



Century**Link**TM

Presentation to Portland City Council

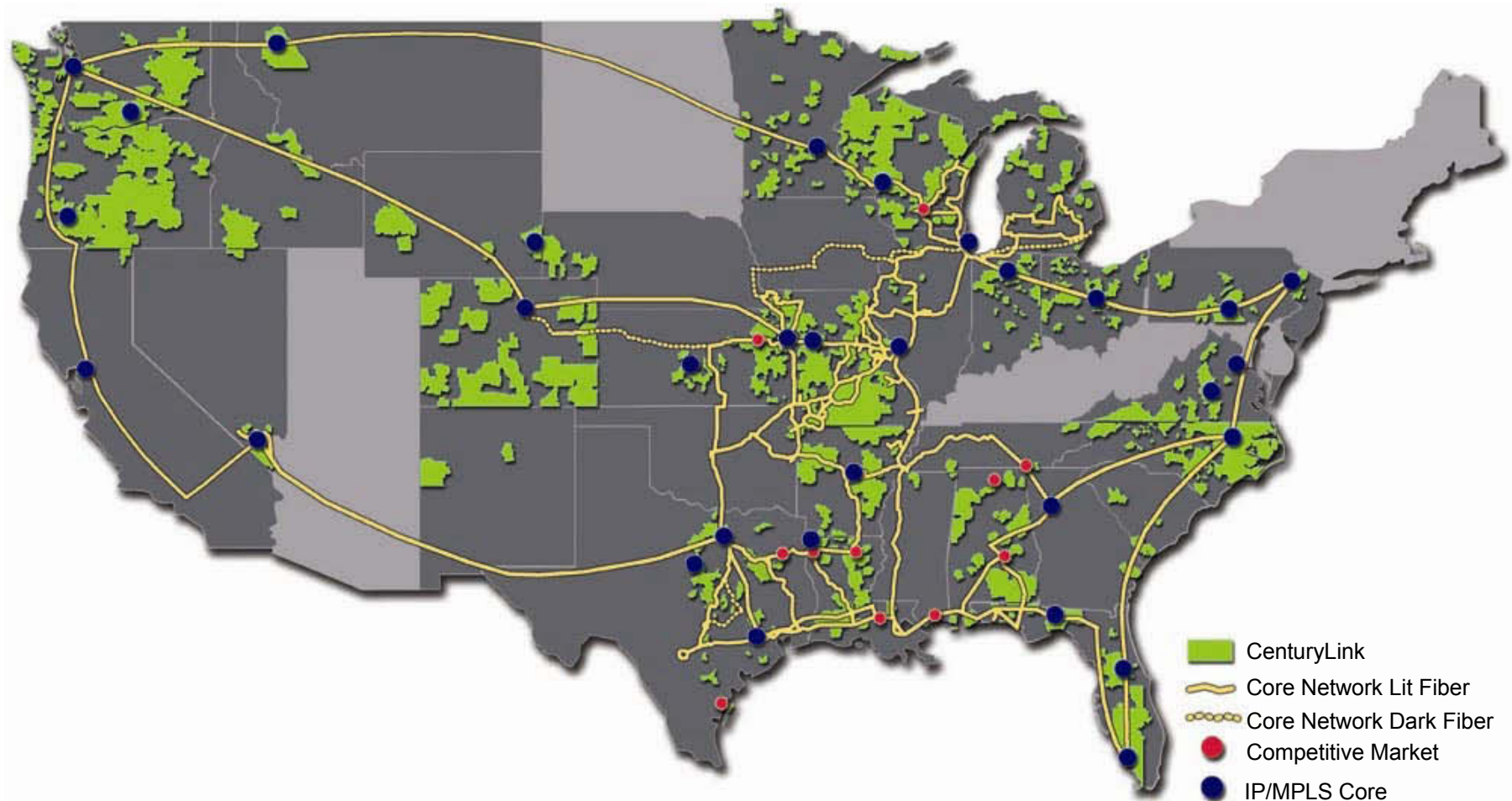
November 3, 2010

Terry Beeler - Region President, Western Region

Company Overview

- CenturyLink is a well-respected, proven operator and acquirer of ILEC properties
- The company has a track record of being a value-added local service provider focused on enabling local communities with advanced communications services
- We have purchased and successfully integrated numerous RBOC properties over the past decade
- Our customer service model focuses on empowering local personnel to meet the distinct needs of their markets
- We are aggressively evaluating new technologies and services in order to be a stronger competitor in the dynamic communications industry

