

Consent of Independent Registered Public Accounting Firm

The Board of Directors
CenturyLink, Inc.:

We consent to the use of our reports dated March 1, 2010, with respect to the consolidated balance sheets of CenturyTel, Inc. and subsidiaries (the Company) as of December 31, 2009 and 2008, and the related consolidated statements of income, comprehensive income, cash flows, and stockholders' equity for each of the years in the three-year period ended December 31, 2009, the related financial statement schedule, and the effectiveness of internal control over financial reporting as of December 31, 2009, which reports appear in the December 31, 2009 annual report on Form 10-K of CenturyTel, Inc. incorporated by reference in this Registration Statement on Form S-4 and to the references to our firm under the headings "Selected Historical Financial Data of CenturyLink" and "Experts" in the joint proxy statement-prospectus, which is part of this Registration Statement.

Our report on the consolidated financial statements and the related financial statement schedule includes an explanatory paragraph regarding the Company's change in the method of accounting for business combinations, non-controlling interests and earnings per share in 2009 and for uncertain tax positions in 2007.

/s/ KPMG LLP

Shreveport, Louisiana

July 16, 2010

Consent of Independent Registered Public Accounting Firm

The Board of Directors

Qwest Communications International Inc.:

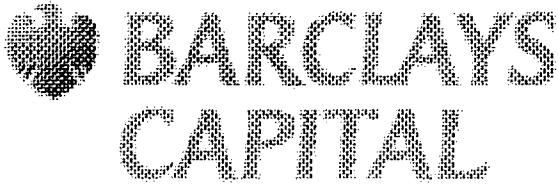
We consent to the use of our reports dated February 16, 2010, with respect to the consolidated balance sheets of Qwest Communications International Inc. and subsidiaries as of December 31, 2009 and 2008, and the related consolidated statements of operations, stockholders' (deficit) equity and comprehensive income (loss), and cash flows for each of the years in the three-year period ended December 31, 2009, and the effectiveness of internal control over financial reporting as of December 31, 2009, which reports appear in the December 31, 2009 Annual Report on Form 10-K of Qwest Communications International Inc. incorporated by reference in this Registration Statement on Form S-4 and to the references to our firm under the headings, "Selected Historical Financial Data of Qwest" and "Experts" in the joint proxy statement-prospectus, which is part of this Registration Statement.

Our report with respect to the consolidated financial statements refers to the Qwest Communications International Inc.'s adoption of Financial Accounting Standards Board (FASB) Interpretation No. 48, *Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109* (FASB Accounting Standards Codification (ASC) 740), effective January 1, 2007, and FASB Staff Position (FSP) APB 14-1, *Accounting for Convertible Debt Instruments That May Be Settled in Cash Upon Conversion (Including Partial Cash Settlement)* (ASC 470), and FSP Emerging Issues Task Force 03-06-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities* (ASC 260), effective January 1, 2009.

/s/ KPMG LLP

Denver, Colorado

July 15, 2010



745 Seventh Avenue
New York, NY 10019
United States

July 16, 2010

CONSENT OF BARCLAYS CAPITAL INC.

We hereby consent to (i) the inclusion of our opinion letter, dated April 21, 2010, to the Board of Directors of CenturyTel, Inc. (the "Company"), as an Annex to the joint proxy statement-prospectus that forms a part of the Registration Statement on Form S-4 of the Company, as filed by the Company on July 15, 2010 (the "Registration Statement"), relating to the proposed business combination transaction between the Company and Qwest Communications International Inc. and (ii) the references in the Registration Statement to such opinion and our firm in the Registration Statement under the heading "Opinions of CenturyLink's Financial Advisors".

In giving such consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the rules and regulations adopted by the U.S. Securities and Exchange Commission thereunder, nor do we admit that we are experts with respect to any part of the Registration Statement within the meaning of the term "experts" as used in the U.S. Securities Act of 1933, as amended, or the rules and regulations of the U.S. Securities and Exchange Commission thereunder. Additionally, such consent is not intended to broaden the group of recipients to which the opinion is addressed or to broaden the scope of the opinion provided.

Very truly yours,

BARCLAYS CAPITAL INC.

By: /s/ Barry Boniface

Name: Barry Boniface
Title: Managing Director

Evercore Group L.L.C.

