Consent of Independent Registered Public Accounting Firm

The Board of Directors

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

July 15, 2010

Owest Communications International Inc.:

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 Uncorptainty in Income Taxes, on interpretation of FASB Statement No. 100 (FASB). 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. Denver, Colorado



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 CenturyI ink's Financial Advisors"

"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 Monroc, LA 71203

Monroc, 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

LAZARO FRÉRES & CO. LLC

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有限等。[18] 海門、中部市

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. I 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 Ierm "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

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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 "exper" as used in the Securities Act or the rules and regulations of the Securities Act or the rules and regulations of the Securities Act or 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 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 Bartlett

Christopher Banlett Executive Director

New 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 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 promulgated thereunder.

/s/ PERELLA WEINBERG PARTNERS LP
PERCLLA WEINBERG PARTNERS LP

New York, New York July 16, 2010





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+ 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 SET UP TO ACCOMMODATE 140 CHARACTERS) MR A SAMPLE AND 0 2 A V 0 2 6 3 4 7 1 MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND + 017W0B.

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Proxy - CENTURYLINK, INC.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned believy constitutes and appoints Gise F. Piest, III or Stacey W. Golf, or either of them, proxies for the uncertaigned 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 "Victing Shares") of Control ink, inc. the "Company" that the undersigned is emitted to vote at the special meeting of shareholders of the Company to be held on August 24-2010 and at any sod all adequatements to be trained in "Neeting").

In addition to serving us a Proxy, the card will also serve as instructions to each agent (collectively, the "Agents") of the Company's dividend reinvestment plan or employee stock curchase plans (collectively, the "Raiss") to role in the mander designated on the exercise ade hereof the shares of the Company's common stock herof as of July 13, 2010, in the name of any Agent and credited to any account of the undereigned in econdance with any of the Plans Common today respect of this Proxy, properly executed, all of your Voting Strangs individing any testion that 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 Poppy is properly executed but no specific decisions are given, all of your Voting Shares will be voted as acceptance with these recommendations.

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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. □ 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)

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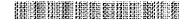
VOTING INSTRUCTIONS — CENTURYLINK UNION 401(k) PLAN AND TRUST

The undersigned, acting as a 'married fiduciary' of the above-referenced plan of Centuryunk, Inc. as amended the 'Plan'), hereby instructs T. Rowell Price Trust Company (the "Trustee"), as directed trustee of the Plan, to vote at the special meeting of shareholders of Centuryunk, Inc. the "Company's to be held on August 24, 2010, and any and all adjournments thereof (the "Meeting"), in the manner designated nerver (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 Undersigned's Allocable Votes') which are fished to the right of the address of the undersigned printed on the other side of this end, and (ii) the number of votes allocable to the undersigned independent to the undersigned as of the Plan') that are attributable to all makes of the Company's common stock held by the Trustee as of July 13, 2010, as to viven properly executed voting instructions are not limited by the Trustee as of July 13, 2010, as to viven properly executed voting instructions are not limited by the Trustee as of July 13, 2010, as to viven properly executed voting instructions are not limited by the Undersigned's Propertionate Votes' and collectively with the Undersigned's Allocable Votes as the 'Undersigned's Notes'.

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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.





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Electronic Voting Instructions

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Special Meeting Voting Instruction Card

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

The undereigned, acting as a "named fideway" of the above-referenced plan of CenturyLink, Inc., as amended (the 'Plan'), hardly instructs The Trust Company of Steme Agea, Inc. and E. Rowe Price Trust Company (the "Trustees"), as directed business with respect to shares of the common stock of CenturyLink, Inc. (the "Company") to be held on August 24, 2010, and any and all adjournments thereof (the "blacking") in the manner designated herein (in as Shares held by The Trust Company of Steme Agea, Inc. and checked to the ESCP, Stock Bodes of PWSOP accounts of the undereigned as of July 13, 2010, or becomes with the provisions of the Plan and the related trusts referred to thereof the 401(c) accounts of the undereigned as of July 13, 2010, or accordance with the provisions of the Plan and the related trusts referred to thereof the "Undereigned's Allocable Votas") which are fisted to the related trusts referred to the number of votas about the the undereigned (determined in the manner specified in the Plan or the related trusts (that are ethicutable to all Shares held by the Trustees as of July 13, 2010, as to when properly executed votang instructions are not trusty received prior to the voting deading specified herein (referred to individually as the "Undereigned's Proportionake Votas") and collectively with the Undereigned's Allocable Votas are to the voting deading specified herein (referred to individually as the "Undereigned's Proportionake Votas") and collectively with the Undereigned's Allocable Votas are to the voting deading specified herein (referred to individually as the "Undereigned's Proportionake Votas") and collectively with the Undereigned's Allocable Votas are the "Undereigned's Votas".

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. 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 Agec, Inc. and T. Rowe Price Trust Company (the "Trustces"), 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 Steme 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.





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