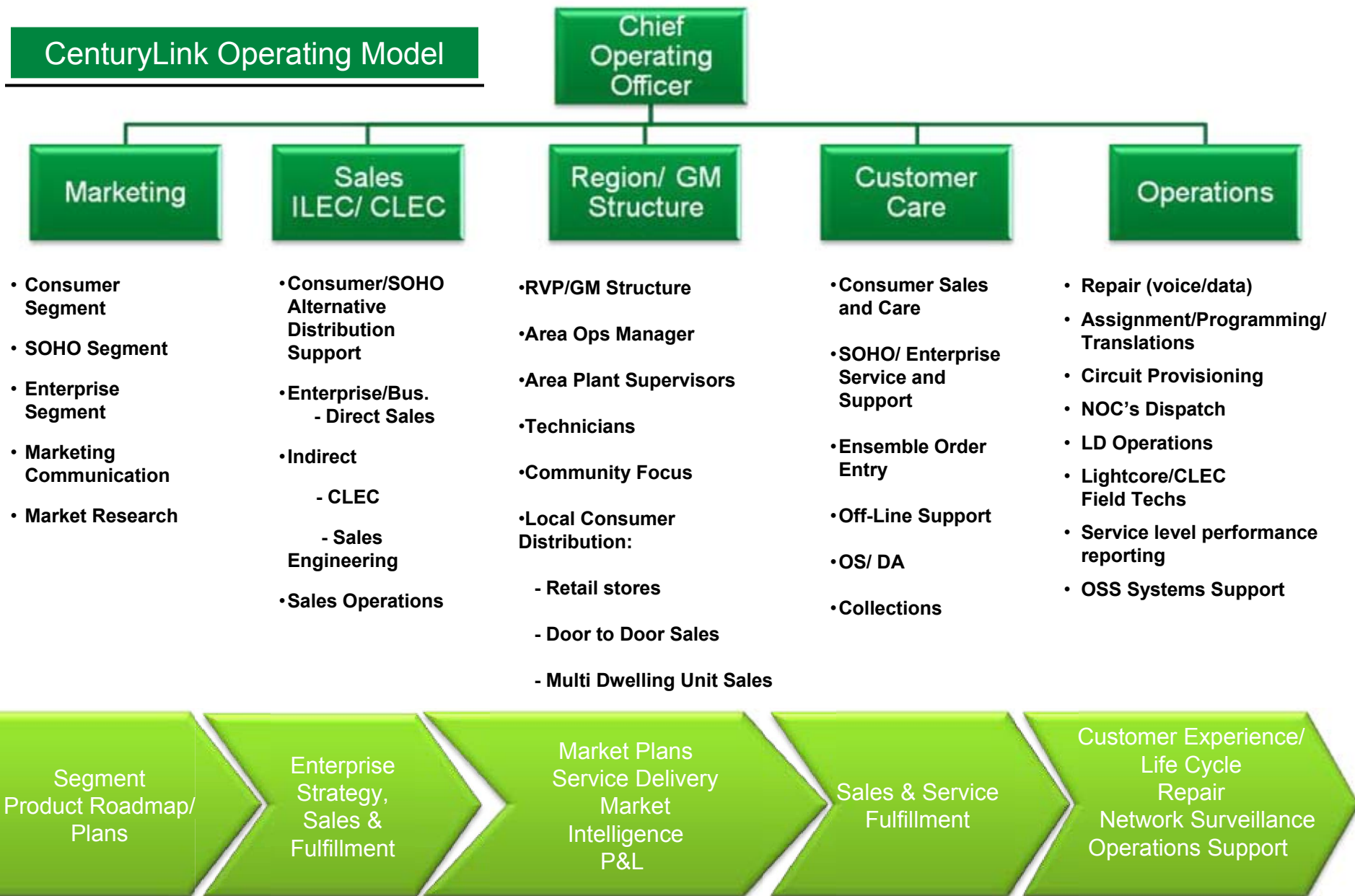
CenturyLink



Strategic Focus

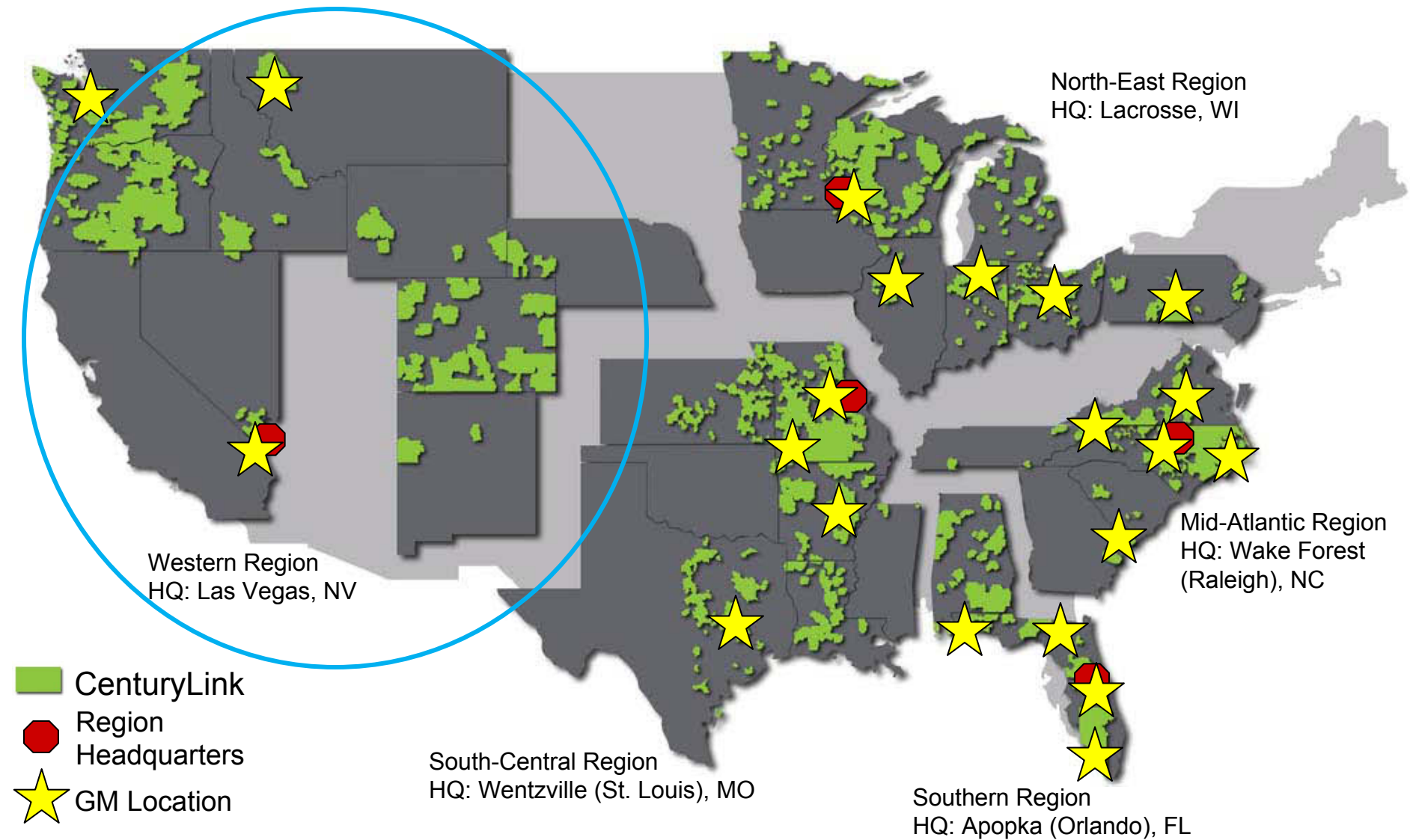
- Successfully complete merger integration
- Laser focus on owning the broadband position in our markets
- Intensify customer/revenue growth and retention efforts
- Experienced and efficient operator
- Invest in and develop new products and related business initiatives