July 16, 2010

The Board of Directors
CenturyLink, Inc.
100 CenturyTel Drive
Monroe, LA 71203

We hereby consent to the inclusion of our opinion letter, dated April 21, 2010, to the Board of Directors of CenturyTel, Inc. (now known as CenturyLink, Inc.) as Annex C to, and reference thereto under the captions "Summary — Opinions of CenturyLink's Financial Advisors," "The Issuance of CenturyLink Shares And The Merger — Background of the Merger," "The Issuance of CenturyLink Shares And The Merger — CenturyLink's Reasons for the Merger; Recommendation of the Stock Issuance by the CenturyLink Board of Directors," and "The Issuance of CenturyLink Shares And The Merger — Opinions of CenturyLink's Financial Advisors" in, the joint proxy statement-prospectus relating to the proposed merger of a wholly owned subsidiary of CenturyLink, Inc. with and into Qwest Communications International Inc., which forms a part of Amendment No1 to the Registration Statement on Form S-4 of CenturyLink, Inc.

By giving such consent, we do not admit and hereby disclaim that we are experts with respect to any part of such Registration Statement within the meaning of the term "expert" as used in, or that we come within the category of persons whose consent is required under, the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

/s/ EVERCORE GROUP L.L.C.
EVERCORE GROUP L.L.C.

CONSENT OF J.P. MORGAN SECURITIES INC.

We hereby consent to (i) the use of our opinion letter dated April 21, 2010 to the Board of Directors of CenturyLink, Inc. (the "Company") included in Annex D to the Amendment No. 1 to the Joint Proxy Statement/Prospectus relating to the proposed merger of the Company and Qwest Communications International Inc. and (ii) the references to such opinion in such Joint Proxy Statement/Prospectus. In giving such consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder, nor do we hereby admit that we are experts with respect to any part of such Registration Statement within the meaning of the term "experts" as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

J.P. MORGAN SECURITIES INC.

By: /s/ Marco J. Caggiano

Name: Marco J. Caggiano

Title: Managing Director

July 16, 2010

LAZARD

LAZARD FRÈRES & CO. LLC
30 ROCKEFELLER PLAZA
NEW YORK, NY 10020
PHONE 212 633 6000
WWW.LAZARD.COM

The Board of Directors
Qwest Communications International Inc.
1801 California Street
Denver, Colorado 80202
Dear Members of the Board:

We hereby consent to the inclusion of our opinion letter, dated April 21, 2010, to the Board of Directors of Qwest Communications International Inc. ("Qwest") as Annex E to, and reference thereto under the headings "Summary — The Merger and the Merger Agreement — Opinions of Qwest's Financial Advisors", "The Issuance of CenturyLink Shares and the Merger — Qwest's Reasons for the Merger; Recommendation of the Merger by the Qwest Board of Directors" and "The Issuance of CenturyLink Shares and the Merger — Opinions of Qwest's Financial Advisors" in Amendment No. 1 to the joint proxy statement/prospectus relating to the proposed transaction involving Qwest and CenturyLink, Inc. ("CenturyLink"), which joint proxy statement/prospectus forms a part of the Registration Statement on Form S-4 of CenturyLink (the "Registration Statement"). By giving such consent, we do not thereby admit that we are experts with respect to any part of such Registration Statement within the meaning of the term "expert" as used in, or that we come within the category of persons whose consent is required under, the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

LAZARD FRÈRES & CO. LLC

By: /s/ Marc H. Katz

July 16, 2010

PARIS LONDON NEW YORK BOMBAY CAIRO CHICAGO FRANKFURT HAMBURG HONG KONG MADRID
MILAN MUMBAI SAN FRANCISCO SINGAPORE STOCKHOLM SYDNEY TOKYO WARSAW

Qwest Communications International Inc.
1801 California Street
Denver, CO 80202
(303) 992 1400

CONSENT OF DEUTSCHE BANK SECURITIES INC.

Dear Members of the Board of Qwest Communications International Inc.:

We hereby consent to (i) the inclusion of our opinion letter dated April 21, 2010 to the Board of Directors of Qwest Communications International Inc. (the "Company") as Annex F to Amendment No. 1 to the Joint Proxy Statement/Prospectus forming part of the Registration Statement on Form S-4 of CenturyLink, Inc. ("CenturyLink") and the Company related to the merger of the Company and CenturyLink and (ii) the references made to our firm and to such opinion in the Joint Proxy Statement/Prospectus under the headings "Summary — The Merger and the Merger Agreement — Opinions of Qwest's Financial Advisors", "The Issuance of CenturyLink Shares and the Merger — Qwest's Reasons for the Merger; Recommendation of the Merger by the Qwest Board of Directors" and "The Issuance of CenturyLink Shares and the Merger — Opinions of Qwest's Financial Advisors." In giving such consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended (the "Securities Act"), or the rules and regulations of the Securities and Exchange Commission promulgated thereunder, nor do we admit that we are experts with respect to any part of the Registration Statement within the meaning of the term "expert" as used in the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder. Such consent does not cover any amendments to the Registration Statement.

