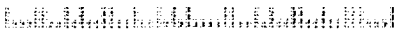




MR & SAMPLE
 DESIGNATION (IF ANY)
 ADD 1
 ADD 2
 ADD 3
 ADD 4
 ADD 5
 ADD 6



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 stock.

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/NTL
- Follow the steps outlined on the secured website.



Vote by telephone

- Call toll free 1-800-657-VOTE (8628) within the USA, US territories & 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 the example. Please do not write outside the designated areas.



Special Meeting Proxy Card

1274 5078 0012 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.

1. A proposal to approve the issuance of shares of Century's common stock in connection with the merger contemplated by the Agreement and Plan of Merger, dated as of April 20, 2010, by and among Direct Corporation International Inc., the Company, and 5344 Acquisition Company, as such agreement may be amended from time to time.

For Against Abstain

2. A proposal to approve the appointment of the Meeting if necessary to action additional proxies if there are not sufficient votes for the proposal to issue Century's common stock in connection with the merger.

For Against Abstain

3. Further discussion is also open with other shareholders at any properly called before the Meeting.

B Non-Voting Items

Change of Address --- Please print new address below.

[Empty box for change of address]

C 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 an executor, administrator, attorney, trustee or guardian, please give full name 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 person.

Date (mm/dd/yyyy) --- Please print date below.

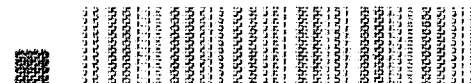
Signature 1 --- Please sign signature within the box.

Signature 2 --- Please sign signature within the box.

[Signature box 1]

[Signature box 2]

[Signature box 3]



C 1234567890 J N T
 0 2 A V C 2 6 3 4 7 1

[Text for signature verification]



. C123456789 000004 00000000.000000 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. 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
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 0 2 A V 0 2 6 3 4 7 1 MR A SAMPLE AND MR A
SAMPLE AND MR A SAMPLE AND + 017W0B .

▼ 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. Post, III or Gregory 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.

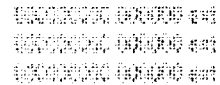
The Board of Directors recommends that you vote FOR Items 1 and 2 listed on the reverse side hereof. If the Proxy is properly executed but no specific directions are given, all of your Voting Shares will be voted in accordance with these recommendations.

Please See Reverse Side!

☐ 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)



01000000



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 29, 2013.



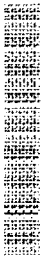
Vote by Internet

- Log on to the ProxyVote website at www.proxyvote.com/STL3
- Follow the steps outlined on the secured website.

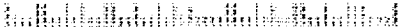


Vote by Telephone

- Call toll free 1-800-467-4773 (TOLL FREE) within the USA, US territories & Canada by land or a land line telephone. There is NO CHARGE to you for the call.
- Follow the instructions provided by the recorded message.



APPROXIMATE
REGISTRATION (IF ANY):
ADD 1
ADD 2
ADD 3
ADD 4
ADD 5
ADD 6



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



IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN 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, 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 shares of the Undersigned's Proportional Shares, these shares 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, 2013, by and among Qwest Communications International Inc., the Company, and 3914 Acquisition Company, as such agreement may be amended from time to time.

A. Undersigned's Allocable Shares

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

B. Undersigned's Proportional Shares

For	Against	Abstain
<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.

A. Undersigned's Allocable Shares

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

B. Undersigned's Proportional Shares

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. The Trustee is hereby directed to authorize the Company's proxy to vote in their discretion upon such other business 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

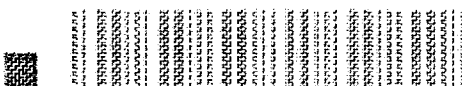
Please sign exactly as your name appears hereon, when signing as a proxy, representative, attorney, trustee or guardian, please include title as well.