CenturyLink Operating Model



Proven Go-to-Market Service Delivery Model

Current Regional/General Manager Operating Model





Century**Link**TM

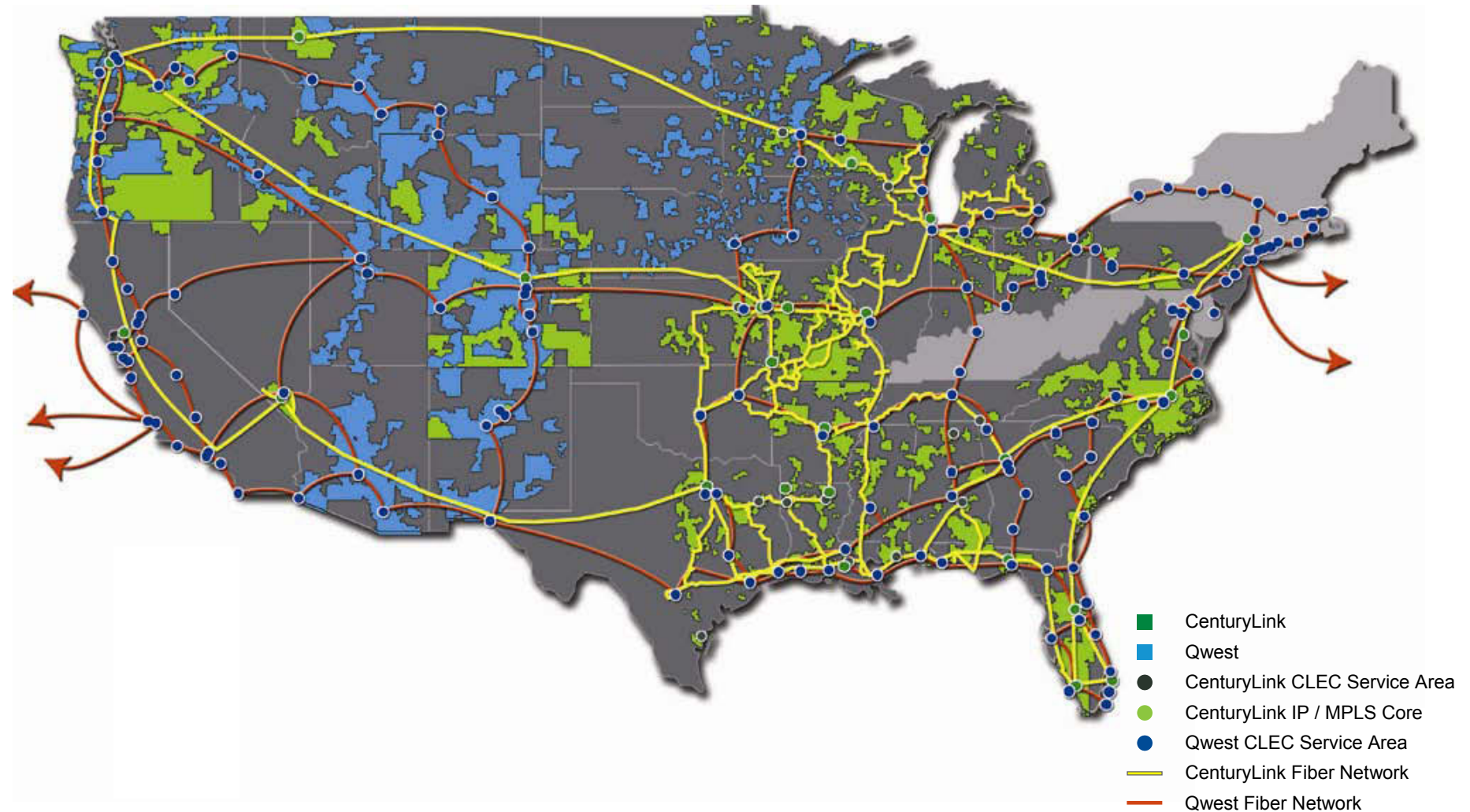
Qwest Acquisition

Transaction Summary

Transaction Structure:	All stock combination
Fixed Exchange Ratio:	0.1664 shares of CenturyLink stock per share of Qwest stock
Pro Forma Ownership:	50.5% CenturyLink shareholders / 49.5% Qwest shareholders
Enterprise Value:	\$22.4 billion
Financing:	No new financing or refinancing required
Closing Conditions:	HSR, FCC, certain state regulatory approvals; CenturyLink and Qwest shareholder approvals; and other customary closing conditions; expect to close 1H2011

