

MELARAMA E CESSOMMICH OF ANY ACIO 4 ACC 2 atili i atity 4 4006 400 £ English to Marke Salaman Confidential Const

destribution and sold of each

protegraphy actions and DEDECERSOR DESIGNATIONS

ananchi alam ar

Electronic Voting Instructions

You can vote by internet or jelephone! Available 24 hours a day, I days a week!

brainad el maiong peur promy, peu may chouse une el teo lero veding continues consisted butter to vice your strake

VALIDATION OF THE SIMPLE AGE LOCATED BELOW IN THE TITLE WAS

Procelou submidlind by the losecoul or theginese much be received by 1:08 am, Gentral Temo, un August 24, 2016.



Vale by internet

- Segreta for the informationed go its жим:investorvate.cam/CTL
- Foliar the stops submed on the second website.



Vale by lateratione

- Califeria francia zentantaja vidir El debita kuntan dan 1854. L'5 ferfiories à Carreda any time un a traich sone integrations. There is NO CHARGE to you for this wall
- Politics for contractions provided by the naturals message

Special Meeting Proxy Card

- Listog a <u>felacit init</u> paro, mark yaya voles sido na X as afansa da

this approprie. Please de nor were preside the designated areas.

1234 \$678 9612

🔻 BY YOU HAVE NOT VOTED YALTHE INTERNET OF TELEPHONE. FOLD ALONG THE PERFORMANCH CETAGR AND RETURN THE BOTTOM FOR FROM IN THE ENCLOSED ENVELOPE.

Agunia Abigiin

 A property to expense my lessoned of dense of Center(Line) common stack in mercepher such the marger consempleted by the Agreement and Plan of Margan, being an of April St., 2010. by and enoug Owest Coron relications bear unloaded the , the Company, and Edikk Adjustiture Company, an early agreement diversions appearabled little to better for better



X

or rotord

- 2. A propertie to appropriate apparations of the Missions, if recessory is action additional product it to colore to the authorem votes for time programi to issue Clendary), six occurred atomic in authorities with the mester
- 3. IC Make Georgian in with gran and other tempholisis no mor properly dono initial the Abelian

Mon-Vesting Items

Change of Address - Planes prior new accurrent below.

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

Phrasia aga expectly as reama separa haceas. When regard as associar, administracy invates de guousain piessa gine administra es such infra cosporable incorporable. nemedia, président la outre sufficional officer. Il é perfoemble, plesses sign el pérmenship ceme les sobhetoes personne Signature 5 - Pisassi keep signature adions the cas

Ваш спотейдуучу --- Явын ром син бөкө



arptitiste 2	· Philosoph	edd Syrek	Line School day	18.1
	***********	*********		****



0.1234567890

a A T 02AV - 0263471

IBUT 194 BUT THE STREET OF ON HORSE STREET WAS A STREET OF THE STREET OF gan a pagengg ang ami a paga ng ara i ang paga ng son



. C123456789 000004 000000000.000000 ext 000000000.000000 ext 000000000.000000 ext 000000000.000000 ext MR A SAMPLE DESIGNATION (IF ANY) 000000000.000000 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. Proxics 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 **EIF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND** 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.

🔻 8 you have not voted via the Biternet on telephone. Fold along the Perforation, detach and refurn the Botton portion in the enclosed envelope. 🔻



Proxy - CENTURYLINK, INC.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned beenly conditates and appoints Gire F. Prest, Blior Stacey W. Golf, or either of them, provides for the undersigned, with full power of substitution, to supposed the undersigned and to vote all of the shares of common stock and voting preferred stock (collectively, the "Voting Shares") of ContaryLink, Inc. (the "Company") that the undersigned is shared to vote at the special meeting of shareholders of the Company to be been or August 24, 2010, and at any and all adjournments (hereof the "Nestand").

In addition to serving as a Proxy, this card will also serve as astructions to each agent joulischerg, the "Agents"; of the Company's dividend reinvestment print of employee stock contrase plans (consciously). The "Plans" is ordered in the manner designated on the reverse side based the shares of the Company's common stock hard as of July 13, 2010, in the name of any Agent and credited to any account of the underlyged or eccordance with any of the Plans. Upon timely retect of this Proxy, properly executed all of your Voting Shares, addition on the name of any Agent, with be voted as specified.