/s/ Deutsche Bank Securities Inc.

Deutsche Bank Securities Inc.

New York, New York
July 15, 2010

CONSENT OF MORGAN STANLEY & CO. INCORPORATED

We hereby consent to the use in Amendment No. 1 to the Registration Statement of CenturyLink, Inc. ("CenturyLink") on Form S-4 and in the Joint Proxy Statement/Prospectus of CenturyLink and Qwest Communications International Inc., which is part of the Registration Statement, of our opinion dated April 21, 2010 appearing as Annex G to such Joint Proxy Statement/Prospectus, and to the description of such opinion and to the references to our name contained therein under the headings "Summary — The Merger and the Merger Agreement — Opinions of Qwest's Financial Advisors" and "The Issuance of CenturyLink Shares and the Merger — Background of the Merger," "— Qwest's Reasons for the Merger; Recommendation of the Merger by the Qwest Board of Directors; and "— Opinions of Qwest's Financial Advisors." In giving the foregoing consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended (the "Securities Act"), or the rules and regulations promulgated thereunder, nor do we admit that we are experts with respect to any part of such Registration Statement within the meaning of the term "experts" as used in the Securities Act or the rules and regulations promulgated thereunder.

MORGAN STANLEY & CO. INCORPORATED

By: /s/ Christopher BartlettChristopher Bartlett
Executive DirectorNew York, New York
July 15, 2010

Consent of Perella Weinberg Partners LP

We hereby consent to the use in Amendment No. 1 to the Registration Statement on Form S-4 of CenturyLink, Inc. (the "Registration Statement") and in the Proxy Statement/Prospectus of CenturyLink, Inc. and Qwest Communications International Inc., which is part of the Registration Statement, of our opinion dated April 21, 2010 appearing as Annex H to such Proxy Statement/Prospectus, and to the description of such opinion and to the references to our name contained therein under the headings "Summary — The Merger and the Merger Agreement — Opinions of Qwest's Financial Advisors — Perella Weinberg Partners LP", "The Issuance of CenturyLink Shares and the Merger — Background of the Merger", "The Issuance of CenturyLink Shares and the Merger — Qwest's Reasons for the Merger; Recommendation of the Merger by the Qwest Board of Directors — Other Factors Considered by the Qwest Board of Directors" and "The Issuance of CenturyLink Shares and the Merger — Opinions of Qwest's Financial Advisors — Opinion of Perella Weinberg Partners LP." In giving the foregoing consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended (the "Securities Act"), or the rules and regulations promulgated thereunder, nor do we admit that we are experts with respect to any part of such Registration Statement within the meaning of the term "experts" as used in the Securities Act or the rules and regulations promulgated thereunder.

/s/ PERELLA WEINBERG PARTNERS LP.

PERELLA WEINBERG PARTNERS LP

New York, New York
July 16, 2010

. C123456789 000004 00000000.000000 ext 000000000.000000 ext 000000000.000000 ext 000000000.000000
ext MR A SAMPLE DESIGNATION (IF ANY) 000000000.000000 ext 000000000.000000 ext ADD 1 Electronic
Voting Instructions ADD 2 ADD 3 You can vote by Internet or telephone! ADD 4 Available 24 hours a day, 7 days
a week! ADD 5 Instead of mailing your proxy, you may choose one of the two voting ADD 6 methods outlined
below to vote your proxy. VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR. Proxies
submitted by the Internet or telephone must be received by 1:00 a.m., Central Time, on August 24, 2010. Vote by
Internet • Log on to the Internet and go to www.investorvote.com/CTL • Follow the steps outlined on the secured
website. Vote by telephone • Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada any
time on a touch tone telephone. There is NO CHARGE to you for the call. Using a black ink pen, mark your votes
with an X as shown in X • Follow the instructions provided by the recorded message. this example. Please do not
write outside the designated areas. Special Meeting Proxy Card 1234 5678 9012 345 ☐ IF YOU HAVE NOT
VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND
RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ☐ + A Proposals — The Board of
Directors recommends a vote FOR Proposals 1 and 2. For Against Abstain For Against Abstain 1. A proposal to
approve the issuance of shares of CenturyLink 2. A proposal to approve the adjournment of the Meeting, if common
stock in connection with the merger contemplated by necessary, to solicit additional proxies if there are not the
Agreement and Plan of Merger, dated as of April 21, 2010, sufficient votes for the proposal to issue CenturyLink by
and among Qwest Communications International Inc., the common stock in connection with the merger. Company,
and SB44 Acquisition Company, as such agreement may be amended from time to time. 3. In their discretion to vote
upon such other business as may properly come before the Meeting. B Non-Voting Items Change of Address —
Please print new address below. C Authorized Signatures — This section must be completed for your vote to be
counted. — Date and Sign Below Please sign exactly as name appears herein. When signing as executor,
administrator, attorney, trustee or guardian, please give full title as such. If a corporation, please sign in full
corporate name by president or other authorized officer. If a partnership, please sign in partnership name by
authorized persons. Date (mm/dd/yyyy) — Please print date below. Signature 1 — Please keep signature within the
box. Signature 2 — Please keep signature within the box. C 1234567890 J N T MR A SAMPLE (THIS AREA IS
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▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼



