times for Messrs. Euteneuer and Ancell and 2.0 times for Mr. Johnston), payable in a lump sum;
- A pro rata bonus payment for the portion of the performance period that the executive was employed before the termination of employment, calculated at 100% of target, solely with respect to Messrs. Baer, Yost and Johnston and Ms. Taylor, payable in a lump sum;
- 18 months of COBRA coverage subsidized at active employee rates, solely with respect to Messrs. Baer, Yost and Johnston and Ms. Taylor; and
- Payment of any excise taxes (including interest and penalties) to which the executive may be subject pursuant to Sections 4999 and 280G of the Code, solely with respect to Messrs. Baer and Yost and Ms. Taylor.

For each of Qwest's executive officers, severance benefits are contingent upon the executive's execution of a waiver and release of claims against Qwest. In addition, each of the executive officers is also subject to covenants in respect of nondisclosure, noncompetition and nonsolicitation.

The table below sets forth the cash severance payments and other benefits to which each of Qwest's executive officers are entitled in connection with the merger, as well as the applicable excise taxes payable by such executive officers related thereto. The table below excludes the value of accelerated vesting or settlement of equity awards, which is described and quantified above. The information in the table below is based on compensation and benefit levels in effect on the filing date of this joint proxy statement-prospectus. In addition, the information in the table below is based on the following assumptions:

- a closing date for the merger of March 31, 2011; and
- a termination of each executive's employment by Qwest without cause, or by the executive for good reason, immediately after the closing of the merger.

| Executive Officer | Cash Severance Payments(1) | 4999 Excise Tax Gross–Up Payment to Executive by Qwest | Estimated Premiums for Continued Health Care Coverage under COBRA(2) |
|---|---|---|---|
| Edward A. Mueller | $ 10,764,000 | — | $ 11,330 |
| Richard N. Baer | $ 5,430,205 | $ 4,192,140 | $ 11,330 |
| Joseph J. Euteneuer | $ 4,933,500 | — | — |
| Teresa A. Taylor | $ 5,194,110 | $ 6,396,322 | $ 11,330 |
| C. Daniel Yost | $ 3,123,288 | $ 3,001,796 | $ 11,330 |
| Christopher K. Ancell | $ 2,242,500 | — | — |
| R. William Johnston | $ 1,242,773 | — | $ 11,330 |

(1) Includes cash severance based on the applicable multiple of base salary and target bonus as well as a pro rata bonus, if applicable. The cash severance payments to Messrs. Mueller, Euteneuer, Ancell and Johnston will be effectively reduced by the excise tax payable by such executives under Internal Revenue Code Section 4999 as these individuals are not entitled to a gross–up payment by Qwest. The excise tax amounts that will be payable by Messrs. Mueller, Euteneuer, Ancell and Johnston are $6,567,679, $2,245,885, $1,154,563 and $369,880, respectively.

(2) Based on premiums in effect on the date of this joint proxy statement–prospectus.

*Restricted Stock Grants*

In recent years, Qwest has typically granted equity awards to executive officers and certain other employees on an annual basis in March of each year, in the form of restricted stock, performance shares or a combination of both. With respect to the annual equity awards that would have been granted in the ordinary course consistent with past practice in March 2011, Qwest may grant these awards in or after May 2010 and, for the purposes of satisfying CenturyLink's obligations to maintain substantially comparable compensation and benefits for one year post closing to Qwest employees, will be treated as having been granted in March 2011. The value of the equity award to each executive officer is expected to be in the same amount as, but will not be greater than, the award granted to him or her in 2010, but will be given solely in restricted stock. If Qwest chooses to accelerate the grant date for any of these equity awards, the present intent is that it would do so only for employees at the senior vice president level and below, which includes Mr. Johnston but no other executive officers.

*Annual Incentive Plan Payments*

Qwest maintains Management Annual Incentive Plans, pursuant to which executive officers and other employees are entitled to annual cash bonuses based on corporate and individual performance. Qwest will continue to maintain these plans until the completion of the merger. Assuming a closing date for the merger of March 31, 2011, target bonus amounts for the 2011 plan will be established consistent with past practice and executive officers and other employees who participate in the 2011 plan will be entitled to receive pro–rated bonuses for the portion of 2011 prior to the closing of the merger.

*CenturyLink Positions*

Following the closing of the merger, CenturyLink's senior leadership team is expected to include Mr. Ancell as CenturyLink's President of the Business Markets Group.

CenturyLink has agreed to take all necessary action to cause Mr. Mueller to be appointed to the CenturyLink board of directors effective as of the closing of the merger.

***Non–Employee Directors***

*Equity Awards*

Under Qwest's director compensation plan, non employee directors of Qwest are entitled to receive annual restricted stock awards. These awards are granted under Qwest's Equity Incentive Plan. Each of Qwest's non employee directors received an award of 23,000 shares of restricted stock on January 4, 2010, which shares will vest in full on the earlier of the completion of the merger or December 31, 2010. Each of these awards has a value of $120,750 based on a price per share of Qwest common stock of $5.25 (the closing price on June 30, 2010). It is expected that the Qwest board of directors (or a committee thereof) will approve an award of additional restricted stock to Qwest's non–employee directors on January 3, 2011 (provided that the merger is not completed on or before that date). It is expected that each of these awards will have a value of approximately $100,000 at the time of grant and will vest in full on the earlier of the completion of the merger if the director does not continue as a director of CenturyLink or January 3, 2012.

