



CenturyLink Human Resources
805 Broadway Street, 8th Floor,
Vancouver, WA 98660

Marina Pearson
Vice President, Human Resources
Compensation & Benefits

January 13, 2012

BY OVERNIGHT MAIL

Curtis L. Kennedy, Esq.
8405 E. Princeton Avenue
Denver, CO 80237-1741

**Re: Qwest Pension Plan (the "Plan")
Response to ERISA Document Disclosure Request**

Dear Mr. Kennedy:

This letter is in response to your correspondence dated December 15, 2011, to the Plan Administrator of the Qwest Pension Plan, (the "Plan"), the CenturyLink Employee Benefits Committee, and to my attention. For your information, the Plan continues to be sponsored by Qwest Communications International Inc. which is a wholly-owned and direct subsidiary of CenturyLink, Inc. (the "Company").

You requested, on behalf of Plan retirees, Nelson Phelps, Mimi Hull and Hazel Floyd, participants in the Plan, to receive documents that have been created or updated since your last document request, which the Company responded to you by letter dated November 19, 2010, when Plan documents were provided to you pursuant to Section 104(b)(4) of the Employee Retirement Income Security Act of 1974, as amended, and the regulations promulgated thereunder ("ERISA"). You specifically advised us to send you only documents since the November 19, 2010 response and not to send you any documents that were included in that prior response.

Document Requests. As you know, ERISA defines what information is shared with Plan participants. While not entitled under ERISA to certain of the requested information, the Plan Administrator, on behalf of the Company in its settlor capacity, has decided, as a gesture of good faith, to provide certain of the information requested. Please be advised that notwithstanding this decision, the Plan Administrator and the Company each do so without any intent of waiving or diminishing any of their respective reserved rights and entitlements as Plan fiduciary and Plan sponsor.

Copy charge. As you know, there is a charge of ten cents (.10) per page for each of the documents copied and provided, and, as with previous Section 104(b)(4) disclosures made on behalf of your clients, an invoice is included with this letter and is due and payable within thirty (30) days.

Accordingly, copies of the relevant documents listed below (redacted as noted), if there are any, are provided in response to each of your thirteen (13) requests. As specifically requested in your letter, the Company encloses documents that have not been previously provided to you.

1. Copies of all Qwest Pension Plan amendments, resolutions, delegations of authority and actions since November 19, 2010 by the Plan sponsor's Board of Directors, the Plan Design Committee, the Employee Benefits Committee ("EBC") and Plan Administrator concerning the terms and administration of the Plan and the trust, including Committee resolutions, Committee minutes, appendices, and any other document under which the Plan is established and operated.

- a. Plan Amendments and Plan Design Committee Resolutions:
 - i. Plan Amendment 2010-1 and Plan Design Committee (PDC) Resolutions dated December 16, 2010,
 - ii. Plan Amendment 2011-1 and PDC Resolutions dated April 1, 2011
 - iii. Plan Amendment 2011-2 and PDC Resolutions dated June 28, 2011
 - iv. Plan Amendment 2011-3, and PDC Resolutions dated Dec. 14, 2011
- b. Enclosed is a copy of each of the following responsive EBC minutes and resolutions, redacted:
 - i. Qwest Employee Benefits Committee November 16, 2010, redacted
 - ii. Qwest Employee Benefits Committee January 18, 2011, redacted
 - iii. CenturyLink Retirement Committee June 24, 2011, redacted
 - iv. CenturyLink Retirement Committee October 25, 2011, redacted
 - v. Resolution of the Qwest Plan Design Committee: Acceptance of Resignation and the Ratification of Remaining Existing Members, February 15, 2011
 - vi. Resolution of CenturyLink Employee Benefits Committee: Acceptance of Resignations from CenturyLink Retirement Committee, CenturyLink Pension Benefit Committee, CenturyLink Welfare Benefit Committee and the Appointment of Members to CenturyLink Employee Benefits Committee, December 9, 2011
 - vii. Resolution of CenturyLink Employee Benefits Committee Delegation of Authority to Administer Plans Daily, Periodically Seek and Select Vendors, Third Party Administrators and Insurers, December 21, 2011
 - viii. Resolution of CenturyLink Employee Benefits Committee Delegation of Authority to Review Claims: CenturyLink Retirement Pension Plan, Madison River Communications Corp. Pension Plan, Embarq Retirement Pension Plan, Qwest Pension Plan and the Company-Sponsored Non-qualified Plans, December 21, 2011
 - ix. Resolution of CenturyLink Employee Benefits Committee Delegation of Authority to Make and Direct Payments from Plans and Trusts, December 21, 2011