The Board of Directors recommends that you vote FOR Items 1 and 2 listed on the reverse side hersor. If this Procy is properly executed but he specific directions are given, all of your Voting Shares will be voted in accordance with these recommendations.

Přezesa Sea Mexeme Sidel

B 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)

44.444.72.72.72.72.72.72	ACCRECATE A STATE WATER	111 2114 4 444 444	تغذف ووناسك لزونهاها
W 301 (3		: 14936 4533 45	:: Elabas: 25:
13 831 3 2 2 2 2		(11)31451015	
W File 2 2 2 2 2	title a mely a little televia	(1413) 4531 15	Culting



MFGA SAMFALE

DESIGNATION (PFAAST)

ACC 3

ACC 3

ACC 4

ACC 4

ACC 5

ACC 5

ACC 6

ACC 7

A

PROPERTY AND ADDRESS

080000000 000000 axt 09000000 000000 axt 08000000 000000 axt 000000000 000000 448 00000000 000000 448 00000000 000000 448

Electronic Voting Instructions

You can vote by Internat or talephone! Available 24 hours a day, 7 days a week!

instead of madicing and process year that phonons over of the text valley emphasis colliced designs to valle your process.

VALIDATION DETAILS ARE LOCATED BELOW IN THE SITLE BAR.

Proxima submitted by the Information (in templace) mean on impelied by 1:56 a.m., Control Time, on August 59, 20:31.



Vote by internet

- Long can be can delegated and go as well low enterview come CTLS
- · Police the great outlines as the sequent wat tale.



Vote by telephone

- Car ad Pea 140004007/016 9063, enter the USA.
 US territores & Carachi day time on a touch lone telephone. There is NO CHARGE to viou for the cell.
- · Pulling the graduations granified by the responded presented

Special Meeting Voting Instruction Card

Vising a **black jijk** jest, makik haser volkas sellit aris X da sibbasit ib

this searchie. Photos du rub seite trainide fra designatest areas.

(1234 1875 1912 345)

ficial fire

iced's recommendations.		-					ella-subres will be coop in ecopydence, with the
dialed asset April 21, 2015	ž, by and among (भेजवर्त देशु किन Agricement कार्य श्रीकर जो Marges, देखा Company, का इन्होंने बद्धानगरवाली कार्यु क्र
ameridad Sion lime to tin		ist Abstain		For	Against	Abstric	
A Africkenskjoski s Africiali Video			Et Understjoneris Propostlonere tealer				
 А раздровой по арадеочи вы Сообытублей селивиеля изм 				inai prosie	s if them:	es not pust)	एकार्य नवस्क विता पेख प्रायमुक्कार्य कि विकास
станически сапинате на	иса, из еслизасация Рег Адаіл	•	8 4.	For	Agentiel	Attention:	
A Chadeoniguaesi e Astonobles vitrosi		1 []	S Mesengeasi'r Prassolianan Meng	1			
3. The Youtes is included the	प्रशंक्ती है। साहित्य र	s the Compatin	'in problem to with in their st	estedion u	are spate	eshipi himili	isin its abiny sirapan'iy bollar balore tins Mindiris.
•							,
on-Voting Items							
•	nea distante dre	JAM.					
•	tees deistann dree	JANE CHARLES AND CHARLES AND CHARLES		i di ministribum suus suus	l kine felleye i kir kir biryire,	ar al (profi ces bedence) estad	tak galak para paga kanala sa alam kanala kanal
•	ting uddunio uni		والمراوات المراوات ا	· 《李···································	t wa' eMajer in Malaingea.	in bije telja sabata od t ata	tak galang ang ang ang ang ang ang ang ang ang
•	reing deligiatio date			100mm2441410mm1441410mm	e tura "andapet terdebahara.	an an garapaga an	
of Assense - Phase pac			Corroleted for Your vo	ote to be	coming	d. no Date	e and Sice Relow
of Admiss Please pro-	···· This section	on most be					3
of Admiss Please pro-	···· This section	on most be					3
of Administration of Constitution of Constitut	om This section	on most be		ig th jor (d.)	hyjylaut ji	रकास कृष्ट है	3
of Administration of Constitution of Constitut	om This section	on most be	oby, oderwoodstat gareen, t	ig th jor (d.)	hyjylaut ji	रकास कृष्ट है	of Mile to the fi
of Administration of Constitution of Constitut	om This section	on most be	oby, oderwoodstat gareen, t	ig th jor (d.)	hyjylaut ji	रकास कृष्ट है	of Mile to the fi
n of Asserbas Phases proc uthorized Signatures upo enoty to some speed	om This section	on most be	oby, oderwoodstat gareen, t	ig th jor (d.)	hyjylaut ji	रकास कृष्ट है	of Mile to the fi
n of Adeless Please pac arthorized Signatures ago easily to the speed	om This section	on most be	ohn, addisembilijas, asiemėji iš Stadaturė 1 m. Piladės kari.	्रावित्वतः (च.) - त्युवतित्वतः		Posse que à	d Ner au tije is Seyvauna 2 — Pietesa kaep-maratische zelici - Pieta Seyvauna 2 — Pietesa kaep-maratische zelici - Pieta
Ion-Voting Items in of Asserts - Phase pass authorized Signatures appreciately to the assert and object of Phase pass	om This section process of the section of the secti	NI GUST DO	oby, oderwoodstat gareen, t	्रावित्वतः (च.) - त्युवतित्व व्य		Posse que à	al Meran spiri. Suproduce 2 Presso keep sepasore zelect Parku
o of Asserba. Propose processing attrovized Signatures some cody as removed accom-	om This section	NI GUST DO	ohn, addisembilijas, asiemėji iš Stadaturė 1 m. Piladės kari.	outre de la		ease and to	d Ner au tije is Seyvauna 2 — Pietesa kaep-maratische zelici - Pieta Seyvauna 2 — Pietesa kaep-maratische zelici - Pieta