*Deferred Compensation Plan for Non Employee Directors*

Qwest's non–employee directors may defer all or any portion of their directors' fees for an upcoming year under Qwest's Deferred Compensation Plan for Non–Employee Directors. Quarterly, Qwest credits each participant's account with a number of phantom units having a value equal to the director's deferred director fees, thereby converting the deferred fee amount into a number of phantom units equal in value. Each phantom unit has a value equal to one share of Qwest common stock and is subject to adjustment for cash dividends payable to Qwest stockholders as well as stock dividends and splits, consolidations and other transactions that affect the number of shares of outstanding Qwest common stock. Under the plan, in the event of a change in control, including completion of the merger, participants' undistributed account balances, solely with respect to amounts that were earned and vested prior to January 1, 2005, will be funded into a trust or distributed to the director within 30 days of the change in control. The portion of each participant's account balance that reflects amounts earned or vested after December 31, 2004 will not be funded or distributed in connection with the change in control but will be distributed pursuant to the applicable terms of the plan.

The table below shows the number of phantom equity units credited to accounts for Qwest's non–employee directors as of June 30, 2010 and the value of those units based on the exchange ratio of 0.1664 shares of CenturyLink common stock per share of Qwest common stock and a price per share of CenturyLink common stock of $33.31 (the closing price on June 30, 2010).

| Director | Number of Phantom Equity Units (#) | Value of Phantom Equity Units ($) |
|---|---|---|
| Charles L. Biggs | 54,505 | $ 302,109 |
| K. Dane Brooksher | 154,042 | $ 853,822 |
| Peter S. Hellman | 264,686 | $ 1,467,097 |
| R. David Hoover | 68,257 | $ 378,334 |
| Patrick J. Martin | 96,294 | $ 533,737 |
| Caroline Matthews | 900 | $ 4,989 |
| Wayne W. Murdy | 5,600 | $ 31,040 |
| Jan L. Murley | — | — |
| Michael J. Roberts | 15,646 | $ 86,722 |
| James A. Unruh | 78,376 | $ 434,421 |
| Anthony Welters | 66,325 | $ 367,625 |

Until the completion of the merger, Qwest will continue to credit additional phantom units to directors' accounts for cash dividends to Qwest stockholders and in accordance with existing and any future deferral elections. Each of Messrs. Brooksher, Hoover, Martin, Roberts, Unruh and Welters has elected to defer all of his fees earned in 2010. Deferral elections for 2011 fees will be made in December 2010.

**Financial Interests of CenturyLink Directors and Executive Officers in the Merger**

In considering the recommendation of the CenturyLink board of directors that you vote to approve the issuance of CenturyLink common stock in connection with the merger, you should be aware that some of CenturyLink's executive officers and directors have financial interests in the merger that are different from, or in addition to, those of CenturyLink shareholders generally. The board of directors of CenturyLink was aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement and the merger, in approving the merger agreement, and in recommending that the shareholders approve the issuance of common stock in connection with the merger.

***Positions with the Combined Company***

Following consummation of the merger, members of the CenturyLink board of directors will continue to be directors of the combined company and certain executive officers of CenturyLink will continue to be executive officers of the combined company, as further described under "Board of Directors and Management After the Merger."

***The Retention Program***

CenturyLink plans to establish and grant awards under a retention program for the benefit of key employees of CenturyLink who do not otherwise have adequate retention incentives. CenturyLink has agreed that the aggregate amount of all awards granted pursuant to the retention program will not exceed $50 million. Although this program is primarily intended to benefit a broad range of key employees, executive officers will be eligible to participate and CenturyLink's Compensation Committee may elect to name them as participants.

In determining who will be granted retention awards and the amount of each award, CenturyLink will consider, and discuss with Qwest, the reasonableness of each award in relation to the recipient's base salary, the retentive value of existing awards and the potential tax treatment of the retention award to both CenturyLink and the recipient. After consultation with Qwest, the final decision on who will receive retention awards and the value of such retention awards will be in the sole discretion of CenturyLink. Each of the retention awards granted to certain senior officers of CenturyLink, if any, will be payable, subject to continued employment, 12 months following the effective time of the merger. However, any unpaid retention award will become immediately payable upon the termination of the recipient's employment by CenturyLink without cause or by the recipient for good reason following the completion of the merger. In addition, retention awards granted under this program with a value of up to $10 million in the aggregate may be granted to employees of CenturyLink identified by, and pursuant to terms and conditions determined by, the CenturyLink Chief Executive Officer, after consultation with the Qwest Chief Executive Officer, without regard to the conditions and process described above. Those awards will be part of the maximum aggregate retention award pool of $50 million.

**Board of Directors and Management After the Merger**

CenturyLink has agreed to take all necessary action to cause four persons selected by Qwest, after consultation with CenturyLink, who are members of Qwest's current board of directors to be appointed to CenturyLink's board of directors, effective as of the closing of the merger. One of these persons will be Qwest's Chairman and Chief Executive Officer, Edward A. Mueller. The other persons have not yet been selected. Following the merger, the senior leadership team of the combined company is expected to include William A. Owens as Chairman of the Board, Glen F. Post, III as Chief Executive Officer and President, R. Stewart Ewing, Jr. as Chief Financial Officer, Karen A. Puckett as Chief Operating Officer, Christopher K. Ancell as President of the Business Markets Group, William E. Cheek as President of Wholesale Operations, Stephanie Comfort as Executive Vice President of Corporate Strategy and Development, Dennis G. Huber as Executive Vice President of Network Services, and Stacey W. Goff as General Counsel.