Date (mm/dd/yyyy) — Please print date below:

/ /

Signature 1 — Please copy name and sign in this box:

Signature 2 — Please keep signature within the box:



© 1254867890 P.N.
1UPX 0260470

1. If you are a shareholder, please sign your name as it appears on the record books of the company. If you are a proxy, please sign your name as it appears on the proxy card. If you are an attorney, trustee or guardian, please include your title.

▼ 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 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.

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.**

▼ 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, acting as a "named fiduciary" of the above-referenced plan of CenturyLink, Inc., as amended (the "Plan"), hereby instructs The Trust Company of Stone 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 Stone 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 herein (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 Proportional Votes" and collectively with the Undersigned's Allocable Votes as the "Undersigned's Votes").

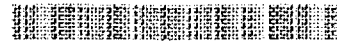
Please mark, sign, date and return these instructions promptly using the enclosed envelope.

FOR YOUR VOTES TO BE COUNTED, THE 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.

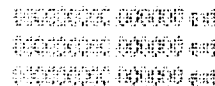
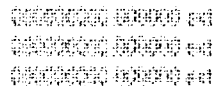
3 IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. 3 VOTING INSTRUCTIONS — CENTURYLINK DOLLARS & SENSE 401(k) PLAN AND TRUST The undersigned, acting as a “named fiduciary” of the above-referenced plan of CenturyLink, 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.



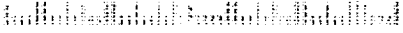
BARCODE



010000000



MR. A. B. C. D. E. F. G. H. I. J. K. L. M. N. O. P. Q. R. S. T. U. V. W. X. Y. Z.



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 WHITE BOX.

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.centurylinkvote.com
- Follow the steps outlined on the secured website.



Vote by telephone

- Call toll free 1-877-657-4611 (toll free in the USA, US territories & Canada any time on a landline telephone). There is **NO CHARGE** to you for this call.
- Follow the instructions provided by the recorded message.

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

Once again, except for those proposals, projects, matters, or subjects, items will be voted on the number specified. If these instructions are properly executed for no specific direction is given with respect to the underlying's shares, these shares will be voted in accordance with the Board's recommendations.

- | | For | Against | Abstain | | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|--------------------------|
| 1. A proposal to approve the adoption 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 B&B Acquisition Corporation, and any agreements may be amended from time to time. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 2. A proposal to approve the appointment of the Meeting, if necessary to solicit additional proxies if there are not sufficient votes for the proposal to elect CenturyLink common stock in connection with the merger. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. The Director is hereby directed to authorize the Company's proxy to vote all their shares that such proxy either has or may acquire, on their behalf, at the Meeting. | | | | | | | |

Non-Voting Items

Change of Address -- Please print new 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 on ID. When signing as executor, administrator, attorney, trustee or guardian, please give full title as well.

Signature 1 -- Please print name below:

// //

Signature 2 -- Please hand sign above within this box.

Signature 3 -- Please hand sign above within this box.



0 1234567890 1 2 3 4 5 6 7 8 9 0 2 A V 0 2 6 3 4 7 5

When voting by proxy, you must sign the proxy card in the designated area. If you are unable to sign, you may sign the proxy card on behalf of the shareholder by a person authorized to sign on their behalf. For more information, please refer to the proxy card instructions.

▼ 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 — EMPARK RETIREMENT SAVINGS PLAN / CENTEL RETIREMENT SAVINGS PLAN FOR BARGAINING UNIT EMPLOYEES

The undersigned, acting as a participant in either or both of the above-referenced retirement plans (collectively, the "Plans"), hereby instructs Fidelity Management Trust Company (the "Trustee"), as directed trustee of the Plans, 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, the number of shares of the Company's common stock credited to the account of the undersigned maintained under either or both of the Plans. If no instructions are timely given, the Trustee will vote, with respect to each Plan, unvoted shares in the same proportion as voted shares regarding each of the matters set forth on the reverse side hereof.