CenturyLink™

Proxy — CENTURYLINK, INC.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

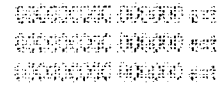
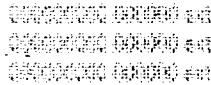
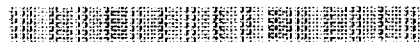
The undersigned hereby constitutes and appoints Glen F. Frost, III or Stacy W. Goff, or either of them, proxies for the undersigned, with full power of substitution, to represent the undersigned and to vote all of the shares of common stock and voting preferred stock (collectively, the "Voting Shares") of CenturyLink, Inc. (the "Company") that the undersigned is entitled to vote at the special meeting of shareholders of the Company to be held on August 24, 2010, and at any and all adjournments thereof (the "Meeting").

In addition to serving as a Proxy, this card will also serve as instructions to each agent (collectively, the "Agents") of the Company's dividend reinvestment plan or employee stock purchase plans (collectively, the "Plans") to vote in the manner designated on the reverse side hereof the shares of the Company's common stock held as of July 13, 2010, in the name of any Agent and credited to any account of the undersigned in accordance with any of the Plans. Upon timely receipt of this Proxy, properly executed, all of your Voting Shares, including any held in the name of any Agent, will be voted as specified.

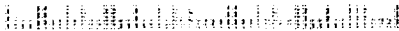
The Board of Directors recommends that you vote FOR items 1 and 2 listed on the reverse side hereof. If this Proxy is properly executed but no specific directions are given, all of your Voting Shares will be voted in accordance with these recommendations.

(Please See Absentee Ballot)

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. Proxy — CENTURYLINK, INC. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS The undersigned hereby constitutes and appoints Glen F. Post, III or Stacey W. Goff, or either of them, proxies for the undersigned, with full power of substitution, to represent the undersigned and to vote all of the shares of common stock and voting preferred stock (collectively, the "Voting Shares") of CenturyLink, Inc. (the "Company") that the undersigned is entitled to vote at the special meeting of shareholders of the Company to be held on August 24, 2010, and at any and all adjournments thereof (the "Meeting"). In addition to serving as a Proxy, this card will also serve as instructions to each agent (collectively, the "Agents") of the Company's dividend reinvestment plan or employee stock purchase plans (collectively, the "Plans") to vote in the manner designated on the reverse side hereof the shares of the Company's common stock held as of July 13, 2010, in the name of any Agent and credited to any account of the undersigned in accordance with any of the Plans. Upon timely receipt of this Proxy, properly executed, all of your Voting Shares, including any held in the name of any Agent, will be voted as specified. The Board of Directors recommends that you vote FOR Items 1 and 2 listed on the reverse side hereof. If this Proxy is properly executed but no specific directions are given, all of your Voting Shares will be voted in accordance with these recommendations. (Please See Reverse Side)



WFLA TELETYPE
 DEMONSTRATION (BY APPLICANT)
 ADD 1
 ADD 2
 ADD 3
 ADD 4
 ADD 5
 ADD 6



Electronic Voting Instructions

You can vote by Internet or telephone!
 Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the two voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 1:50 p.m. Central Time, on August 29, 2012.



Vote by Internet

- Log on to the Internet and go to www.investorvote.com/CTLI
- Follow the steps outlined on the secured website.



Vote by telephone

- Call toll free 1-800-862-4311 (TOLL FREE) within the USA, US territories & Canada day time on a land-line telephone. There is **NO CHARGE** to you for the call.
- Follow the instructions provided by the Member Services.

Using a blackLink card, mark your votes with an X in column in the example. Please do not sign outside the designated areas.



Special Meeting Voting Instruction Card

1234 5678 9012 3456

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETAIN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

Proposals — The Board of Directors of the Company recommends that you vote FOR Items 1 and 2 listed below.

