

## EXHIBIT 5

## Qwest Exchanges with Adjacent CenturyLink Exchanges

<u>Qwest Exchange</u>	<u>ST</u>	<u>Retail Access Lines</u>	<u>CTL Exchange #1</u>	<u>CTL Exchange #2</u>	<u>CTL Exchange #3</u>	<u>CTL Exchange #4</u>	<u>CTL Exchange #5</u>	<u>CTL Exchange #6</u>	<u>CTL Exchange #7</u>
EASTON	WA	634	Snoqualmie Pass WA						
GRAHAM	WA	11,981	Orting WA						
HOODSPORT	WA	2,041	BRINNON WA						
ISSAQUAH	WA	18,495	Fall City WA						
PORT ANGELES	WA	16,022	Beaver WA	Clallam Bay WA					
LONGVIEW	WA	23,596	Cathlamet WA						
LOON LAKE	WA	1,223	Chewelah WA	Valley WA					
MOSES LAKE ALDER	WA	13,306	Odessa WA	Royal City WA	Wilson Creek WA				
NORTHPORT	WA	1,084	Kettle Falls WA						
OLYMPIA	WA	62,217	McCleary WA						
VANCOUVER	WA	72,369	Yacolt WA						
OTHELLO	WA	4,409	Basin City WA	Connell WA	Lind WA	MATTAWA WA	Royal City WA		
PASCO	WA	17,407	COLUMBIA WA	Connell WA	Eitopia WA	Eureka WA	Kahlotus WA	Mathews Corner WA	
PATEROS	WA	796	Twisp WA						
PORT HADLOCK	WA	2,550	CHIMICUM WA	QUILCENE WA					
PORT ORCHARD	WA	17,862	Burley WA	Lakebay WA					
PORT TOWNSEND	WA	11,147	CHIMICUM WA	GARDINER WA	QUILCENE WA				
PUYALLUP	WA	22,719	Orting WA	South Prairie WA					
ROCHESTER	WA	4,567	Elma WA	McCleary WA					
SEQUIM	WA	13,192	GARDINER WA	QUILCENE WA					
SHELTON	WA	13,595	Elma WA	McCleary WA					
SILVERDALE	WA	12,772	POULSBO WA						
SPOKANE	WA	120,122	Cheney WA	Medical Lake WA	Reardan WA	Spangle WA			
SPRINGDALE	WA	1,802	Davenport WA	Hunters WA	Reardan WA	Valley WA			
SUMNER	WA	13,666	South Prairie WA						
WAITSBURG	WA	600	Eureka WA	Starbuck WA					
WARDEN	WA	1,225	Lind WA	Odessa WA					
WINLOCK	WA	2,098	Vader WA						
YAKIMA	WA	42,499	Cowiche WA	HARRAH WA	SUNNYSIDE WA	TOPPENISH WA	WAPATO WA	WHITE SWAN WA	ZILLAH WA
GLENDON	WY	228	GUERNSEY WY	LINGLE WY					
JACKSON	WY	12,121	Pinedale WY						
LARAMIE	WY	8,793	Red Feather Lakes CO	Walden CO					
LUSK	WY	1,063	LINGLE WY	TORRINGTON WY					
WHEATLAND	WY	2,241	GUERNSEY WY	LINGLE WY	Medicine Bow WY				

## **EXHIBIT 6**

CenturyLink/Qwest Domestic 214 Application  
EXHIBIT 6

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20544**

_____	)	
In the Matter of	)	
	)	
QWEST COMMUNICATIONS	)	
INTERNATIONAL INC.,	)	
Transferor	)	
	)	
and	)	WC Docket No. _____
	)	
CENTURYTEL, INC. D/B/A CENTURYLINK,	)	
Transferee.	)	
	)	
Application for Transfer of Control	)	
Under Section 214 of the	)	
Communications Act, as Amended	)	
_____	)	

**DECLARATION OF KAREN A. PUCKETT IN SUPPORT OF APPLICATION FOR  
TRANSFER OF CONTROL**

1. My name is Karen A. Puckett. My business address is 100 CenturyLink Drive, Monroe, Louisiana, 71203. I currently am employed as Chief Operating Officer of CenturyTel, Inc., d/b/a CenturyLink ("CenturyLink"). I have held this position since 2009. Previously, I was President and Chief Operating Officer (2002-2009), and Executive Vice President and Chief Operating Officer (2000-2002) of CenturyTel, Inc. As Chief Operating Officer, I am familiar with CenturyLink's business plans.

