

## A Message From Chris Ancell

BMG Team:

By now you've heard that CenturyLink and Qwest announced a definitive agreement to merge, forming a national, industry-leading communications company. I hope you've had a chance to read Ed Mueller's letter, as well as the questions and answers attached to his e-mail this morning. I am excited about today's announcement and I wanted to take some time to share my perspective with you.

As you know, we are competing in a rapidly evolving telecommunications industry, and this transaction represents a great opportunity for Qwest, and for its customers, shareholders, employees and the communities we serve. Together, with a more diverse mix of offerings, increased scale and stronger product portfolio, the combined company will be able to reach more customers with a broad range of solutions.

More specifically, the combination will:

- \* Create a company with greater financial strength and flexibility;
- \* Enhance our ability to deploy innovative IP products and high-bandwidth services to business customers, expand broadband availability and speed to consumers, and offer superior, differentiated video products; and
- \* Create a combined customer base that will have over \$6 billion of revenue from business and government customers, along with having 5 million consumer broadband customers and 17 million access lines.

I know many of you will have questions about what the future holds for you. We are very early in the acquisition process. The companies will be integrated to optimize services, efficiency and shareholder returns, although work is yet to be done on how to integrate Qwest and CenturyLink's Business Markets organizations. We will form a joint integration team comprised of representatives from both companies to make recommendations as how to best organize the combined company.

The Business Markets Group plays a strategic role in this acquisition, by dramatically expanding CenturyLink's business market and offerings. We have the opportunity to demonstrate leadership in the high-potential business marketplace by continuing to focus on the four initiatives we already have under way:

- Increasing monthly recurring revenue
- Driving greater efficiency from Book to Bill
- Strengthening customer retention and
- Perfecting the Customer Experience

It all starts with building customer confidence that we will continue to be nimble and provide the same enterprise-class solutions and top-shelf service that have helped us consistently outperform the industry in revenue growth.

BMG has shown tremendous flexibility and innovation in adapting to changes in the marketplace and business demands. There is a great deal of experience and expertise resident in this team with great potential to contribute to the success of the combined company.

I will be communicating regularly to keep you informed as the transaction proceeds and decisions are made. At this point, I can tell you that we expect to complete the transaction in the first half of 2011. If you have any questions in the meantime, please feel free to let me know and I will do my best to address them.

In the meantime, as always, please keep your focus on our customers and our revenue goals. It is very important that we continue to meet our numbers and serve our customers well.

Sincerely,

Chris Ancell  
Executive Vice President  
Business Markets Group

This mailing was distributed to:  
All BMG employees

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QWEST-FCC-P000308.PDF

## A Message from Dan Yost

### Mass Markets Team:

By now you've heard that CenturyLink and Qwest announced a definitive agreement to merge, forming a national, industry-leading communications company. I hope you've had a chance to read Ed Mueller's letter, as well as the questions and answers attached to his e-mail this morning. I am excited about today's announcement and I wanted to take some time to share my perspective with you.

As you know, we are competing in a rapidly evolving telecommunications industry, and this transaction represents a great opportunity for Qwest, and for its customers, shareholders, employees and the communities we serve. Together, with a more diverse mix of offerings, increased scale and stronger product portfolio, the new company will be able to reach more customers with a broad range of solutions.

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- Create a combined customer base that will have over \$6 billion of revenue from business and government customers, along with having 5 million consumer broadband customers and 17 million access lines.

I know many of you will have questions about what the future holds for you. We are very early in the acquisition process. The companies will be integrated to optimize services, efficiency and shareholder returns, although work is yet to be done on how to integrate Qwest and CenturyLink's Mass Markets organizations. We will form a joint integration team comprised of representatives from both companies to make recommendations as how to best organize the new company.

Both Qwest and CenturyLink are squarely committed to serving residential and small-business customers, and both companies deliver solutions and bundles that offer unique value to customers. Combining companies greatly increases the number of customers and communities served, and opens the door for offering all customers new, innovative solutions.

In Mass Markets, it is important that we continue to Perfect the Customer Experience and delight customers so that they recommend us to their friends and neighbors. We also need to continue to migrate broadband users to higher speeds and encourage use of value-added services like Wi-Fi and Personal Digital Vault that make customers want to stay with Qwest.

The MMO team has shown tremendous flexibility and innovation in adapting to changes in the marketplace and business demands. There is a great deal of experience and expertise resident in Mass Markets with great potential to contribute to the success of the new company.