000000000.00000 ext 00000000.00000 ext 000000000.00000 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. MMMMMMMM VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR. Proxics 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/CTL1 • 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 Owest 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 Trustee is hereby directed to authorize the Company's proxics 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 MMMMMMM1 U P X 0 2 6 3 4 7 3 MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND +

🍟 if you have not voted wat he internet 😥 telephone, fold along the perforation, cetach and return the bottom forthon by the englosed envisione. 🖤



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

The undersigned, acting as a "named fiduciary" of the above-referenced plan of Century.cirk, loc. as amended the "Plan"), hereby instructs T. Rowell Price Trust Company (the "Trustee") is a directed trustee of the Plan, to vide at the special meeting of shareholders of Century.cirk, Inc. (the "Company") to be held on August 24, 2013, and any and all adjournments thereof (the "Meeting"), in the manner designates iterain (i) elicates of the Company's common stock head 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 Vides") which are fished to the Aight of the address of the undersigned privated on the other side of this card, and finite number of vides abcording to the consensioned integrational preceding to the Plan) that are attributable to all charges of the company's common stock held by the Trustee as of July 13, 2010, as to when properly executed voting instructions are not limited price undersigned's Africable votes as one Undersigned's Vides' and collectively with the Undersigned's Africable votes as the "Undersigned's Propertionale Vides' and collectively with the Undersigned's Africable Vides as the "Undersigned's Propertionale Vides' and collectively with the Undersigned's Africable Vides as the "Undersigned's Propertionale Vides' and collectively with the Undersigned's Africable Vides as the "Undersigned's Propertionale Vides' and collectively with the Undersigned's Africable Vides as the "Undersigned as the "Undersigned as the Undersigned's Propertionale Vides' and collectively with the Undersigned's Africable Vides as the "Undersigned as the Undersigned as the Undersigned

Please made algor date and return those inspections promotly using the entitled 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.





introdus-META SEMENTE DESCRIPTION OF MYTE ACHO I acti 2 40**0** 3 ADG 4 AQUI S 被服的 In Holds Bedick Section is Walnut and

65555555 650500 est territies de la composição de la composi

(2001) 740000 (201

05/2040/2000/00 ess CONTRACTOR FOR (established adalong sec

Electronic Voting Instructions

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

leaders of making year princy, you may choose over of the two-vertexy medicals collisional bedan is rolle proclassic;

VALIDATION DETAILS ARE LISCATED RELIEW IN THE TITLE BAR

President materialised by the influence or transplance makes the recollect by 1500 April Condras Time, on August 19, 2016.



