

CHECK SHEET

Title Page and Original Pages 0-1 to 0-53; 1-1; 2-0 to 2-140; 3-0 to 3-24; 4-0 to 4-14; 5-0 to 5-40; 6-0 to 6-455; 7-0 to 7-867; 8-1 to 8-513; 9-0 to 9-26; 10-0 to 10-71; 11-0 to 11-14; 12-0 to 12-46; 13-0 to 13-94; 14-0 to 14-25; 15-0 to 15-157; 16-0 to 16-185; 17-0 to 17-569; 18-0 to 18-3; 19-0 to 19-7, 20-0 to 20-28; 21-1 to 21-52; 22-0 to 22-4; 23-0 to 23-28; 24-0 to 24-432 inclusive of this Tariff are effective as of November 11, 2003. Original and revised pages as named below and Supplement Nos. 1, 2, 3, 4 and 5 contain all changes from the original Tariff that are in effect on the date hereof.

(T)

PAGE	NUMBER OF REVISION EXCEPT AS INDICATED	PAGE	NUMBER OF REVISION EXCEPT AS INDICATED	PAGE	NUMBER OF REVISION EXCEPT AS INDICATED
Title	1st	0-1.25	27th	0-7	Original
0-1	418th *	0-1.26	37th	0-8	Original
0-1.1	65th	0-1.27	33rd	0-9	Original
0-1.2	39th	0-1.28	19th	0-10	Original
0-1.3	50th	0-1.29	44th	0-11	1st
0-1.4	21st	0-1.30	10th	0-12	Original
0-1.5	6th	0-1.31	5th	0-13	4th
0-1.6	8th	0-1.32	9th	0-14	6th
0-1.7	9th	0-1.33	12th	0-15	7th
0-1.8	9th	0-1.34	15th	0-15.1	4th
0-1.9	30th	0-1.35	12th	0-16	3rd
0-1.10	25th	0-1.36	14th	0-16.1	6th
0-1.11	16th	0-1.37	9th	0-17	6th
0-1.12	27th	0-1.38	16th	0-18	Original
0-1.13	17th	0-1.39	37th	0-19	Original
0-1.14	22nd	0-1.40	26th	0-20	1st
0-1.15	11th	0-1.41	9th	0-21	1st
0-1.16	21st	0-1.42	24th	0-22	Original
0-1.17	21st	0-1.43	36th	0-23	Original
0-1.18	25th	0-1.44	31st	0-24	2nd
0-1.19	64th	0-1.45	27th *	0-25	1st
0-1.20	37th	0-2	1st	0-26	7th
0-1.21	11th	0-3	3rd	0-27	1st
0-1.22	11th	0-4	Original	0-28	1st
0-1.23	42nd	0-5	5th	0-29	2nd
0-1.24	14th	0-6	Original		

* New or Revised Page.

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1801 California Street, Denver, Colorado 80202

CHECK SHEET (Cont'd)

PAGE	NUMBER OF REVISION EXCEPT AS INDICATED	PAGE	NUMBER OF REVISION EXCEPT AS INDICATED	PAGE	NUMBER OF REVISION EXCEPT AS INDICATED
24-365	Original	24-390	Original	24-408	Original
24-366	Original	24-391	Original	24-409	Original
24-367	Original	24-392	5th	24-410	Original
24-368	Original	24-392.1	Original	24-411	Original
24-369	Original	24-392.2	1st	24-412	Original
24-370	Original	24-392.3	1st	24-413	Original
24-371	Original	24-393	Original	24-414	Original
24-372	Original	24-394	Original	24-415	Original
24-373	Original	24-395	Original	24-416	Original
24-374	Original	24-396	Original	24-417	Original
24-375	Original	24-397	Original	24-418	Original
24-376	Original	24-398	Original	24-419	Original
24-377	Original	24-399	Original	24-420	Original
24-378	Original	24-400	Original	24-421	Original
24-379	Original	24-401	Original	24-422	Original
24-380	Original	24-402	Original	24-423	Original
24-381	Original	24-403	Original	24-424	Original
24-382	Original	24-404	Original	24-425	Original
24-383	Original	24-405	Original	24-426	Original
24-384	1st	24-405.1	Original	24-427	Original
24-385	2nd	24-405.2	Original	24-428	Original
24-386	Original	24-405.3	Original	24-429	Original
24-387	Original	24-405.4	Original	24-430	Original *
24-388	Original	24-406	Original	24-431	Original *
24-389	Original	24-407	Original	24-432	Original *

* New or Revised Page.