**Material U.S. Federal Income Tax Consequences of the Merger**

The following discussion summarizes the anticipated material U.S. federal income tax consequences of the merger to U.S. holders (as defined below) of Qwest common stock. The discussion is based on and subject to the Code, the Treasury regulations promulgated thereunder, administrative rulings and court decisions in effect on the date hereof, all of which are subject to change, possibly with retroactive effect, and to differing interpretations. The discussion does not address all aspects of U.S. federal income taxation that may be relevant to particular Qwest stockholders in light of their personal circumstances or to such stockholders subject to special treatment under the Code, such as, without limitation: banks, thrifts, mutual funds and other financial institutions, traders in securities who elect to apply a mark–to–market method of accounting, tax–exempt organizations and pension funds, insurance companies, dealers or brokers in securities or foreign currency, individual retirement and other deferred accounts, persons whose functional currency is not the U.S. dollar, persons subject to the alternative minimum tax, stockholders who hold their shares as part of a straddle, hedging, conversion or constructive sale transaction, partnerships or other pass–through entities, stockholders holding their shares through partnerships or other pass through entities, stockholders whose shares are not held as "capital assets" within the meaning of the Code, and stockholders who received their shares through the exercise of employee stock options or otherwise as compensation. The discussion does not address the tax consequences of the ownership and disposition of the notes arising under the unearned income Medicare contribution tax pursuant to the Health Care and Education Reconciliation Act of 2010, and does not address any non–income tax considerations or any foreign, state or local tax consequences.

For purposes of this discussion, a U.S. holder means a beneficial owner of Qwest common stock who is:

- an individual who is a citizen or resident of the United States;
- a corporation (or other entity taxable as a corporation for U.S. federal income tax purposes) created or organized in the United States or under the laws of the United States or any subdivision thereof;
- an estate the income of which is includible in gross income for U.S. federal income tax purposes regardless of its source; or
- a trust if (1) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust, or (2) was in existence on August 20, 1996 and has properly elected under applicable Treasury regulations to be treated as a U.S. person.

This discussion does not purport to be a comprehensive analysis or description of all potential U.S. federal income tax consequences. Each Qwest stockholder is urged to consult with such stockholder's tax advisor with respect to the particular tax consequences to such stockholder.

***The Merger***

At the effective time of the merger, Wachtell, Lipton, Rosen & Katz will deliver to CenturyLink, and Skadden, Arps, Slate, Meagher & Flom LLP will deliver to Qwest, their respective opinions to the effect that the merger will qualify for U.S. federal income tax purposes as a "reorganization" within the meaning in section 368(a) of the Code. The opinions will rely on certain assumptions, including assumptions regarding the absence of changes in existing facts and law and the completion of the merger in the manner contemplated by the merger agreement, and representations and covenants made by CenturyLink and Qwest, including those contained in representation letters of officers of CenturyLink and Qwest. If any of those representations, covenants or assumptions is inaccurate, the opinions may not be relied upon, and the U.S. federal income tax consequences of the merger could differ from those discussed here. In addition, these opinions are not binding on the Internal Revenue Service, or IRS, or any court, and none of CenturyLink, SB44 Acquisition Company or Qwest intends to request a ruling from the IRS regarding the U.S. federal income tax consequences of the merger. Consequently, no assurance can be made that the IRS will not challenge the conclusions reflected in the opinions or that a court would not sustain such a challenge.

Assuming that the merger is treated as a "reorganization" within the meaning of Section 368(a) of the Code, the merger will have the following U.S. federal income tax consequences:

- none of CenturyLink, Qwest or SB44 Acquisition Company will recognize gain or loss in the merger;
- Qwest stockholders will not recognize gain or loss in the merger, except with respect to cash received in lieu of fractional shares of CenturyLink common stock (as described below);
- the tax basis of the shares of CenturyLink common stock received in the merger (including fractional shares for which cash is received) by a Qwest stockholder will be the same as the tax basis of the shares of Qwest common stock exchanged therefor;
- the holding period for the shares of CenturyLink common stock received in the merger by a Qwest stockholder (including fractional shares for which cash is received) will include the holding period of the shares of Qwest common stock exchanged therefor; and
- Qwest stockholders who receive cash instead of fractional shares of CenturyLink common stock generally will recognize gain or loss equal to the difference between the amount of cash received and their basis in their fractional shares of CenturyLink common stock (computed as described above). The character of such gain or loss will be capital gain or loss, and will be long-term capital gain or loss if the fractional shares of CenturyLink common stock are treated as having been held for more than one year at the time of the merger. The deductibility of capital losses is subject to limitation.

***New Legislation***

Recently enacted legislation regarding foreign account tax compliance, effective for payments made after December 31, 2012, imposes a withholding tax of 30% on certain payments (including dividends on, and gross proceeds from the disposition of, shares of CenturyLink common stock) made to or through certain foreign financial institutions (including in their capacity as agents or custodians for beneficial owners of CenturyLink common stock) and to certain other foreign entities unless various information reporting and certain other requirements are satisfied. Accordingly, the entity through which CenturyLink common stock is held, and such entity's compliance with the recently enacted legislation, will affect the determination of whether such withholding is required. Each Qwest stockholder should consult with such stockholder's own tax advisors regarding the possible implications of this recently enacted legislation on such stockholder's ownership of CenturyLink common stock.

***Backup Withholding***

Backup withholding at the applicable rate may apply with respect to the receipt of cash in lieu of fractional shares of CenturyLink stock, unless a Qwest stockholder (1) is within certain exempt categories and, when required, demonstrates this fact, or (2) provides a correct taxpayer identification number, certifies as to no loss of exemption from backup withholding and otherwise complies with applicable requirements of the backup withholding rules. A Qwest stockholder who does not provide its correct taxpayer identification number may be subject to penalties imposed by the IRS. Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against the stockholder's U.S. federal income tax liability, provided the stockholder furnishes certain required information to the IRS.