Upon timely receipt of these instructions, properly executed by the undersigned holder, will be cast in the manner directed. If these instructions are properly executed but no specific directions are given with respect to any of the Undersigned's Allocable shares or the Undersigned's Proportional Shares, these votes will be cast in accordance with the Board's recommendations.

1. A proposal to approve the exchange of shares of CenturyLink common stock in connection with the merger contemplated by the Agreement and Plan of Merger, dated as of April 21, 2012, by and among Qwest Communications International Inc., the Company, and 3544 Acquisition Company, as such agreement may be amended from time to time.

A. Undersigned's Allocable Shares For Against Abstain

B. Undersigned's Proportional Shares For Against Abstain

2. A proposal to approve the adjournment of the Meeting, if necessary, or solicit additional proxies if there are not sufficient votes for the proposal to issue CenturyLink common stock in connection with the merger.

A. Undersigned's Allocable Shares For Against Abstain

B. Undersigned's Proportional Shares For Against Abstain

3. The Trustee is hereby directed to authorize the Company's officers to vote in their discretion upon such other resolutions as may properly come before the Meeting.

Non-Voting Items

Change of Address — Please print your address below:

Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below

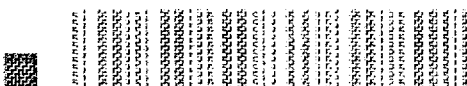
Please sign exactly as name appears below. When signing as a proxy, representative, attorney, trustee or partner, please give the full name.

Date and delivery — Please print date and time:

____/____/____

Signature 1 — Please sign signature within the box:

Signature 2 — Please sign signature within the box:



C 1254867890 ENC
 1UPX 0250470

1. If you are mailing this card to the Secretary of the Company, please include the name of the company and the name of the shareholder in the envelope.

▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼



CenturyLink™

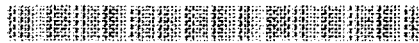
VOTING INSTRUCTIONS — CENTURYLINK UNION 401(k) PLAN AND TRUST

The undersigned, acting as a "named fiduciary" of the above-referenced plan of CenturyLink, Inc., as amended (the "Plan"), hereby instructs T. Rowe Price Trust Company (the "Trustee"), as directed trustee of the Plan, to vote at the special meeting of shareholders of CenturyLink, Inc. (the "Company") to be held on August 24, 2010, and any and all adjournments thereof (the "Meeting"), in the manner designated herein (i) all shares of the Company's common stock held by the Trustee and credited to the Plan account of the undersigned as of July 13, 2010, in accordance with the provisions of the Plan (the "Undersigned's Allocable Votes") which are listed to the right of the address of the undersigned printed on the other side of this card, and (ii) the number of votes allocable to the undersigned (determined pursuant to a formula specified in the Plan) that are attributable to all shares of the Company's common stock held by the Trustee as of July 13, 2010, as to which properly executed voting instructions are not timely received prior to the voting deadline specified herein (referred to individually as the "Undersigned's Proportional Votes" and collectively with the Undersigned's Allocable Votes) as the "Undersigned's Votes".

Please mark, sign, date and return these instructions promptly using the enclosed envelope.

FOR YOUR VOTES TO BE COUNTED, THE TRUSTEE MUST RECEIVE THIS CARD, PROPERLY COMPLETED, BY THE CLOSE OF BUSINESS ON AUGUST 19, 2010, OR MUST RECEIVE YOUR VOTING INSTRUCTIONS BY TELEPHONE OR THE INTERNET BY THE TIME SPECIFIED ON THE OTHER SIDE OF THIS CARD.

3 IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. 3 VOTING INSTRUCTIONS — CENTURYLINK UNION 401(k) PLAN AND TRUST The undersigned, acting as a “named fiduciary” of the above-referenced plan of CenturyLink, Inc., as amended (the “Plan”), hereby instructs T. Rowe Price Trust Company (the “Trustee”), as directed trustee of the Plan, to vote at the special meeting of shareholders of CenturyLink, Inc. (the “Company”) to be held on August 24, 2010, and any and all adjournments thereof (the “Meeting”), in the manner designated herein (i) all shares of the Company’s common stock held by the Trustee and credited to the Plan account of the undersigned as of July 13, 2010, in accordance with the provisions of the Plan (the “Undersigned’s Allocable Votes”) which are listed to the right of the address of the undersigned printed on the other side of this card, and (ii) the number of votes allocable to the undersigned (determined pursuant to a formula specified in the Plan) that are attributable to all shares of the Company’s common stock held by the Trustee as of July 13, 2010, as to which properly executed voting instructions are not timely received prior to the voting deadline specified herein (referred to individually as the “Undersigned’s Proportionate Votes” and collectively with the Undersigned’s Allocable Votes as the “Undersigned’s Votes”). Please mark, sign, date and return these instructions promptly using the enclosed envelope. FOR YOUR VOTES TO BE COUNTED, THE TRUSTEE MUST RECEIVE THIS CARD, PROPERLY COMPLETED, BY THE CLOSE OF BUSINESS ON AUGUST 19, 2010, OR MUST RECEIVE YOUR VOTING INSTRUCTIONS BY TELEPHONE OR THE INTERNET BY THE TIME SPECIFIED ON THE OTHER SIDE OF THIS CARD.