I will do my best to keep you informed as the transaction proceeds and decisions are made. At this point, I can tell you that we expect to complete the transaction in the first half of 2011. If you

have any questions in the meantime, please feel free to let me know and I will do my best to address them. .

Sincerely,

Dan Yost  
Executive Vice President  
Mass Markets

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This mailing was distributed to:  
All Mass Markets Employees

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QWEST-FCC-P000310.PDF

## A Message from Girish Varma

IT Team:

By now you've heard that CenturyLink and Qwest announced a definitive agreement to merge, forming a national, industry-leading communications company. I hope you've had a chance to read Ed Mueller's letter, as well as the questions and answers attached to his e-mail this morning. I am excited about today's announcement and I wanted to take some time to share my perspective with you.

As you know, we are competing in a rapidly evolving telecommunications industry, and this transaction represents a great opportunity for Qwest, and for its customers, shareholders, employees and the communities we serve. Together, with a more diverse mix of offerings, increased scale and stronger product portfolio, the new company will be able to reach more customers with a broad range of solutions.

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- Create a combined customer base that will have over \$6 billion of revenue from business and government customers, along with having 5 million consumer broadband customers and 17 million access lines.

I know many of you will have questions about what the future holds for you. We are very early in the acquisition process. The companies will be integrated to optimize services, efficiency and shareholder returns, although work is yet to be done on how to integrate Qwest and CenturyLink's IT organizations. We will form a joint integration team comprised of representatives from both companies to make recommendations as how to best organize the new company.

I will do my best to keep you informed as the transaction proceeds and decisions are made. At this point, I can tell you that we expect to complete the transaction in the first half of 2011. If you have any questions in the meantime, please feel free to let me know and I will do my best to address them.

It is critical prior to close that the company meets all its financial and operational targets. Please continue to focus your efforts on the projects you are working on right now, and plan to continue to meet current schedules. IT leadership is assessing how this news impacts IT priorities and as we make decisions, we will communicate them with you. In the meantime - it is business as usual.

The IT team has succeeded in the face of many challenges over the last several years. I know that together we can and will continue to strengthen Qwest's position for the future.

Sincerely,

Girish Varma  
Senior Vice President and Chief Information Officer

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**Qwest Communications International Inc.**  
HSR Filing Attachment 4 (c) - 17

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This mailing was distributed to:  
All IT Employees

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QWEST-FCC-P000312.PDF

A Message from Joe Euteneuer

Finance Team:

By now you've heard that CenturyLink and Qwest announced a definitive agreement to merge, forming a national, industry-leading communications company. I hope you've had a chance to read Ed Mueller's letter, as well as the questions and answers attached to his e-mail this morning. I am excited about today's announcement, and I wanted to take some time to share my perspective with you.

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- Create a combined customer base that will have over \$6 billion of revenue from business and government customers along, with having 5 million consumer broadband customers and 17 million access lines.

I know many of you will have questions about what the future holds for you. As with any merger or acquisition, the reduction of corporate overhead and other costs is expected. While it is still too early to discuss specifics, we will be forming a joint integration team comprised of representatives from both companies to make recommendations as how to best organize the new company. I have spent a great deal of time with CenturyLink's senior management team over the past month and can confidently say that they are very talented and, more importantly, good people.

I will do my best to keep you informed as the transaction proceeds and decisions are made. At this point, I can tell you that we expect to complete the transaction in the first half of 2011. If you have any questions in the meantime, please feel free to let me know and I will do my best to address them.

As we move forward, I ask that you stay focused on the task at hand. It is important for us to continue to perform efficiently, invest strategically, reduce costs where we can, and strive with every interaction to Perfect the Customer Experience. You and other Qwest employees have succeeded in the face of many challenges over the last several years. I know that together we can and will continue to strengthen Qwest's position for the future.

Sincerely,

Joe Euteneuer  
Executive Vice President & Chief Financial Officer

This mailing was distributed to:  
All Finance Employees

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(Message #4083)

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QWEST-FCC-P000314.PDF

A Message from Rich Baer

Core Services Team:

By now you've heard that CenturyLink and Qwest announced a definitive agreement to merge, forming a national, industry-leading communications company. I hope you've had a chance to read Ed Mueller's letter, as well as the questions and answers attached to his e-mail this morning. I am excited about today's announcement, and I wanted to take some time to share my perspective with you.