- x. CenturyLink Employee Benefits Committee Letter of Direction to Transfer Funds Sufficient for Pension Benefit Payments for Participants to Lyle Hippen, VP, Assistant Controller, December 20, 2011
- c. Enclosed are copies of the following responsive Plan Design Committee documents, redacted:
 - i. Qwest Communications Int. Inc. (QCII) Plan Design Committee Meeting Minutes of December 16, 2010
 - ii. QCII Plan Design Committee Meeting Minutes of February 10, 2011
 - iii. Resolutions of QCII Plan Design Committee Acceptance of Resignation and Ratification of Remaining Existing Members February 15, 2011
 - iv. QCII Plan Design Committee Meeting Minutes of March 30, 2011
 - v. Plan Design Committee Meeting Minutes of December 14, 2011
 - vi. Resolution of CenturyLink Plan Design Committee: Acceptance of Resignations from CenturyLink Retirement Committee, CenturyLink Pension Benefit Committee, CenturyLink Welfare Benefit Committee and the Appointment of Members to CenturyLink Plan Committee, December 12, 2011
- d. i. CenturyLink, Inc. Secretary's Certificate Dissolution of CenturyLink Retirement Committee, CenturyLink Pension Benefit Administrative Committee and the CenturyLink Welfare Benefits Committee, Establishment of CenturyLink Plan Design Committee, Establishment of the CenturyLink Employee Benefits Committee and Appointment of CenturyLink Investment Management as Investment Fiduciary November 17, 2011
 - ii. Unanimous Written Consent: Resolution of the Board of Directors of Qwest Communications International Inc. Delegation of Settler Authority to CenturyLink Plan Design Committee; Delegation of Fiduciary Responsibility to CenturyLink Employee Benefits Committee and Appointment of CenturyLink Investment Management as Investment Fiduciary, December 13, 2011.
- e. Enclosed are copies of the Summaries of Material Modification of the Qwest Pension Plan, 2011 Plan Year, distributed December 2011.

2. Copies of the current Summary Annual Report for the Plan and the 2010 Form 5500 report, and all schedules (including schedule of investments, accounting report), all exhibits and all attachments thereto, as filed during year 2011 with the Internal Revenue Service and Department of Labor.

Enclosed is a copy of the timely filed 2011 Annual Return/Report of the Employee Benefit Plan, Form 5500 for the Qwest Pension Plan. It is provided with Financial Statements and Supplemental Schedules, except Schedule 8955-SSA, which is not due until January 17, 2012 and will not be furnished in order to protect individual participants' privacy. Summary Annual Reports are no longer required to be filed by the

Pension Plan. This reporting and disclosure obligation is now satisfied by the "Annual Funding Notice for Qwest Pension Plan" which was timely distributed in April 2011.

3. Copies of the last report the Qwest Pension Plan (including schedules, accounting report) exhibits and attachments thereto submitted to the Pension Benefit Guaranty Corporation. Also include receipts for estimated filing with premium payments since November 19, 2010.

As indicated to you in prior correspondence, documents submitted to the PBGC are beyond the scope of required disclosure under Section 104(b)(4). However, as a courtesy, copies of the "Receipt for Estimated Flat-rate Premium Filing" and "Receipt for Comprehensive Premium Filing" with Premium Payment (if any) for 2011, dated respectively February 17, 2011, October 6, 2011, and an amended 2010 filing, dated October 6, 2011 are enclosed (Ref. Nos. 2970865, 3315979 and 3315052).