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 — EMBARQ RETIREMENT SAVINGS PLAN / CENTEL RETIREMENT SAVINGS PLAN FOR BARGAINING UNIT EMPLOYEES The undersigned, acting as a participant in either or both of the above-referenced retirement plans (collectively, the "Plans"), hereby instructs Fidelity Management Trust Company (the "Trustee"), as directed trustee of the Plans, 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, the number of shares of the Company's common stock credited to the account of the undersigned maintained under either or both of the Plans. If no instructions are timely given, the Trustee will vote, with respect to each Plan, unvoted shares in the same proportion as voted shares regarding each of the matters set forth on the reverse side hereof. 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.**



QWEST COMMUNICATIONS INTERNATIONAL INC.
1801 CALIFORNIA STREET, 51ST FLOOR
DENVER, CO 80202

VOTE BY INTERNET - www.qwestvoting.com

Use the Internet to transmit your voting instructions for electronic delivery of information up until 11:59 p.m. Eastern Time on August 23, 2010 for shares held by registered holders and EPP participants or 11:59 p.m. Eastern Time on August 24, 2010 for shares held in Qwest 401(k) plan. Have your proxy card in hand when you access the web site and follow the instructions to obtain your website and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to create your electronic voting instruction form. You will receive a confirmation e-mail from us within 24 hours of your consent. You will also receive a confirmation e-mail from us if you do not consent to electronic delivery of future proxy materials.

VOTE BY PHONE - 1-800-690-6903

Use any touch tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on August 23, 2010 for shares held by registered holders and EPP participants or 11:59 p.m. Eastern Time on August 24, 2010 for shares held in Qwest 401(k) plan. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Alexander Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS, SIGN AND DATE OR FILL IN BLOCK AS APPLICABLE.

000001-000007

NEED THE PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DETACH AND RETURN THIS PORTION ONLY

QWEST COMMUNICATIONS INTERNATIONAL INC.

The Board of Directors recommends you vote **FOR** proposals 1 and 2.

For Against Abstain

1. To adopt the Agreement and Plan of Merger, dated as of April 21, 2010, among Centurylink, Inc., SBA Acquisition Company (a wholly owned subsidiary of Centurylink) and Qwest Communications International, provided to which SBA Acquisition Company will be merged with and into Qwest and each outstanding share of common stock of Qwest will be converted into the right to receive 2,1666 shares of common stock of Centurylink, with cash paid in lieu of fractional shares.

2. To vote upon an adjournment of the Qwest special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Yes No

Please indicate if you plan to attend the meeting.

Should sign events at your current address; please, when signing as attorney-in-fact, administrative or other fiduciary, please give the title of your position. The side sign personally authorized must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

 Signature (PLEASE PRINT NAME AND TITLE)

Date

 Signature (PLEASE PRINT NAME AND TITLE)

Date

VOTE BY INTERNET — www.proxyvote.com Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on August 23, 2010 for shares held by registered holders and ESPP participants; or 11:59 p.m. Eastern Time on August 21, 2010 for shares held in Qwest 401(k) plan. Have your proxy card in hand when you access the web site and follow the instructions to obtain your **QWEST COMMUNICATIONS INTERNATIONAL INC.** records and to create an electronic voting instruction form. **1801 CALIFORNIA STREET, 51ST FLOOR ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS DENVER, CO 80202** If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years. **VOTE BY PHONE** — **1-800-690-6903** Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on August 23, 2010 for shares held by registered holders and ESPP participants; or 11:59 p.m. Eastern Time on August 21, 2010 for shares held in Qwest 401(k) plan. Have your proxy card in hand when you call and then follow the instructions. **VOTE BY MAIL** Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. **TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:** M26183-S66077 **KEEP THIS PORTION FOR YOUR RECORDS THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. DETACH AND RETURN THIS PORTION ONLY QWEST COMMUNICATIONS INTERNATIONAL INC. The Board of Directors recommends you vote FOR proposals 1 and 2. For Against Abstain 1. To adopt the Agreement and Plan of Merger, dated as of April 21, 2010, among CenturyLink, Inc., SB44 Acquisition Company 0 0 0 (a wholly owned subsidiary of CenturyLink) and Qwest Communications International Inc., pursuant to which SB44 Acquisition Company will be merged with and into Qwest and each outstanding share of common stock of Qwest will be converted into the right to receive 0.1664 shares of common stock of CenturyLink, with cash paid in lieu of fractional shares 2. To vote upon an adjournment of the Qwest special meeting, if necessary, to solicit additional proxies if there are not sufficient 0 0 0 votes to adopt the merger agreement NOTE: Such other business as may properly come before the meeting or any adjournment thereof. Yes No** Please indicate if you plan to attend this meeting. **0 0** Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer. Signature [PLEASE SIGN WITHIN BOX] Date Signature (Joint Owners) Date