**Accounting Treatment**

CenturyLink prepares its financial statements in accordance with GAAP. The merger will be accounted for by applying the acquisition method, which requires the determination of the acquirer, the acquisition date, the fair value of assets and liabilities of the acquiree and the measurement of goodwill. The accounting guidance for business combinations, referred to as ASC 805, provides that in identifying the acquiring entity in a combination effected through an exchange of equity interests, all pertinent facts and circumstances must be considered, including: the relative voting rights of the shareholders of the constituent companies in the combined entity, the composition of the board of directors and senior management of the combined company.

the relative size of each company and the terms of the exchange of equity securities in the business combination, including payment of any premium.

Based on the CenturyLink board members and senior management representing a majority of the board and senior management of the combined company, as well as the terms of the merger, with Qwest stockholders receiving a premium (as of the date preceding the merger announcement) over the fair market value of their shares on such date, CenturyLink is considered to be the acquirer of Qwest for accounting purposes. This means that CenturyLink will allocate the purchase price to the fair value of Qwest's assets and liabilities at the acquisition date, with any excess purchase price being recorded as goodwill.

**Regulatory Approvals Required for the Merger**

*HSR Act and Antitrust.* The merger is subject to the requirements of the HSR Act, which prevents CenturyLink and Qwest from completing the merger until required information and materials are furnished to the Antitrust Division of the DOJ and the FTC and the waiting period is terminated or expires. CenturyLink and Qwest have filed the requisite notification and report forms under the HSR Act with the DOJ and the FTC. The applicable waiting period under the HSR Act was terminated early on July 15, 2010. The DOJ, the FTC and others may challenge the merger on antitrust grounds after expiration or termination of the waiting period. Accordingly, at any time before or after the completion of the merger, any of the DOJ, the FTC or others could take action under the antitrust laws, including without limitation seeking to enjoin the completion of the merger or permitting completion subject to regulatory concessions or conditions. We cannot assure you that a challenge to the merger will not be made or that, if a challenge is made, it will not succeed.

*FCC Approval.* The Federal Communications Act of 1934, as amended, requires the approval of the FCC, prior to any transfer of control of certain types of licenses and other authorizations issued by the FCC. On May 10, 2010, CenturyLink and Qwest filed the required application for FCC consent to the transfer to CenturyLink of control of Qwest and the Qwest subsidiaries that hold such licenses and authorizations. This application for FCC approval is subject to public comment and oppositions of third parties, and requires the FCC to determine that the merger is in the public's interest. We cannot assure you that the requisite FCC approval will be obtained on a timely basis or at all. In addition, we cannot assure you that such approval will not include conditions that could be detrimental or result in the abandonment of the merger.

*State Regulatory Approvals.* CenturyLink, Qwest and various of their subsidiaries hold certificates, licenses and service authorizations issued by state public utility or public service commissions. Certain of the state commissions require formal applications for the transfer of control of these certificates, licenses and authorizations. Applications for state approvals are subject to public comment and possible oppositions of third parties who may file objections. In addition to these applications, CenturyLink and Qwest have filed, or plan to file, notifications of the merger in certain states where formal applications are not required. In some of these states, the state commissions could, nonetheless, still initiate proceedings. CenturyLink and Qwest have filed most of these state transfer applications and notifications with the relevant state commissions and expect to file the remainder in due course. As anticipated, in some states interested parties, including consumer advocacy groups and competitors, have intervened or indicated an interest in intervening in these proceedings. CenturyLink and Qwest believe that the merger complies with applicable state standards for approval, but there can be no assurance that the state commissions will grant the transfer applications on a timely basis or at all. In addition, we cannot assure you that such approvals will not include conditions that could be detrimental or result in the abandonment of the merger.

*Other Regulatory Matters.* The merger may require the approval of municipalities where CenturyLink or Qwest holds franchises to provide communications and other services. The merger may also be subject to certain regulatory requirements of other municipal, state or federal governmental agencies and authorities.

**Litigation Relating to the Merger**

In the weeks following the announcement of the merger on April 22, 2010, purported shareholders of Qwest filed sixteen lawsuits against Qwest, its directors, certain of its officers, CenturyLink and SB44 Acquisition Company, and a seventeenth shareholder lawsuit later was filed. The purported shareholder plaintiffs commenced these actions in three jurisdictions: the District Court for the City and County of Denver, Colorado, which we refer to as the Colorado State Court, the United States District Court for the District of Colorado, which we refer to as the Colorado Federal Court, and the Delaware Court of Chancery. All of these actions, except one, were brought as putative class actions. All of these shareholder complaints allege that Qwest and its directors breached their fiduciary duties to Qwest's shareholders by their actions in approving the merger agreement and that CenturyLink aided and abetted these alleged breaches of duty, and all of the complaints request an injunction of the merger as well as damages. The operative complaints in the Colorado Federal Court and in the Delaware Court of Chancery actions additionally assert claims challenging the sufficiency of the disclosures in the preliminary joint proxy statement–prospectus filed by Qwest and CenturyLink on June 4, 2010.

In Colorado State Court, on April 22 and April 23, 2010, purported shareholders of Qwest filed the following six actions: *Presser v. Qwest Commc'ns Int'l Inc. et al.*, Case No. 2010cv3261; *Tansey v. Mueller et al.*, Case No. 2010cv3268; *Ozaki v. Mueller et al.*, Case No. 2010cv3270; *Ahern v. Mueller et al.*, Case No. 2010cv3271; *Rosenbloom v. Mueller et. al*, Case No. 2010cv3265; and *Teamsters Allied Ben. Funds v. Mueller et al.*, Case No. 2010cv3309. The Colorado State Court has since consolidated these actions under the caption *In re Qwest Communications International, Inc.*, Lead Case No. 2010cv3261. On May 24, 2010, Qwest and its directors moved for a stay of proceedings pending the resolution of the parallel actions in the Delaware Court of Chancery. The motion for a stay of proceedings remains pending in the Colorado State Court.