Vote by Internet

- · Leg on as the fraction and go to жены болемения соно СТУ.
- Follow she alogs curries on the secured autoday.



Vote by telephone

- Calcital tea tuttis existence (in editations as the culta. US festibliched & Westeldischung beteil der di beseich scaler. is laphone. There is NO CHARGE in you for the call.
- Fallan the instructions provided by the returning measure.

Special Meeting Voting Instruction Card

Unding is klack job pen, mark your voids, with an X as shown to

the example. Heave the relience to thick the designated week

1234 5678 9812 345

··· · · · · · · · · · · · · · · · · ·	HARLALUM AR FERRUMANUM DE IACH AND RETUR A dan a a a a a a a a a a a a a a a a a a	e andreae sea e a ese sea e con como a ese a ese e sea e sea e e andreae sea e a ese sea e con como a ese a ese e sea e e sea e e
Proposals - The Board of Directors of the Co.	mpany recommends that you vote FOR Items t	and 2 listed below.
Upon arrely existing of tremelerativescent, property executed the specific identitions are given with respect on any of the Lindensign Board's reconsentations.	trindersigneeth Vibies will be out in the minimer directed. It these with Alacidele Vibias or the Undersigned's Proportionale Vibies, 8 	
	rytink caramori stasti in commodisc wills the merger content pricedions international from the Dizmiparry, and \$4.44 Acquie	
For Against Abstain	For Applicat Abstain	
A Mack-exigence o Astro-adde Wides	St. Lindergraphic St. Linderschung St. Linderschungen Bertreit.	
्रिक्योक्ट्रक्रीतके द्यारवासका अध्ययं कि द्याराक्ट्रीदक अधिक छैव अवन्य	•	प्राचनम् स्थापक गार छात प्राथितकार्य हो वक्षाया
For Againt Anthro R Displacements pour pour	For Ageirest Abstain Bi theireachmadic grown grown grown	
dahanga sama	Projectroski vijes	
Authorized Signatures This section must be not upon eachy an early appears music street against as not element street.	•	•
inginingan kalundan perungan kalundan kalundan kelangan kelangan perungan berandan berandan berandan berandan b		
	The state of the s	***************************************
STATES OF THE PROPERTY OF THE	C 1234567390 J N T	TECHNORIS CITIC PROA SILECT CONTRACTOR ACTION OF THE STATE OF THE STAT

. MMMMMMMMMMM MMMMMMMMMMMMM C123456789 000004 000000000.000000 ext 000000000.000000 ext 000000000.000000 ext 0000000000.000000 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. 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 proxics 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 MMMMMMM1 U P X 0 2 6 3 4 7 4 MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND + 017W3F

🔻 if tou have not voted via the internet or telephone, fold along the perforation, detach and return the bottom portion in the enclosed envelope 🔻



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

The larger experience age is a mathed listensity" of the above-referenced plan of CenturyLink, Inc., as arrended (the 'Flan'), hereby instructs The Trust Company of Steme Age. Inc. and E. Rowe Price Trust Company (the "Trustees"), as directed business with respect to shares of the consmon stock of CenturyLink, Inc. (the 'Company') to be held on August 24, 2010, and any and all adjournments thereof (the 'Moetling'), in the manner designated herein (in all Source held by The Trust Company of Steme Ages, Inc. and credited to the ESOP, Stock Boson or PMYSOP 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 fisted to the related trusts referred to therein the 'Undersigned's Allocable Votes') which are fisted to the related trusts referred to the related trusts of the undersigned (determined in the macher specified in the Plan or the related trusts; that are additionable to all Shares held by the Trustees as of July 13, 2010, as to which properly executed voting restrictions are not truckly received prior to the voting designed specified berein (referred to minimize the "Undersigned's Propertionate Votes' and collectively with the tindersigned's Allocable Votes as the "Undersigned's Allocable Votes' and collectively with the tindersigned's Allocable Votes as the "Undersigned's Votes".