**Special Meeting of Stockholders
August 24, 2010, 10:00 AM, local time
Colorado Ballroom
Denver Marriott City Center
1701 California Street
Denver, CO 80202**

**For registration instructions or directions to the meeting, please call 800-567-7296
or
visit our website at investor.qwest.com/special-meeting.**

FCC-08-56007

**QWEST COMMUNICATIONS INTERNATIONAL INC.
Special Meeting of Stockholders
August 24, 2010 10:00 AM, local time
This proxy is solicited by the Board of Directors**

The stockholder hereby appoints Edward A. Mueller and Richard M. Baer, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of QWEST COMMUNICATIONS INTERNATIONAL INC. that the stockholder is entitled to vote at the Special Meeting of Stockholders to be held at 10:00 AM, local time on August 24, 2010, at the Colorado Ballroom, Denver Marriott City Center, 1701 California Street, Denver, Colorado 80202, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side

QWEST-FCC-P000302

Special Meeting of Stockholders August 24, 2010, 10:00 AM, local time Colorado Ballroom Denver

Marriott City Center 1701 California Street Denver, CO 80202 For registration instructions or directions to the meeting, please call 800-567-7296 or visit our website at investor.qwest.com/special-meeting.

M26184-S66077 QWEST COMMUNICATIONS INTERNATIONAL INC. Special Meeting of Stockholders August 24, 2010 10:00 AM, local time This proxy is solicited by the Board of Directors The stockholder hereby appoints Edward A. Mueller and Richard N. Baer, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of QWEST COMMUNICATIONS INTERNATIONAL INC. that the stockholder is entitled to vote at the Special Meeting of Stockholders to be held at 10:00 AM, local time on August 24, 2010, at the Colorado Ballroom, Denver Marriott City Center, 1701 California Street, Denver, Colorado 80202, and any adjournment or postponement thereof. **This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations. Continued and to be signed on reverse side**

QWEST-FCC-P000304.PDF

A Message from Bob Tregemba

Network 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.

More specifically, the combination will:

- Create a company with greater financial strength and flexibility;
- Expand our local-service reach to 37 states and provide potential synergies and savings in terms of on- and off-ramps for traffic carried on our national network;
- 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 Network 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.

Integration of network assets, from plant to people, is core to the success of any merger or acquisition, and from the beginning CenturyLink has recognized the compelling opportunity that provides. CenturyLink's nationwide fiber network, combined with Qwest's industry-leading national fiber-optic network, which will link both companies' local-service networks, gives the new company more scale and flexibility.

There is a need to engineer, construct, maintain and monitor both Qwest's local and long-haul networks, and to install, repair and support residential, small business, enterprise, government and wholesale customers - now, and following approval of the merger.

It is crucial that we continue to perform efficiently, invest strategically, reduce costs where we can, and strive with every interaction to Perfect the Customer Experience. The Network team played a significant role in Qwest's 2009 success, and we can and will continue to strengthen Qwest's position for the future.

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