In Colorado Federal Court, between April 23 and May 7, 2010, purported Qwest shareholders filed the following seven actions: *Dorn v. Mueller et al.*, Case No. 1:10 cv 00925 WYD CBS; *Shah v. Qwest Commc'ns Int'l Inc. et al.*, Case No. 1:10–cv–00939–REB–MJW; *Treppel v. Qwest Commc'ns Int'l Inc. et al.*, Case No. 1:10–cv–00959–JLK; *Iron Workers Dist. Council of Tenn. Valley & Vicinity Pension Plan v. Qwest Commc'ns Int'l Inc. et al.*, Case No. 1:10 cv 00984 WDM; *City of Dania Beach Police & Firefighters' Ret. Sys. v. Qwest Commc'ns Int'l Inc. et al.*, Case No. 1:10 cv 01025 JLK; *Pinchuck v. Qwest Commc'ns Int'l Inc. et al.*, Case No. 1:10–cv–01076–PAB; and *LaPlaca v. Qwest Commc'ns Int'l Inc. et al.*, Case No. 1:10–cv–01079–PAB–CBS. The Colorado Federal Court has since consolidated these actions under Case No. 00925–WYD–CBS. On May 21, 2010, Qwest and its directors moved for a stay of proceedings pending the resolution of the parallel actions in the Delaware Court of Chancery. The motion for a stay of proceedings remains pending in the Colorado Federal Court.

In the Delaware Court of Chancery, on April 27 and April 29, 2010, purported Qwest shareholders filed the following three actions: *Schipper v. Mueller et al.*, C.A. No. 5435 VCS; *Patenaude v. Qwest Commc'ns Int'l Inc. et al.*, C.A. No. 5445 VCS; and *Martin & Respler v. Qwest Commc'ns Int'l Inc. et al.*, C.A. No. 5446 VCS. The first of these actions has since been voluntarily dismissed. On June 11, 2010, a purported Qwest shareholder filed an additional shareholder action, *J. Cola Inc. v. Mueller et al.*, C.A. No. 5556–VCS. On June 29, 2010, the Delaware Court of Chancery entered an order consolidating the pending Qwest shareholder actions under the caption *In re Qwest Communications International, Inc. Shareholders Litigation*, Consolidated C.A. No. 5556–VCP.

Qwest, its directors, the other Qwest defendants, CenturyLink and SB44 Acquisition Company believe that these actions all are without merit. The defendants nevertheless have negotiated with the purported shareholder plaintiffs regarding a settlement of the claims asserted in all of these actions, including the claims in the Colorado Federal Court and in the Delaware Court of Chancery that challenge the sufficiency of the disclosures in the preliminary joint proxy statement–prospectus. On July 16, 2010, the parties entered into a memorandum of understanding reflecting the terms of their agreement–in–principle for a settlement of all of the claims asserted in these actions. Pursuant to this agreement, defendants have included additional disclosures in this final joint proxy statement–prospectus, in response to allegations and claims asserted in the Colorado Federal and Delaware complaints If the settlement is consummated, all of the actions relating to the proposed transaction will be dismissed, with prejudice.

**Exchange of Shares in the Merger**

At or prior to the effective time of the merger, CenturyLink will appoint an exchange agent to handle the exchange of shares of Qwest common stock for shares of CenturyLink common stock. Promptly after the effective time of the merger, the exchange agent will send to each holder of record of Qwest common stock at the effective time of the merger who holds shares of Qwest common stock in certificated form a letter of transmittal and instructions for effecting the exchange of Qwest common stock certificates for the merger consideration the holder is entitled to receive under the merger agreement. Upon surrender of stock certificates for cancellation along with the executed letter of transmittal and other documents described in the instructions, a Qwest stockholder will receive one or both of the following: (1) one or more shares of CenturyLink common stock; and (2) cash in lieu of fractional shares of CenturyLink common stock. After the effective time of the merger, Qwest will not register any transfers of the shares of Qwest common stock. Unless you specifically request to receive CenturyLink stock certificates, the shares of CenturyLink stock you receive in the merger will be issued in book–entry form.

Upon completion of the merger, shares of Qwest common stock held in the book entry form will be automatically converted into whole shares of CenturyLink common stock in book–entry form. An account statement will be mailed to you confirming this automatic conversion, along with any cash in lieu of factional shares of CenturyLink common stock.

CenturyLink shareholders need not take any action with respect to their stock certificates.

**Treatment of Stock Options and Other Equity–Based Awards**

*Stock Options.* Each outstanding stock option to purchase Qwest common stock granted pursuant to Qwest's equity plans will be converted pursuant to the merger agreement into a stock option to acquire, on the same terms and conditions as were applicable under such option immediately prior to the effectiveness of the merger, shares of CenturyLink common stock. The number of shares of CenturyLink common stock underlying the new CenturyLink stock option will be determined by multiplying the number of shares of Qwest common stock subject to such stock option immediately prior to the effectiveness of the merger by the 0.1664 exchange ratio, rounded down to the nearest whole share, at a per share exercise price determined by dividing the per share exercise price of such stock option by 0.1664, rounded up to the nearest whole cent.

*Other Equity Awards.* Each other equity award granted pursuant to Qwest's equity plans will be converted into the right to receive, on the same terms and conditions (other than the terms and conditions relating to the achievement of performance goals) as were applicable to the Qwest equity award prior to the effectiveness of the merger, a number of shares of CenturyLink common stock rounded up to the nearest whole share, equal to the product of (i) the applicable number of shares of Qwest common stock subject to such award, multiplied by (ii) the 0.1664 exchange ratio.

