

**Proposal To Not Reduce Certain Benefits
For A Limited Group Of Legacy Qwest Retirees For the Period
April 1, 2012 To March 31, 2017**

CenturyLink, Inc. and the Association of U S WEST Retirees (AUSWR) are pleased to announce that they have partnered on a proposal under which the Company will amend the CenturyLink Retiree and Inactive Health Plan and the CenturyLink Life Insurance Plan documents with respect to certain benefits provided to Legacy Qwest Post-1990 Management Retirees. Under the proposal, the Plan documents will be amended to provide that for the period April 1, 2012 to March 31, 2017, no changes will be made to:

- (1) the Company's 2012 subsidy, known as the "Cap" on Company contributions toward the cost of retiree health care for Legacy Qwest Post-1990 Management Retirees under the Company's Retiree Health Plan, as set forth below, or
- (2) the \$10,000 life insurance benefit currently available under the Company's Life Insurance Plan.

The Chart below sets forth the amount of the Company's proposed subsidy towards the cost of health care coverage for eligible Legacy Qwest Post-1990 Management Retirees (as this term is defined by the Plans) for the period April 1, 2012 to March 31, 2017:

2012: Legacy Qwest Post-1990 Management Retiree Company Health Care Caps
(Dollar Amounts are "Rounded")

	<u>Medical</u>	<u>Dental</u>
Eligible Non-Medicare Retiree	\$390/mo	\$20/mo
Eligible Non-Medicare Spouse	\$390/mo	\$20/mo
Eligible Medicare Retiree	\$145/mo	\$20/mo
Eligible Medicare Spouse	\$145/mo	\$20/mo
Eligible Child(ren)	\$275/mo	\$15/mo

The Company has maintained this Cap, or subsidy level, since 2007 for Legacy Qwest Post-1990 Management Retirees and the Plan amendments will provide that this Cap shall be maintained for another 5 years. The Company will retain its rights to make changes to plan design and other benefits under the Retiree Health Plan and the Life Insurance Plan during this period, which expires on March 31, 2017. These Plan amendments will not apply to any other retiree populations. All costs in 2012 and future years that exceed the Company's Cap, will be the obligation of the current and future Legacy Qwest Post-1990 Management Retirees.

The Company and AUSWR are pleased with this proposal and believe that Legacy Qwest Post-1990 Management Retirees also will be pleased and will appreciate the Company's efforts to provide some stability in a climate of increasing changes to health care.

THE FAQs FOR AUSWR AND THE SERVICE CENTER:

Proposal To Not Reduce Certain Benefits

For A Limited Group Of Legacy Qwest Retirees From April 1, 2012 To March 31, 2017

1. Q. What does the Outline of Proposed Benefit Plan Changes Mean?

A. It means that CenturyLink intends to amend the CenturyLink Retiree and Inactive Health Plan and CenturyLink Life Insurance Plan (the "Plans") to provide that for the 5 year period from April 1, 2012 to March 31, 2017, the Company will make no changes to the following benefits provided to Legacy Qwest Post-1990 Management Retirees (as this term is defined in the Plans): (1) the Company's subsidy or "Cap" on its contributions, as set forth below under the Retiree Health Plan, or (2) the \$10,000 life insurance benefit currently available under the Life Insurance Plan. The Cap is the amount of subsidy or money the Company contributes towards the premium cost of a Legacy Qwest Post-1990 Management Retiree's health care coverage; the balance of the premium cost of the health care above the Cap is paid for entirely by the Legacy Qwest Post-1990 Management Retiree. The Chart below shows the amount of the Company subsidy under this proposal for a Legacy Qwest Post-1990 Management Retiree's health care premium for the period April 1, 2012 to March 31, 2017:

2012: Legacy Qwest Post-1990 Management Retiree Company Health Care Caps
(Dollar Amounts are "Rounded")

	<u>Medical</u>	<u>Dental</u>
Eligible Non-Medicare Retiree	\$390/mo	\$20/mo
Eligible Non-Medicare Spouse	\$390/mo	\$20/mo
Eligible Medicare Retiree	\$145/mo	\$20/mo
Eligible Medicare Spouse	\$145/mo	\$20/mo
Eligible Child(ren)	\$275/mo	\$15/mo

These Plan amendments will not apply to any other retiree populations. All costs in 2012 and future years that exceed the Company's Cap, will be the obligation of the current and future Legacy Qwest Post-1990 Management Retirees.

2. Q. What happens after 5 years?

A. The 5-year period will expire on March 31, 2017. After that date, the Company may amend, change, or eliminate: (1) the Cap, which is the amount it contributes towards the premium cost of a Legacy Qwest Post-1990 Management Retiree's health care coverage, and (2) the \$10,000 life insurance benefit for Legacy Qwest Post-1990 Management Retirees.

3. Q. Will the amended Plan documents allow the Company to make any changes to the CenturyLink Retiree and Inactive Health Plan and/or the CenturyLink Life Insurance Plan during these 5 years?