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24. CONTRACT TARIFFS

24.2 CONTRACT NO. 11-006

DESCRIPTION: DS1 and DS3 Services

CONTRACT AVAILABILITY: Effective from January 1, 2012, through January 31, 2012

CONTRACT EXPIRATION DATE: 60 Months or December 31, 2016

AVAILABLE MSAS: MSAs identified in Section 23

This contract tariff is a discount pricing plan for the Company's DS1, DS3 Services, as set forth in Section 7 and 17 preceding, and which requires concurrent subscription to the CenturyLink Operating Companies Tariff F.C.C. No. 9, Contract No. 11-002 Eligibility for these discounts requires the customer to exceed annual Contributory Charges of \$248,179,612.

TERMS AND CONDITIONS REQUIRED:

- The customer's Contributory Charges must meet or exceed \$62,044,903 per Measurement Period for the customer to receive a bill credit as described in the Overlay Credit table following.
- The Overlay Credit Period will begin January 1, 2012, and for the remainder of the 60-month term, the Measurement Period will be a calendar quarter.
- The customer must have a minimum quarterly spend of \$62,044,903, which may be comprised of DS1, DS3, SONET, Wavelength and Ethernet Service and other Special Access Services for the following companies: CenturyTel (CT) ILEC, Embarq (EQ) ILEC, Embarq Communications, Inc., (ECI), Lightcore, Qwest Communications Company (QCC) IXC and Qwest Corporation (QC).
- An Overlay Credit will be applied to eligible DS1 and DS3 Pricing Flexibility Services in the above MSAs based upon a proportionate share of Company (QC) and EQ revenue. The credit will not exceed charges for DS1 and DS3 services billed under the contract tariff.
- The Company will calculate the customer's Contributory Charges that count towards the Annual Revenue Threshold (ART) of \$278,179,613 within 45 calendar days following the end of a Measurement Period. Customer's total Contributory Charges included on invoices with bill dates that occur within the Measurement Period will be annualized and included on a report.

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24. CONTRACT TARIFFS

24.2 CONTRACT NO. 11-006
OVERLAY PLAN₂ (Cont'd)

- The customer must subscribe to both the Company's Regional Commitment Program (RCP) and Embarq's Premier Term Discount Plan (PTDP) as of December 31, 2011.

Overlay Credit: Beginning with January 1, 2012 and for each calendar quarter thereafter during the 60-month term, the customer will receive an Overlay Credit pursuant to the table below:

Annualized Contributory Charges Amount	Quarterly Overlay Credit Amount
\$0 - \$248,179,612	\$0
\$248,179,613 - \$272,616,020	1/4 of \$3,200,000
\$272,616,021 - \$278,179,612	1/4 of \$22,400,000
\$278,179,613 and above	1/4 of \$22,400,000 plus 8% of incremental Contributory Charges, which, when annualized for the Measurement Period, exceed the ART*

*ART – Annual Revenue Threshold

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(N-x)
(N)

(N)

24. CONTRACT TARIFFS

24.2 CONTRACT NO. 11-006 (CONT'D)

ANNUAL TRUE-UP

(N)

The Company will prepare an annual Contributory Charges Report within 30 calendar days following the end of each calendar year, to determine if the Overlay Credits received during a calendar year are equal to the Overlay Credits that would have been earned if such credits had been paid annually instead of quarterly (True-up Adjustment).

(N-x)
(N)

AGREEMENT TERM AND TERMINATION

This Contract Tariff will terminate on December 31, 2016 unless terminated by the Company for cause, or upon default by the customer or its Affiliates of its payment obligations on any Contributory Charges. The Company may not terminate this contract until 15 business days after it provides separate written notification to the customer of its intent to terminate the contract due to the customer's failure to meet its payment obligation. In addition, if at any time during the 60-month term the customer fails to have annualized Contributory Charges greater than \$248,179,612 for two consecutive Measurement Periods, the Company may terminate this contract upon written notice, and the customer forfeits the right to receive any Overlay Credit after the date of termination.

(N)
(N-x)
(N-x)
(N)

(N)
(N-x)
(N)

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