Please mark, sign, date and return freeze entructions promptly essig the endesed 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 Century Link, 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.



Danielie

HEER. Michigania E DESIGNATION (IF ART) ACK! 1 #DU 3 40003 ADC: 6 A.M. 5 adit e

tanllahallahakanihalahallahallah

\$5500000 pag DESCRIPTION OF THE PROPERTY OF (Middlette intern) est

15000000 and éketetek byégét en SECTION DESIGNATION

Electronic Voting Instructions

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

stratural of making year proof, you may obscare use of me two viring medicale cubiced believe to vote your proxy-

VALIDATION DEPAILS AND LOCATED EXLORED IN THE STALE HAVE

Proxima substituted by the littlement or frequencie more he consider by िर्म काम, देशाचार विक्र, का क्राइस्त के होती



Vote by Internet

- tag on a me lateral and go in Edition of the state of the second
- · Policies the siegal confiner of the second contains



Yoto by telephone

- Cat and here it all the edit in the state of seamer the cutting US breeke est à Cartadin apy finite de la baudit lorte isliephone. There is NO CHARGE to you for the call.
- Palian Re-littractions provided by the reserved rendeage.

Special Meeting Voting Instruction Card

vising a **black jok** pien, mark your volen eillt am X do choein m

The economy Places do not save counts for the designator ones.

1134 9676 9012 545

🔻 if you have not voted the internet or telephone, fold along the perforation, detach and return the bottom portion in the enclosed envelope. 🔻

Х

ł

•

U 31	pendir descents we grant with server to the anchesigned's t	sasass, r Fair	see sees Sealest		in dudomo erasta dintal india discensi il fit	Official angress production	Fire	Alsaines	Aime.
A controsal to account the about as of stigues of Cernoryces contract years it consection will be along to comenced by the Agreement and Paris of Seagle, drawn on of April 31, 2010, by and arrang Dated Commissional Seams incompany in the Commissional Seams and Seams are also been along and Seams of Commissional Seams and Seams of Commissional Seams and Seams of Commissional Seams of Seams of Commissional Seams of Seams of Commissional S			E Signification	A13010000	2. A gargosed transplant the adpointment of the Alexang, it reseases to addict addictional promote district are not sufficient visual by the programs to speak consequents contravant speak as consequents for the merger.		Ü		
	ion-Yoting Items e a' Astensa Began pain one addition broos 	MANGANAN		Marriellandskriverijsk	nervenen mannen meneran en	nanaanaanaanaanaanaanaanaanaanaanaanaan	MARAN COOP	neasustanti	
	othorized Signatures This section must be seen court as a section must be seen according to the section of			_		*	विक्रिक्ष हुम्म ्य विश्व देश स्थान स्थान	el-Sartsahskanglanst	1 , 5, 7, 8, 8, 8 , 8, 1
libritus 1	<u> </u>	ottalir, d	adi se sydelih	er ryfer flogg i		*	paran veir	en elek bas	() () () () ()
tipaper	स्कृत राज्यातीकु संस्थानकामा कारणकाल गावनकी । व्यक्तिक उन्हेंगान्त प्रदासन	ottalir, d	adi se sydelih	er ryfer flogg i	utkon or grandar i nesaja gine li	d Miller mar Carris	inescretarion	en inte New	r i e i des ido

. MMMMMMMMMMM MMMMMMMMMMMMM C123456789 000004 000000000.000000 ext 000000000.000000 ext 000000000.000000 ext 0000000000.000000 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. 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/CTL3 • 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 shares will be voted in the manner directed. If these instructions are properly executed but no specific directions are given with respect to the undersigned'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 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 Century Link 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. The Trustee is 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 MMMMMMMM0 2 A V 0 2 6 3 4 7 5 MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND + 017W4E

🔻 IF YOU HAVE NOT VOTED VIA THE RITERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, CETACH AND RETURN THE BOTTON PORTION IN THE ENGLOSED ENVILLAGE. 🔻