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I know many of you will have questions about what the future holds for you. As with any merger or acquisition, the reduction of corporate overhead and other costs is expected. While it is still too early to discuss specifics, we will be forming a joint integration team comprised of representatives from both companies to make recommendations as how to best organize the new company. I have spent a great deal of time with CenturyLink's senior management team over the past month and can confidently say that they are very talented and, more importantly, good people.

I will do my best to keep you informed as the transaction proceeds and decisions are made. At this point, I can tell you that we expect to complete the transaction in the first half of 2011. If you have any questions in the meantime, please feel free to let me know and I will do my best to address them.

As we move forward, I ask that you stay focused on the task at hand. It is important for us to continue to perform efficiently, invest strategically, reduce costs where we can, and strive with every interaction to Perfect the Customer Experience. You and other Qwest employees have succeeded in the face of many challenges over the last several years. I know that together we can and will continue to strengthen Qwest's position for the future.

Sincerely,

Rich Baer  
Executive Vice President, General Counsel & Chief Administrative Officer

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**Qwest Communications International Inc.**  
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QWEST-FCC-P000314

This mailing was distributed to:  
All CAO Employees

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QWEST-FCC-P000316.PDF

A Message from Roland Thornton

Wholesale Team:

By now you've heard that CenturyLink and Qwest announced a definitive agreement to merge, forming a national, industry-leading communications company. I hope you've had a chance to read Ed Mueller's letter, as well as the questions and answers attached to his e-mail this morning. I am excited about today's announcement and I wanted to take some time to share my perspective with you.

As you know, we are competing in a rapidly evolving telecommunications industry, and this transaction represents a great opportunity for Qwest, and for its customers, shareholders, employees and the communities we serve. Together, with a more diverse mix of offerings, increased scale and stronger product portfolio, the combined company will be able to reach more customers with a broad range of solutions.

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- \* Create a combined customer base that will have over \$6 billion of revenue from business and government customers, along with having 5 million consumer broadband customers and 17 million access lines; and,
- \* Expand our local-service reach to 37 states, which will help us to serve customers better and provide potential synergies and savings in terms of on-and off-ramps for traffic carried on our national network.

I know many of you will have questions about what the future holds for you. We are very early in the acquisition process. The companies will be integrated to optimize services, efficiency and shareholder returns, although work is yet to be done on how to integrate Qwest and CenturyLink's Wholesale organizations. We will form a joint integration team comprised of representatives from both companies to make recommendations as how to best organize the combined company.

There is no question that Qwest Wholesale brings great value to the combined company. Our international and national long-distance business and Wholesale Ethernet services generate significant revenue and will provide CenturyLink new capabilities to offer customers. Like Qwest, CenturyLink is focused on fiber-to-the-cell expansion, and Qwest's industry leadership with contracts for nearly 4,000 sites will dramatically boost those efforts. And our international landing stations provide a cost-effective point-of-entry for CenturyLink into international business.

For now, it is imperative we stay focused on providing our customers with the exceptional service that has won awards year after year and on growing profitable revenue.

Our Wholesale team has shown tremendous flexibility and innovation in adapting to changes in the marketplace and business demands. There is a great deal of experience and expertise resident in Wholesale with great potential to contribute to the success of the combined company.

I will do my best to keep you informed as the transaction proceeds and decisions are made. At this point, I can tell you that we expect to complete the transaction in the first half of 2011. If you have any questions in the meantime, please feel free to let me know and I will do my best to address them.



Sincerely,

Roland Thornton  
Executive Vice President  
Wholesale Markets

This mailing was distributed to:  
All Wholesale employees

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QWEST-FCC-P000318.PDF

## A Message from Stephanie Comfort

Corporate Strategy, Research and Innovation Team:

By now you've heard that CenturyLink and Qwest announced a definitive agreement to merge, forming a national, industry-leading communications company. I hope you've had a chance to read Ed Mueller's letter, as well as the questions and answers attached to his e-mail this morning. I am excited about today's announcement, and I wanted to take some time to share my perspective with you.

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I know many of you will have questions about what the future holds for you. As with any merger or acquisition, the reduction of corporate overhead and other costs is expected. While it is still too early to discuss specifics, we will be forming a joint integration team comprised of representatives from both companies to make recommendations as how to best organize the new company. I have spent a great deal of time with CenturyLink's senior management team over the past month and can confidently say that they are very talented and, more importantly, good people.