MFPA SAMPLE
 DESIGNATION (BY ABB)
 ABB 1
 ABB 2
 ABB 3
 ABB 4
 ABB 5
 ABB 6

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Electronic Voting Instructions
 You can vote by Internet or telephone!
 Available 24 hours a day, 7 days a week!

Instead of mailing your ballot, you may choose one of our two voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 5:00 a.m. Central Time, on August 29, 2019.



Vote by Internet

- Log on to the Internet and go to www.investor.ccl.com/ETI1
- Follow the steps outlined on the secured website.



Vote by telephone

- Call toll free 1-800-962-0010, press 2 when you call, US landline & Canada, any time on a touch-tone telephone. There is **NO CHARGE** to you for the call.
- Follow the instructions provided by the recorded message.

Using a black ink pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.



Special Meeting Voting Instruction Card

1234 5678 9012 345

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

A Proposals — The Board of Directors of the Company recommends that you vote FOR Items 1 and 2 listed below.

Upon timely receipt of these instructions, properly executed, the Undersigned's votes will be cast in the manner directed. If these instructions are properly executed but no specific directions are given with respect to any of the Undersigned's Account Votes or the Undersigned's Proprietary Votes, these votes will be cast in accordance with the Board's recommendations.

1. A proposal to approve the issuance of shares of CenturyLink common stock in connection with the merger contemplated by the Agreement and Plan of Merger, dated as of April 25, 2019, by and among Qwest Communications International Inc., the Company, and 3044 Acquisition Company, as such agreement may be amended from time to time.

A. Undersigned's Account Votes For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/>	B. Undersigned's Proprietary Votes For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/>
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2. A proposal to approve the adjournment of the Meeting, if necessary, to solicit additional proxies if there are not sufficient votes for the proposal to issue CenturyLink common stock in connection with the merger.

A. Undersigned's Account Votes For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/>	B. Undersigned's Proprietary Votes For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/>
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3. The Trustees are hereby directed to authorize the Company's proxies to vote in their discretion upon each other's business as may properly come before the Meeting.

B Non-Voting Items

Change of Address — Please print new address below:

C Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below

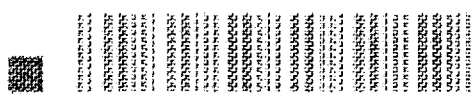
Please sign exactly as it appears on your ballot. When signing an individual, add residential, identifying address or apartment address (you will fill in each).

Date Internet Proxy — Please print date below:

/ /

Signature 1 — Please sign your name below:

Signature 2 — Please keep signature with this card



C 1234567890 INT
 1UPX 0250474

THIS DOCUMENT IS NOT VALID UNLESS IT IS ACCOMPANIED BY THE ORIGINAL BALLOT. THIS DOCUMENT IS NOT VALID UNLESS IT IS ACCOMPANIED BY THE ORIGINAL BALLOT. THIS DOCUMENT IS NOT VALID UNLESS IT IS ACCOMPANIED BY THE ORIGINAL BALLOT.