*Employee Stock Purchase Plan.* With respect to Qwest's Employee Stock Purchase Plan, each purchase right under the plan outstanding on the day immediately prior to the effectiveness of the merger will be automatically suspended and any contributions made for the then current "Offer" (as defined in the plan) will be applied to the purchase of either, at CenturyLink's option, (i) CenturyLink common stock, effective at or as soon as practicable following the completion of the merger or (ii) Qwest common stock, effective immediately prior to the completion of the merger, and the plan will terminate, effective immediately prior to the completion of the merger.

**Dividends**

Each company plans to continue its current dividend policy until the closing of the merger. CenturyLink currently pays an annual dividend of $2.90 per share and Qwest currently pay an annual dividend of $0.32 per share. Following the closing of the merger, CenturyLink expects to continue its current dividend for shareholders of the combined company, subject to any factors that its board of directors in its discretion deems relevant. See "CenturyLink cannot assure you that it will be able to continue paying dividends at the current rate," in "Risk Factors — Risk Factors Relating to CenturyLink Following the Merger." For additional information on the treatment of dividends under the merger agreement, see "The Merger Agreement — Other Covenants and Agreements."

### Listing of CenturyLink Common Stock

It is a condition to the completion of the merger that the CenturyLink common stock issuable in the merger or upon exercise of options to purchase CenturyLink common stock issued in substitution for Qwest options be approved for listing on the NYSE, subject to official notice of issuance.

### De–Listing and Deregistration of Qwest Common Stock

When the merger is completed, the Qwest common stock currently listed on the NYSE will cease to be quoted on the NYSE and will be deregistered under the Exchange Act.

### No Appraisal Rights

Under the General Corporation Law of the State of Delaware, or the DGCL, holders of Qwest common stock are not entitled to appraisal rights in connection with the merger. Under the Louisiana Business Corporation Law, or the LBCL, the holders of CenturyLink common stock and preferred stock are not entitled to appraisal rights in connection with the share issuance proposal. See the section entitled "No Appraisal Rights" beginning on page 129.

### Certain Forecasts Prepared by CenturyLink

CenturyLink does not as a matter of course make public forecasts as to future performance, earnings or other results beyond the current fiscal year, and CenturyLink is especially reluctant to disclose forecasts for extended periods due to the unpredictability of the underlying assumptions and estimates. However, in connection with its evaluation of the merger, CenturyLink provided to its board of directors and financial advisors non–public, internal financial forecasts regarding CenturyLink's anticipated future operations for fiscal years 2010 to 2015. CenturyLink has included below a summary of these forecasts to give its shareholders access to certain non public information that was considered by the CenturyLink board of directors for purposes of evaluating the merger and was also provided to CenturyLink's financial advisors. A summary of these internal financial forecasts, which were prepared in April 2010, is set forth below.

| | 2010 | 2011 | 2012 | 2013 | 2014 | 2015 |
|---|---|---|---|---|---|---|
| | | | (In millions) | | | |
| Revenue | $ 6,946 | 6,720 | 6,599 | 6,563 | 6,527 | 6,492 |
| EBITDA* | 3,470 | 3,280 | 3,209 | 3,162 | 3,145 | 3,128 |
| Capital Expenditures | 850 | 825 | 825 | 800 | 799 | 798 |

* Earnings before interest, taxes, depreciation and amortization, excluding non–recurring integration, severance and retention expenses.

Furthermore, earlier in April 2010, in connection with the due diligence review of CenturyLink by Qwest, CenturyLink's management provided to Qwest, as well as to Qwest's financial advisors, in connection with its evaluation of the fairness of the merger consideration, similar projections for fiscal years 2010 to 2013, which reflected slightly lower revenues and slightly higher EBITDA for fiscal years 2011 to 2013 than the projections set forth in the table above, as well as the following forecasts of levered free cash flows.

| | 2010 | 2011 | 2012 | 2013 |
|---|---|---|---|---|
| LFCF* | $ 1,511 | 1,416 | 1,354 | 1,330 |

* Net income, plus depreciation and amortization, plus other operating cash flows, and less capital expenditures.

In addition, CenturyLink's management prepared non public, internal financial forecasts regarding Qwest's anticipated future operations for fiscal years 2010 2015, which was derived from the information provided by Qwest to CenturyLink for fiscal years 2010–2013 in connection with the due diligence review of Qwest by CenturyLink, plus an extrapolation of such estimates for the fiscal years 2014 and 2015 made by CenturyLink management, as described below, and adjustments made to such information that CenturyLink's management deemed appropriate. CenturyLink has included below a summary of these forecasts to give its shareholders access to certain non-public information that was considered by the CenturyLink board of directors for purposes of evaluating the merger and was also provided to CenturyLink's financial advisors. A summary of these internal financial forecasts, which were prepared in April 2010, is set forth below.

| | 2010 | 2011 | 2012 | 2013 | 2014 | 2015 |
|---|---|---|---|---|---|---|
| | | | (In millions) | | | |
| Revenue | $ 11,852 | 11,699 | 11,772 | 11,809 | 11,817 | 11,809 |
| EBITDA* | 4,323 | 4,159 | 4,105 | 4,067 | 4,035 | 3,978 |
| Capital Expenditures | 1,614 | 1,600 | 1,600 | 1,550 | 1,500 | 1,500 |

* Earnings before interest, taxes, depreciation and amortization, excluding severance and certain other non-recurring restructuring expenses.