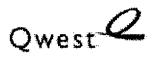
VOTING INSTRUCTIONS — EMBARG RETIREMENT SAVANUS PLANT CENTEL RETIREMENT SAVANGS PLANTOR BARGAINING UNIT EMPLOYEES

The undersigned, acting as a participant to either or with of the above-referenced reframent plans (collectively, the 'Plans'), hereby instructs Fidelity Management Trust Company (the 'Trustee'), as directed trustee of the Plans, to Yote is the special meeting of shareholders of CertimyUnix, Inc. (the 'Company') to be held on August 24, 2016, and any and at expountments thereal (the 'Meeting') in the manner designated herein, the number of shares of the Company's common stock credited to the account of the undersigned manifelest ences 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 made, sign, date and return these instructions promotly 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.



ichanica (FullASI), G. Berley THPV Blaid

Date

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

VOTE BY INTERMET: weeks prostronis.com

On the learning to incernit your voting instructions and for admitteness belongs of information appoint in 58 p.m. Souther little on August 12, 2016 for many head by registered holders and 558 confidences; or 11 58 p.m. Souther Erres on August 21, 2016 for shares held in Opera 60 this piece. Have your compy death in and when you compy data in fact when you compy data in fact when you compy data in fact when your compy data. omidents and to creater an electronic violent instruction forms

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would have to reclaim from each incurred by our company in making proby makenish, you can consent no receiving all februe proby interests, proby make and around a proby imports decidentally via denial or the interest. To topy no for each control of probability the instruction above to make the extendent. and, when promitive authoris that you agreets access a cost point princip asserbanically in future years.

VOTE BY PHONE - 1-800-690-6903

VOTE BY PRONE - 1-800-900-9903

The Birk back folder Leterricher ha standard vour ending reducations are until 19:55 pers Calaber Core for August 23, 20:50 for shades held by endelled holders are \$290 participants, or \$1.55 p on Sedeen Core on August 23, 20:50 for chare held in rand edges you for pray and in rand edges you also have your pray and in rand edges you call and their follows the entructions:

VOTE BY MAIL

Totalida, stoje senostrate y cara paca y cand a rebordere et un title proctange-point ambilitape tale. hase pulsadas or reduce if to Som Peorassing on Broadfulge, SS fidenceded very. Edisewood NY 11787

TO SCOTE FAILER BLOCK OF RECOVERING OF BUILD KNOW AS FORGIVES. MI6183-E4007 KEEP THE PORTION FOR YOUR RECESSOR OF DUCH AND RETURN THE RESIDENCE ONLY THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. QVEST COMMUNICATIONS INTERNATIONAL INC. The Board of Directors recommends you vote FOR proposals 1 and 2. For Against Abstain To adopt the Agreement and Plan of Merger, dated as of April 21, 2010, arrong Centurylinis, (oc., 2844 Augustice Company to intelligence of the Agreement and Company to intelligence of common to story and to story 1864 Augustical Company will be merged with and into Covert and each customers there of common dock of Quest will be converted into the right to review 4 1664 share of common stock of Company, with the last of factorial shares of common stock of Company. 0 0 To vious upon an argentrament of the Quived special most rig. If accessing to sold tailed additional provises if there are not sufficient. Ω D series to adopt the merger agreement NOTE: Such other prolines as may properly come before the meeting or any algorimment faceout ta Please adipate of you plan in attent for meeting 0 0 Pierran com execta et paus coment appearen mereser Patres signing et entomier so received determinant at a common television, popular quies that other in factor so not believed the uidlearm sign parconally. All holden med sign of a coregration or parcharding, please งอนุ และไม่การที่สุดใหล่ จะบบสายคารโคต ของจะ ข้อ โดยทากสลด อะที่ดสา

Suggestions could be sure

die

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 Mcreedes 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 OWEST 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 Owest and each outstanding share of common stock of Owest 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 inecting. 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 <u>investor qwest_com/special-meeting</u>.

1/26/84/566007

OWEST 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 appears Edward A. Mweller and Richard N. Baer, or either of them, as proxies, each with the praver 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 Castomia Street, Denver, Colorado 80207, 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

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

Qwest Communications International Inc. HSR Filing Attachment 4 (c) - 14