. MMMMMMMMMMMM MMMMMMMMMMMMMMM C123456789 000004 000000000.000000 ext
00000000.000000 ext 00000000.000000 ext 00000000.000000 ext MR A SAMPLE DESIGNATION (IF ANY)
00000000.000000 ext 00000000.000000 ext ADD 1 Electronic Voting Instructions ADD 2 ADD 3 You can vote
by Internet or telephone! ADD 4 Available 24 hours a day, 7 days a week! ADD 5 Instead of mailing your proxy,
you may choose one of the two voting ADD 6 methods outlined below to vote your proxy. MMMMMMMMM
VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR. Proxies submitted by the Internet or
telephone must be received by 1:00 a.m., Central Time, on August 19, 2010. Vote by Internet • Log on to the
Internet and go to www.investorvote.com/CTL2 • Follow the steps outlined on the secured website. Vote by
telephone • Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada any time on a touch
tone telephone. There is NO CHARGE to you for the call. Using a black ink pen, mark your votes with an X as
shown in X • Follow the instructions provided by the recorded message. this example. Please do not write outside
the designated areas. Special Meeting Voting Instruction Card 1234 5678 9012 345 3 IF YOU HAVE NOT VOTED
VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE
BOTTOM PORTION IN THE ENCLOSED ENVELOPE. 3 A Proposals — The Board of Directors of the
Company recommends that you vote FOR Items 1 and 2 listed below. Upon timely receipt of these instructions,
properly executed, the Undersigned's Votes will be cast in the manner directed. If these instructions are properly
executed but no specific directions are given with respect to any of the Undersigned's Allocable Votes or the
Undersigned's Proportionate Votes, these votes will be cast in accordance with the + Board's recommendations. 1.
A proposal to approve the issuance of shares of CenturyLink common stock in connection with the merger
contemplated by the Agreement and Plan of Merger, dated as of April 21, 2010, by and among Qwest
Communications International Inc., the Company, and SB44 Acquisition Company, as such agreement may be
amended from time to time. For Against Abstain For Against Abstain A. Undersigned's B. Undersigned's Allocable
Votes: Proportionate Votes: 2. A proposal to approve the adjournment of the Meeting, if necessary, to solicit
additional proxies if there are not sufficient votes for the proposal to issue CenturyLink common stock in connection
with the merger. For Against Abstain For Against Abstain A. Undersigned's B. Undersigned's Allocable Votes:
Proportionate Votes: 3. The Trustees are hereby directed to authorize the Company's proxies to vote in their
discretion upon such other business as may properly come before the Meeting. B Non-Voting Items Change of
Address — Please print new address below. C Authorized Signatures — This section must be completed for your
vote to be counted. — Date and Sign Below Please sign exactly as name appears herein. When signing as executor,
administrator, attorney, trustee or guardian, please give full title as such. Date (mm/dd/yyyy) — Please print date
below. Signature 1 — Please keep signature within the box. Signature 2 — Please keep signature within the box. C
1234567890 J N T MR A SAMPLE (THIS AREA IS SET UP TO ACCOMMODATE 140 CHARACTERS) MR A
SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND
MMMMMMU P X 0 2 6 3 4 7 4 MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND +
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▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE ▼



CenturyLink™

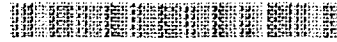
VOTING INSTRUCTIONS — CENTURYLINK DOLLARS & SENSE 401(k) PLAN AND TRUST

The undersigned, voting as a "named fiduciary" of the above-referenced plan of CenturyLink, Inc., as amended (the "Plan"), hereby instructs The Trust Company of Sterns Agea, Inc. and E. Rowe Price Trust Company (the "Trustees"), as directed trustees with respect to shares of the common stock of CenturyLink, Inc. ("Shares") held by the Trustees in separate accounts in accordance with the Plan, to vote at the special meeting of shareholders of CenturyLink, Inc. (the "Company") to be held on August 24, 2010, and any and all adjournments thereof (the "Meeting") in the manner designated herein (i) all Shares held by The Trust Company of Sterns Agea, Inc. and credited to the ESOP, Stock Bonus or PAYSOP accounts of the undersigned as of July 13, 2010 or held by E. Rowe Price Trust Company and credited to the 401(k) accounts of the undersigned as of July 13, 2010, in accordance with the provisions of the Plan and the related trusts referred to therein (the "Undersigned's Allocable Votes") which are listed to the right of the address of the undersigned printed on the other side of this card, and (ii) the number of votes allocable to the undersigned (determined in the manner specified in the Plan or the related trusts) that are attributable to all Shares held by the Trustees as of July 13, 2010, as to which properly executed voting instructions are not timely received prior to the voting deadline specified herein (referred to individually as the "Undersigned's Proportionate Votes" and collectively with the Undersigned's Allocable Votes as the "Undersigned's Votes")

Please mark, sign, date and return these instructions promptly using the enclosed envelope.

FOR YOUR VOTES TO BE COUNTED, THE TRUSTEES MUST RECEIVE THIS CARD, PROPERLY COMPLETED, BY THE CLOSE OF BUSINESS ON AUGUST 19, 2010, OR MUST RECEIVE YOUR VOTING INSTRUCTIONS BY TELEPHONE OR THE INTERNET BY THE TIME SPECIFIED ON THE OTHER SIDE OF THIS CARD.