The internal financial forecasts were not prepared with a view toward public disclosure, nor were they prepared with a view toward compliance with published guidelines of the SEC, the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of financial forecasts, or GAAP. In addition, the projections were not prepared with the assistance of, or reviewed, compiled or examined by, independent accountants. The summary of these internal financial forecasts is not being included in this joint proxy statement-prospectus to influence your decision whether to vote for the merger, but because these internal financial forecasts were considered by CenturyLink's board of directors and financial advisors for purposes of evaluating the merger and because similar CenturyLink forecasts were provided by CenturyLink to Qwest as well as to Qwest's financial advisors.

These internal financial forecasts were based on numerous variables and assumptions that are inherently uncertain, many of which are beyond the control of CenturyLink's management and Qwest's management. Important factors that may affect actual results and cause the internal financial forecasts to not be achieved include, but are not limited to, risks and uncertainties relating to the business of each company (including each company's ability to achieve strategic goals, objectives and targets over applicable periods), industry performance, the regulatory environment, developments in commercial disputes or legal proceedings, general business and economic conditions and other factors described under "Cautionary Statement Regarding Forward-Looking Statements." The internal financial forecasts also reflect assumptions as to certain business decisions that are subject to change. As a result, actual results may differ materially from those contained in these internal financial forecasts. Accordingly, there can be no assurance that the projections will be realized.

The inclusion of these internal financial forecasts in this joint proxy statement-prospectus should not be regarded as an indication that any of CenturyLink, Qwest or their respective affiliates, advisors or representatives considered the internal financial forecasts to be predictive of actual future events, and the internal financial forecasts should not be relied upon as such. None of CenturyLink, Qwest or their respective affiliates, advisors, officers, directors, partners or representatives can give you any assurance that actual results will not differ from these internal financial forecasts, and none of them undertakes any obligation to update or otherwise revise or reconcile these internal financial forecasts to reflect circumstances existing after the date the internal financial forecasts were generated or to reflect the occurrence of future events even in the event that any or all of the assumptions underlying the projections are shown to be in error. CenturyLink does not intend to make publicly available any update or other revision to these internal financial forecasts. None of CenturyLink or its respective affiliates, advisors, officers, directors, partners or representatives has made, makes or is authorized in the future to make any representation to any shareholder or other person regarding CenturyLink's ultimate performance compared to the information contained in these internal financial forecasts or that forecasted results will be achieved. CenturyLink has made no representation to Qwest, in the merger agreement or otherwise, concerning these internal financial forecasts.

**Certain Forecasts Prepared by Qwest**

Qwest does not as a matter of course make public forecasts as to future performance, earnings or other results beyond the current fiscal year, and Qwest is especially reluctant to disclose forecasts for extended periods due to the unpredictability of the underlying assumptions and estimates. However, in connection with the due diligence review of Qwest by CenturyLink in March 2010, Qwest's management presented its long–range plan to CenturyLink, as well as to Qwest's and CenturyLink's respective financial advisors. The long–range plan contains certain non–public, internal financial forecasts regarding Qwest's anticipated future operations for fiscal years 2010 2013. Qwest has included below a subset of these forecasts to give its stockholders access to certain non public information that was furnished to third parties. The long range plan and its underlying assumptions were initially developed in August 2009. The plan was updated to reflect 2009 operating results when it was presented in March 2010. Certain assumptions underlying the long–range plan are aggressive, as evidenced by comparing the long–range plan with the consensus of the projections for Qwest prepared by research analysts that cover Qwest and other companies in the telecommunications industry. As Mr. Mueller emphasized to the Qwest board of directors at its March 31, 2010 meeting, the long–range plan was not a "more likely than not" achievable plan, but rather one that was designed to set challenging goals for Qwest management. A summary of these internal financial forecasts contained in the long range plan is set forth below.

| | 2010 | 2011 | 2012 | 2013 |
|---|---|---|---|---|
| | | (In millions) | | |
| Revenue | $ 12,002 | 12,068 | 12,142 | 12,274 |
| EBITDA* | 4,415 | 4,410 | 4,398 | 4,427 |
| Capital expenditures | 1,614 | 1,600 | 1,600 | 1,600 |
| Free cash flow** | 1,564 | 1,752 | 1,499 | 1,831 |

* Earnings before interest, taxes, depreciation and amortization, excluding severance and certain other non–recurring restructuring expenses.

** Cash provided by operating activities less expenditures for property, plant and equipment and capitalized software.

The internal financial forecasts were not prepared with a view toward public disclosure, nor were they prepared with a view toward compliance with published guidelines of the SEC, the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of financial forecasts, or GAAP. In addition, the projections were not prepared with the assistance of, or reviewed, compiled or examined by, independent accountants. The summary of these internal financial forecasts is not being included in this joint proxy statement prospectus to influence your decision whether to vote for the merger, but because these internal financial forecasts were provided by Qwest to CenturyLink as well as CenturyLink's financial advisors.

These internal financial forecasts were based on numerous variables and assumptions that are inherently uncertain and may be beyond the control of Qwest's management. Important factors that may affect actual results and cause the internal financial forecasts to not be achieved include, but are not limited to, risks and uncertainties relating to Qwest's business (including its ability to achieve strategic goals, objectives and targets over applicable periods), industry performance, the regulatory environment, general business and economic conditions and other factors described under "Cautionary Statement Regarding Forward Looking Statements" beginning on page 25. The internal financial forecasts also reflect assumptions as to certain business decisions that are subject to change. As a result, actual results may differ materially from those contained in these internal financial forecasts. Accordingly, there can be no assurance that the internal financial forecasts will be realized.