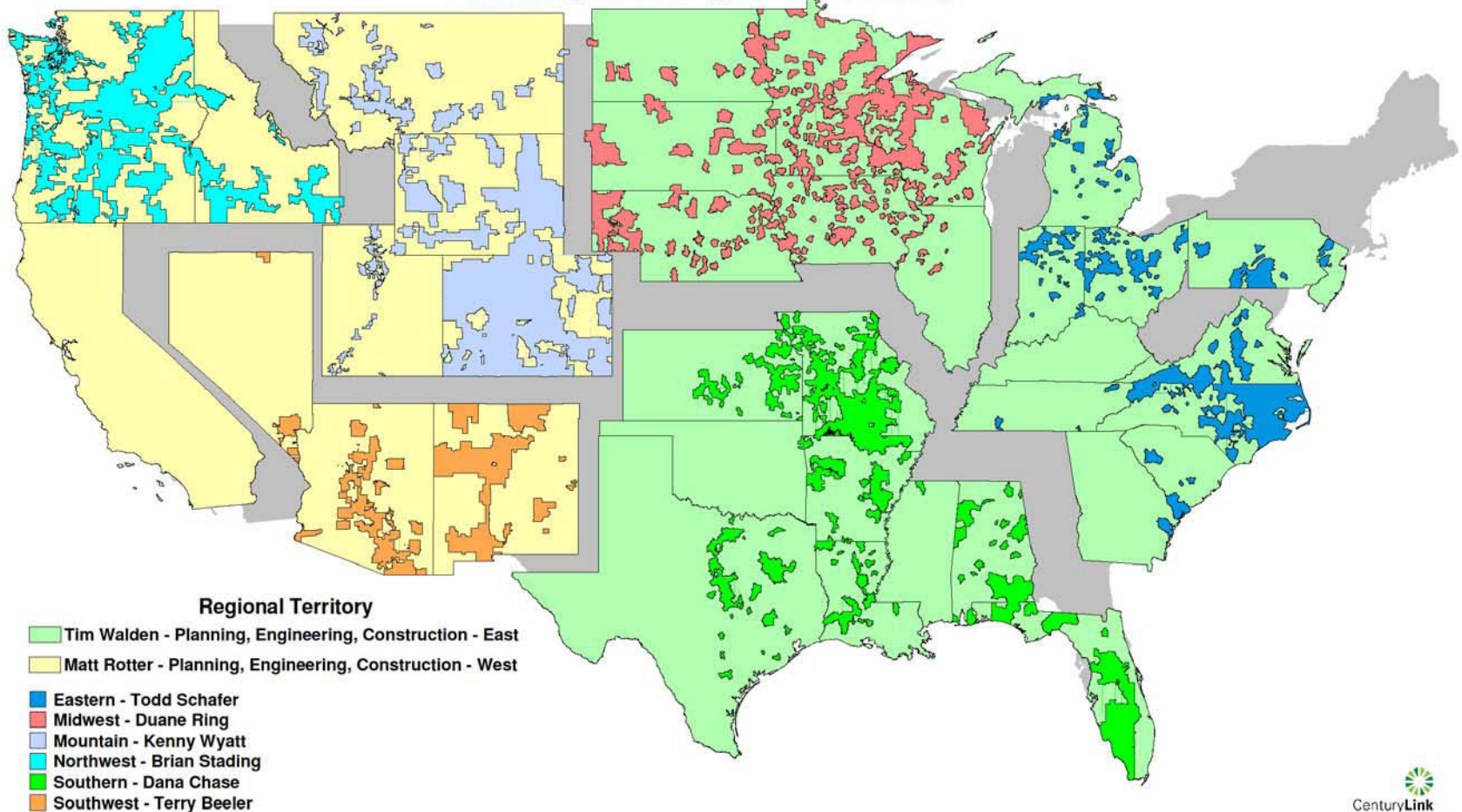
CenturyLink and Qwest

National Breadth with Local Depth



CenturyLink and Qwest – New Regional Operating Model

CenturyLink Regional Territory



CenturyLink and Qwest – Oregon



- CenturyLink Wireline Exchanges
- Qwest Wireline Exchanges
- Core Fiber (Dark/Lit)
- Qwest IXC Route

	<u>CTL</u>	<u>Q</u>	<u>Total</u>
Employees	490	825	1,315
2009 Annual Payroll	\$26m	\$70m	\$96m
Total Investment	\$593m	\$3,281m	\$3,875m
Access Lines	109,100	802,630	911,730
Access Lines, DSL-Enabled	88%	88%	

All Statistics as of 12/31/2009

Management Team

Experienced management team with strong integration track record:

- Chairman of the Board: William A. Owens
- Chief Executive Officer & President: Glen F. Post III
- Chief Financial Officer: R. Stewart Ewing Jr.
- Chief Operating Officer: Karen A. Puckett
- President of Business Markets Group: Christopher K. Ancell
- Board Members: 4 members from the current Qwest Board, including Edward A. Mueller, Qwest's Chairman and Chief Executive Officer to be added to CenturyLink Board

Customer Benefits

1. **Increased Capabilities:** Robust, national fiber network positions company for greater customer reach, more diverse and customized product offerings; creates a stronger data/voice and long-haul competitor
2. **Expanded and Enhanced Consumer Offerings:** Likelihood of faster, extended broadband deployment enabling video via IPTV and increased prominence in enterprise and government broadband markets
3. **Customer Focus:** Creates a local go-to-market focus bringing decisions closer to the needs of local customers and communities
4. **Financial Strength and Flexibility:** Sound capital structure will support ability to take advantage of new opportunities, while continuing to invest in core business

In Summary: Transaction = Win for Customers

This transaction is a win for customers, communities, and government:

- Better positioned to make investments that benefit customers in the form of broadband expansion and services, IPTV, and other innovative products
- The communities we serve will benefit as our innovative services spur economic development
- Businesses, government, healthcare and educational institutions will greatly benefit from the coast-to-coast reach of the new company's telecom infrastructure

This transaction is a pure and simple stock-for-stock exchange

This transaction requires no additional debt and there are no financing or refinancing conditions:

- The financial benefits flowing from the combined strength of the two companies enhances our ability to serve customers, communities, and government