. 3 IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. 3 VOTING INSTRUCTIONS — CENTURYLINK DOLLARS & SENSE 401(k) PLAN AND TRUST The undersigned, acting as a “named fiduciary” of the above-referenced plan of CenturyLink, Inc., as amended (the “Plan”), hereby instructs The Trust Company of Sterne Agee, Inc. and T. Rowe Price Trust Company (the “Trustees”), as directed trustees with respect to shares of the common stock of CenturyLink, Inc. (“Shares”) held by the Trustees in separate accounts in accordance with the Plan, to vote at the special meeting of shareholders of CenturyLink, Inc. (the “Company”) to be held on August 24, 2010, and any and all adjournments thereof (the “Meeting”), in the manner designated herein (i) all Shares held by The Trust Company of Sterne Agee, Inc. and credited to the ESOP, Stock Bonus or PAYSOP accounts of the undersigned as of July 13, 2010, or held by T. Rowe Price Trust Company and credited to the 401(k) accounts of the undersigned as of July 13, 2010, in accordance with the provisions of the Plan and the related trusts referred to therein (the “Undersigned’s Allocable Votes”) which are listed to the right of the address of the undersigned printed on the other side of this card, and (ii) the number of votes allocable to the undersigned (determined in the manner specified in the Plan or the related trusts) that are attributable to all Shares held by the Trustees as of July 13, 2010, as to which properly executed voting instructions are not timely received prior to the voting deadline specified herein (referred to individually as the “Undersigned’s Proportionate Votes” and collectively with the Undersigned’s Allocable Votes as the “Undersigned’s Votes”). Please mark, sign, date and return these instructions promptly using the enclosed envelope. FOR YOUR VOTES TO BE COUNTED, THE TRUSTEES MUST RECEIVE THIS CARD, PROPERLY COMPLETED, BY THE CLOSE OF BUSINESS ON AUGUST 19, 2010, OR MUST RECEIVE YOUR VOTING INSTRUCTIONS BY TELEPHONE OR THE INTERNET BY THE TIME SPECIFIED ON THE OTHER SIDE OF THIS CARD.



Electronic Voting Instructions
 You can vote by Internet or telephone!
 Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the two voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 1:00 a.m. Central Time, on August 09, 2010.



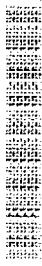
Vote by Internet

- Log on to the Internet and go to www.investorvote.com/CTL3
- Follow the steps outlined on the website website.

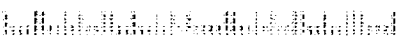


Vote by telephone

- Call toll free 1-877-668-6711 (toll free in the U.S. & Canada) any time of a touch tone telephone. There is **NO CHARGE** to you for this call.
- Follow the instructions provided by the recorded message.



PROXY STATEMENT
 DESIGNATION OF PROXY
 AGO 1
 AGO 2
 AGO 3
 AGO 4
 AGO 5
 AGO 6



Using a black ink pen, mark your votes with an X as shown in this example. Please do not write in the designated areas.



Special Meeting Voting Instruction Card



IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE



A Proposals -- The Board of Directors of the Company recommends that you vote FOR Items 1 and 2 listed below.

Unless noted, receipt of these instructions properly executed, the securities shown will be voted in the manner directed. If these instructions are properly executed but no specific direction is given with respect to the undersigned's shares, those shares will be voted in accordance with the Board's recommendations.

- | | For | Against | Abstain | | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| 1. A proposal to approve the issuance of shares of CenturyLink common stock in connection with the merger contemplated by the Agreement and Plan of Merger dated as of April 21, 2010, by and among Level Communications International Inc., the Company and BSM Acquisition Company, in each agreement may be amended from time to time. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 2. A proposal to approve the adjournment of the Meeting if necessary to solicit additional proxies if there are not sufficient votes for the proposal to issue CenturyLink common stock in connection with the merger. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. The Trustee is hereby directed to authorize the Company's proxy to vote all their dependent upon such other business as may properly come before the Meeting. | | | | | | | |

B Non-Voting Items

Change of Address -- Please print your address below:

C Authorized Signatures -- This section must be completed for your vote to be counted. -- Date and Sign Below

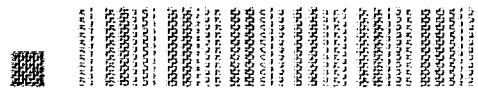
Please sign exactly as it appears on this card. When signed as executor, administrator, attorney, trustee or guardian, please give full title to each.

Date and Signature 1 -- Please print date below:

/
/

Signature 1 -- Please write signature within the box:

Signature 2 -- Please keep signature within the box:



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 0 2 A V 0 2 6 3 4 7 8

1234 5678 9012 3456