The inclusion of these internal financial forecasts in this joint proxy statement–prospectus should not be regarded as an indication that any of Qwest, CenturyLink or their respective affiliates, advisors or representatives considered the internal financial forecasts to be predictive of actual future events, and the internal financial forecasts should not be relied upon as such. None of Qwest, CenturyLink or their respective affiliates, advisors, officers, directors, partners or representatives can give you any assurance that actual results will not differ from these internal financial forecasts, and none of them undertakes any obligation to update or otherwise revise or reconcile these internal financial forecasts to reflect circumstances existing after the date the internal financial forecasts were generated or to reflect the occurrence of future events even in the event that any or all of the assumptions underlying the projections are shown to be in error. Qwest does not intend to make publicly available any update or other revision to these internal financial forecasts. None of Qwest or its respective affiliates, advisors, officers, directors, partners or representatives has made or makes any representation to any stockholder or other person regarding Qwest's ultimate performance compared to the information contained in these internal financial forecasts or that forecasted results will be achieved. Qwest has made no representation to CenturyLink, in the merger agreement or otherwise, concerning these internal financial forecasts.

### The Merger Agreement

The following summarizes material provisions of the merger agreement, which is attached as Annex A to this joint proxy statement–prospectus and is incorporated by reference herein. The rights and obligations of the parties are governed by the express terms and conditions of the merger agreement and not by this summary or any other information contained in this joint proxy statement prospectus. CenturyLink shareholders and Qwest stockholders are urged to read the merger agreement carefully and in its entirety as well as this joint proxy statement prospectus before making any decisions regarding the merger.

In reviewing the merger agreement, please remember that it is included to provide you with information regarding its terms and is not intended to provide any other factual information about CenturyLink or Qwest. The merger agreement contains representations and warranties by each of the parties to the merger agreement. These representations and warranties have been made solely for the benefit of the other parties to the merger agreement and:

- may be intended not as statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;
- have been qualified by certain disclosures that were made to the other party in connection with the negotiation of the merger agreement, which disclosures are not reflected in the merger agreement; and
- may apply standards of materiality in a way that is different from what may be viewed as material by you or other investors.

Accordingly, the representations and warranties and other provisions of the merger agreement should not be read alone, but instead should be read together with the information provided elsewhere in this joint proxy statement prospectus and in the documents incorporated by reference herein. See "Where You Can Find More Information" on page 131.

#### *Terms of the Merger*

The merger agreement provides for the merger of SB44 Acquisition Company with and into Qwest. Qwest will be the surviving corporation in the merger and will become a subsidiary of CenturyLink. Each share of Qwest common stock issued and outstanding immediately prior to the completion of the merger, except for any shares of Qwest common stock held by Qwest, CenturyLink or SB44 Acquisition Company, will be converted into the right to receive 0.1664 shares of CenturyLink common stock.

CenturyLink will not issue any fractional shares of CenturyLink common stock in the merger. Instead, a Qwest stockholder who otherwise would have received a fraction of a share of CenturyLink common stock will receive an amount in cash equal to such fractional amount multiplied by the last reported sale price of CenturyLink common stock on the NYSE on the last complete trading day prior to the effective time of the merger.

#### *Board of Directors After the Merger*

CenturyLink has agreed to take all necessary action to cause four persons selected by Qwest, after consultation with CenturyLink, who are members of Qwest's current board of directors to be appointed to CenturyLink's board of directors, effective as of the closing of the merger. One of these persons will be

Qwest's Chairman and Chief Executive Officer, Edward A. Mueller. The other persons have not yet been selected.

***Completion of the Merger***

Unless the parties agree otherwise, the closing of the merger will take place on a date specified by the parties, but no later than the tenth business day after all closing conditions have been satisfied or waived. The merger will be completed when the parties file a certificate of merger with the Delaware Secretary of State, unless the parties agree to a later time for the completion of the merger and specify that time in the certificate of merger.

We currently expect to complete the merger in the first half of 2011, subject to receipt of required shareholder and regulatory approvals and to the satisfaction or waiver of the other conditions to the merger described below.

***Conditions to Completion of the Merger***

The obligations of CenturyLink and Qwest to complete the merger are subject to the satisfaction of the following conditions:

- the adoption of the merger agreement by Qwest stockholders;
- the approval by CenturyLink shareholders of the issuance of CenturyLink common stock in the merger;
- the approval for listing by the NYSE, subject to official notice of issuance, of the CenturyLink common stock issuable to Qwest stockholders in the merger;
- the termination or expiration of any applicable waiting period under the HSR Act;
- the receipt of the required authorization of the FCC (or, if the parties so agree, the termination or expiration of certain challenges to any such authorization) and the consents required to be obtained from certain state regulators;
- the receipt of other requisite regulatory approvals, unless failure to obtain them would not, individually or in the aggregate, have a substantial detriment, as defined in the merger agreement, or subject either party or their officers or directors to the risk of criminal liability;
- the absence of any judgment or other legal prohibition or binding order of any court or other governmental entity that prohibits the merger;
- the absence of any judgment or other legal prohibition or binding order of any court or other governmental entity, or pending action or proceeding by a governmental entity, that limits the ability of CenturyLink to control Qwest following the merger or compels either company or their respective subsidiaries to dispose of or hold separate any portion of its business or, to the extent agreed by the parties, limits CenturyLink's ability to declare dividends, in each case, which would have a substantial detriment, as defined in the merger agreement; and
- the SEC having declared effective the registration statement of which this joint proxy statement–prospectus forms a part.

In addition, each of CenturyLink's and Qwest's obligations to effect the merger is subject to the satisfaction or waiver of the following additional conditions:

- the representations and warranties of the other party being true and correct, subject to the material adverse effect standard provided in the merger agreement and summarized below;
- the other party having performed or complied with, in all material respects, all obligations required to be performed or complied with by it under the merger agreement;
- the receipt of an officer's certificate executed by an executive officer of the other party certifying that the two preceding conditions have been satisfied; and