A. Yes, those documents will continue to allow the Company to change carriers, administrators, health benefits and co-pays and deductibles, coinsurances, etc. during the 5-year period. However, they will not allow changes during that period to (1) the Cap (the amount it contributes towards the premium cost of a Legacy Qwest Post-

1990 Management Retiree's health care coverage), or (2) the \$10,000 life insurance benefit for Legacy Qwest Post-1990 Management Retirees.

4. Q. I am a Legacy Qwest Post-1990 Occupational Retiree. Does this proposal apply to me?

A. No, it does not. It applies only to Legacy Qwest Post-1990 Management Retirees. The Company is required to negotiate with the legacy Qwest Unions for the benefits the Company provides during the term of the Collective Bargaining Agreements to its Union-represented employees who retire during the term of the Collective Bargaining Agreements. While the Company does not negotiate with the Unions for retirees, the Company negotiates the Cap, which is the amount of premium subsidy it provides to occupational employees who retire during the term of the Collective Bargaining Agreements and who become Legacy Qwest Post-1990 Occupational Retirees.

5. Q. Will Legacy Qwest management employees (non-represented) who are eligible to retire as Legacy Qwest Post-1990 Management Retirees (as defined by the Plans) after 4/1/2012 also be covered under the proposed Cap and \$10,000 Life insurance benefits freeze?

A. Yes, if a Legacy Qwest employee retires from the Company after April 1, 2012 but before March 31, 2017, and he or she is eligible for retiree coverage as a Legacy Qwest Post-1990 Management Retiree (as defined by the Plans), such retired employee would be eligible to participate in the frozen Cap and \$10,000 life insurance benefit until the expiration date on March 31, 2017. These Plan amendments will not apply to any other retiree populations. All costs in 2012 and future years that exceed the Company's Cap, will be the obligation of the current and future Legacy Qwest Post-1990 Management Retirees. Legacy Qwest Post-1990 Management Retirees electing coverage under the Plan will pay all costs of coverage that are greater than the Cap.

6. Q. Will the "Cap" freeze under the Retiree Health Plan apply to the eligible spouses and dependents of Legacy Qwest Post-1990 Management Retirees?

A. The Company's Cap on the amount of premium subsidy it provides on behalf of eligible spouses and dependents of Legacy Qwest Post-1990 Management Retirees will be frozen for the 5-year period as represented on the Chart in Answer 1 above. However, please note that to be eligible, the spouse and dependents had to be validated to the Plan Administrator on a timely basis in the 2012 Annual Enrollment. All costs in 2012 and future years that exceed the Company's Cap, will be the obligation of the current and future Legacy Qwest Post-1990 Management Retirees. Legacy Qwest Post-1990 Management Retirees, their spouses and eligible dependents electing coverage under the Plan will pay all costs of coverage that are greater than the Cap.

7. Q. Who is eligible to be a Legacy Qwest Post-1990 Management Retiree?

A. A Legacy Qwest Post-1990 Management Retiree is a Retired Employee who retires on or after January 1, 1991 and who is a former non-represented employee with the following age and service combinations:

<i>Retirement Age</i>	<i>Term of Employment</i>
Any Age	at least 30 years
50-54	at least 25 years
55-59	at least 20 years
60-64	at least 15 years
65 and older	at least 10 years

A Legacy Qwest Post-1990 Management Retiree also includes a Retired Employee who is a "Protected Employee" or "Protected Participant," which is a non-represented employee who satisfies all of the conditions of either (i), (ii) or (iii) below:

- (i) (A) was employed as an active Employee and was a Participant in the Health Plan on December 31, 2000, and
 (B) had 20 years of Term of Employment as of December 31, 2000,
- and
- (C) has been continuously employed from January 1, 2001 until he/she satisfies the conditions for a service pension as set forth in subparagraphs (1)-(5) in Section 5B.1(a) of the Qwest Pension Plan (the "modified Rule of 75") and retires;
- or
- (ii) (A) was employed as an active Employee and was a Participant on December 31, 2000, and
 (B) satisfied the conditions for a service pension under the modified Rule of 75 on or before December 31, 2003 *or*, if the Participant became Disabled (as defined by the Qwest Disability Plan) prior to December 31, 2003, such Participant would have been service pension eligible under the modified Rule of 75 on or before December 31, 2003 but for the Disability if such Participant had not become Disabled;
- or
- (iii) (A) had 20 years of Term of Employment by December 31, 2000,
 (B) was an active Employee and was a Participant on December 31, 2000,
- and
- (C) terminated employment with the Company and was rehired prior to December 31, 2003 and was employed by the Company on January 1, 2004. Such Employee must remain continuously employed and a Participant in the Plan until satisfying the modified Rule of 75 in order to remain a Protected Participant.

An Employee who was employed by a Portability Company (as defined in the Qwest Pension Plan) on December 31, 2000 is not a Protected Participant.