2. CenturyLink's focus is on providing a full suite of communications and information services to residential customers and businesses in smaller cities and rural areas. The company's regional "go to market" approach emphasizes customer service and support centered on the local market. We use regionally-based resources and customized back-office

CenturyLink/Qwest Domestic 214 Application  
 EXHIBIT 6

support to tailor our customer service experience. The company serves its customers through a five-region organizational structure, with a regional president, general managers and operations managers in each area, localized customer service, and a physical presence in each region. The company's customer service representatives are trained to understand the local market, from local terrain to local news, to better serve customers in their region. CenturyLink understands, based on customer feedback, that it has succeeded in winning back customers who had left Embarq prior to CenturyLink's acquisition of Embarq, based at least in part on CenturyLink's high-quality, locally-focused customer service.

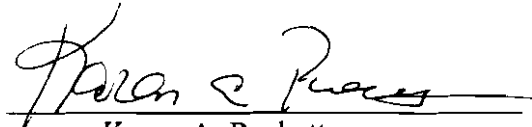
3. Prior to the proposed merger, CenturyLink did not have any business plans to market services to residential consumers or businesses in any of the Qwest local exchange areas that are adjacent to exchanges where CenturyLink is the incumbent local exchange carrier. On occasion, CenturyLink has been asked to build out facilities to specific customer locations adjacent to our service area and, where the business case made sense, we have built limited facilities in areas served by other incumbent local exchange carriers, including Qwest. Aside from building out in response to such specific requests from individual customers, however, the company has had no plans to build into exchanges that Qwest currently serves.

4. CenturyLink has made significant investments to deploy internet protocol television ("IPTV") for the benefit of its customers. To date, CenturyLink has commercially deployed IPTV in three markets: Columbia, Missouri; Jefferson City, Missouri; and La Crosse, Wisconsin. CenturyLink plans to continue deploying IPTV in additional markets. CenturyLink has current plans to deploy IPTV in **[BEGIN CONFIDENTIAL]** REDACTED **[END CONFIDENTIAL]**, and three additional urban markets in service areas that CenturyLink acquired from Embarq.

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I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge, and belief.

Executed on May 10, 2010

  
\_\_\_\_\_  
Karen A. Puckett

# **EXHIBIT 7**

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20544**

_____	)	
In the Matter of	)	
	)	
QWEST COMMUNICATIONS	)	
INTERNATIONAL INC.,	)	
Transferor	)	
	)	
and	)	WC Docket No. _____
	)	
CENTURYTEL, INC. D/B/A CENTURYLINK,	)	
Transferee.	)	
	)	
Application for Transfer of Control	)	
Under Section 214 of the	)	
Communications Act, as Amended	)	
_____	)	

**DECLARATION OF TERESA A. TAYLOR**

1. My name is Teresa A. Taylor. My business address is 1801 California Street, Denver, CO 80202. I currently am employed as Executive Vice President and Chief Operating Officer at Qwest Communications International Inc. I have held this position since 2009, and have been employed by Qwest for 22 years. One of the positions I held prior to becoming Chief Operating Officer was Executive Vice President of Qwest's Business Markets Group, which delivers voice and data communications services to large business and government customers.

2. As Chief Operating Officer, I am familiar with Qwest's business plans. Prior to the proposed merger, Qwest did not have any business plans to expand its marketing of consumer and small business services into any of the exchanges that CenturyLink currently serves as an incumbent local exchange carrier that are adjacent to Qwest's incumbent local exchange markets. While Qwest markets enterprise services on a nationwide basis, including in

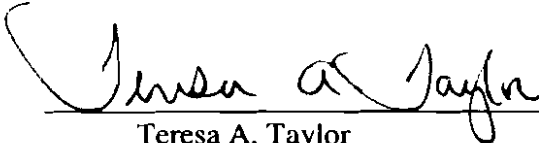
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EXHIBIT 7

exchanges served by CenturyLink. Qwest had no plans to engage in targeted marketing to CenturyLink's adjacent exchanges.

3. Qwest also did not have any business plans to provide internet protocol television services, or to otherwise expand its facilities-based video offerings. Qwest has made a small investment in ZillionTV, but at the time it signed its merger agreement with CenturyLink, Qwest did not have any plans to partner with ZillionTV or any other over-the-top video provider. Instead, Qwest has relied on its marketing relationship with DirecTV to offer satellite video services to its customers.

I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge, and belief.

Executed on May 7th, 2010

  
Teresa A. Taylor