I will do my best to keep you informed as the transaction proceeds and decisions are made. At this point, I can tell you that we expect to complete the transaction in the first half of 2011. If you have any questions in the meantime, please feel free to let me know and I will do my best to address them.

As we move forward, I ask that you stay focused on the task at hand. It is important for us to continue to perform efficiently, invest strategically, reduce costs where we can, and strive with every interaction to Perfect the Customer Experience. You and other Qwest employees have succeeded in the face of many challenges over the last several years. I know that together we can and will continue to strengthen Qwest's position for the future.

Sincerely,

Stephanie Comfort  
EVP, Chief Strategy Officer

This mailing was distributed to:  
All Corporate Strategy Employees

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(Message #4084)

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## **GSA Talking Points**

**Draft: 4/8/10**

### **Business As Usual – during merger approval cycle**

- Value our relationship
- Same management team, including Chris Ancell and Diana Gowen, for BMG and GSD
- Same account teams will be in place
- Same BMG/GSD presence in Washington, D.C. (Arlington) and Denver
- Same commitment to Networx, federal communications opportunities
- No reductions for GSD planned
- Same SLAs, etc.

### **Business As Usual After Merger Approval – hopeful that it will close within 1 year**

- Will continue to value our relationship under new senior management team that echoes that sentiment
- Same management team, including Chris and Diana, for BMG/GSD
- Denver and Washington, D.C., presence will remain
- Same account team
- Same commitment to Networx, federal communications opportunities
- No reductions for BMG/GSD planned as a result of the merger
- Likely there will be little change to the Qwest National Network organization
- Same SLAs, etc.
- Expanded network presence/scale throughout the country

### **Expanded Network – Market Presence**

- New combined company will have presence in 37 states (CenturyLink currently in 33, Qwest in 14, 2 companies share same 10 states)
- Incremental 7 million access lines
- Additional local market presence. Las Vegas; Orlando, FL, North Carolina, Florida and others.
- CenturyLink currently organized in 5 regional hubs for optimal market reach

### **Commitment to Product Development and Delivery**

- CenturyLink is committed to investment in and development of new products and services
- Like Qwest, CenturyLink will offer the same enterprise products (IQ networking, managed services, cloud computing and hosting) while pursuing new products to meet customers' demands
- Fiber network expansion – shared goal of two companies
- CenturyLink currently has federal contracts with the U.S. Postal Service and state contracts with the State of Florida, North Carolina, and Missouri

#### Stronger Financial Position

- New company will have investment grade credit characteristics (CenturyLink currently investment grade)
- New company will reduce leverage (net debt/EBITDA) by as much 40 bps (from 2.7x net debt to EBITDA to pro form 2.3x)
- Much greater free cash flow (over \$3.0B)
- Cost-efficiencies
- Scale, scope and flexibility to pursue strategic initiatives
- Fortune 500 Company

#### CenturyLink's Proven Track Record of Success

- Successful conversion with minimal customer impact
- Successful integration of 9.5 million access lines since 1997
- CenturyLink has doubled in size three times in the past 12 years

QWEST-FCC-P000322.PDF



DRAFT RESIDENTIAL/SMALL BUSINESS CUSTOMER LETTER

CenturyLink and Qwest have announced a definitive agreement in which CenturyLink would acquire Qwest. This new company will combine two industry-leading, customer-focused communications providers committed to delivering quality products and services to customers.

As a valued Qwest customer, we want you to know, it is business as usual with no impact on your service now or once the new company is in operation. We expect the transition to take 9-12 months to close.

After the merger is approved and closes, Qwest customers will continue to enjoy a robust suite of products and services under a much larger company that shares Qwest's focus on perfecting the customer experience. With expanded networks, knowledge and experience, the new company will be able to deliver a broader range of products and services more quickly and efficiently to customers.

Qwest and CenturyLink are committed to making the transition completely seamless, with minimal impact to customers. We understand you may have questions about particular product offerings. Please understand it is too early to comment on any specific changes you may see eventually.

Qwest customers will continue to enjoy a robust suite of products and services under a much larger company that shares Qwest's focus on perfecting the customer experience. It's too early to comment on any specific changes customers may see eventually.

The new, combined company will be the third largest communications provider in the nation and serve residential and small business customers in 37 states. As a Fortune 500 Company, the newly formed company will have investment grade credit characteristics with much greater cash flow and the scale, scope and flexibility to pursue strategic initiatives.

In the coming months, we promise to provide information as soon as it's available. Thank you for your business.