4. Copies of the IRS response to the request for a determination letter from the federal agency with respect to the Plan as Amended and Restated Effective January 1, 2008.

We believe this request to be overbroad and beyond the scope of required disclosure under Section 104(b)(4). However, we advise that to date, no final response has been received.

5. All service provider agreements in effect and/or created since November 19, 2010 under which service providers, including claims administrators, lawyers and law firms provide administrative and legal services for the Plan.

As you indicate, we previously have provided responsive documents. We hereby incorporate all of our prior responses, but without enclosing copies of documents previously sent to you. These documents are regarded by the Company and the Service Provider to be confidential and proprietary, and therefore, this is subject to the Interim Confidentiality Agreement agreed to by the EBC and you, dated Sept. 14, 2006. They are not to be disclosed, posted or provided in any manner that would violate the confidentiality of the documents and the relationship between the parties. Without waiving any rights or privileges, the following documents are provided (each redacted as noted thereon):

- a. Procurement Amendment No. PRA5462.2 to Agreement No. PRA5462.0 between Qwest Corporation and Towers Watson Delaware Inc., July 1, 2011; Schedule No. PRA 5462.SS3 to Agreement No. PRA 5462.0; Attachment A – Statement of Work for CenturyLink Defined Benefit Administration Services Restated June 27, 2011; Attachment B - Fee Schedule

6. All documents, not previously provided, setting forth the Plan's amendment procedure, the Plan's adoption procedure for amendments, and other documents for compliance with ERISA Section 401(b)(3), 29 U.S.C. § 1102(b)(3).

As explained several times in prior responses, the Plan document dated January 1, 2008, which you were previously provided, sets forth the Plan's amendment and adoption procedure.

7. All other documents created since November 19, 2010 to the date of this response under which the Qwest Pension Plan is established and operated within the meaning of ERISA Section 104(b)(4), including asset allocation policy(s), asset allocation guideline(s), investment policy(s), investment guideline(s) funding policy(s), proxy voting policies, by-laws and rules of procedure for the Plan administrator.

As you know, not all of the documents requested are required to be provided. As per prior disclosures of this nature, these documents are regarded by the Company and Qwest Asset Management- which has been renamed the "CenturyLink Investment Management Company" and is known as "CIM," as proprietary and, therefore, subject to the Interim Confidentiality Agreement agreed to by the Employee Benefits Committee, and you dated September 14, 2006. They are not to be disclosed, posted or provided in any manner that would violate the confidentiality of the documents and the relationship between the parties. With this understanding, enclosed are copies of the following responsive investment management documents:

- a. Artisan Partners Limited Partnership- IMA and Guidelines; January 2012
- b. Bridgewater Associates - Amended IMA; January 2012
- c. Capital Guardian EMD - Amended IMA; January 2012
- d. Capital Guardian Non-U.S. Equity - Amended IMA; January 2012
- e. Cardinal Capital Management - IMA and Guidelines; January 2012
- f. FX Concepts LLC - Amended IMA; January 2012
- g. GoldenTree Asset Management Limited Partnership - IMA and Guidelines; August 2011; First Amendment November 2011; Second Amendment January 2012
- h. Jennison Associates LLC - Amended IMA; January 2012
- i. JP Morgan Inc.- Amended IMA; January 2012
- j. Kennedy Capital Management Inc. - IMA and Guidelines; January 2012
- k. Neuberger Berman LLC- IMA and Guidelines; January 2012
- l. NISA Investment Advisors LLC - Amended IMA; January 2012
- m. Oaktree Capital Management LP - Amended IMA; January 2012
- n. Pacific Investment Management Company LLC - IMA and Guidelines; January 2012
- o. Prudential Investment Management Inc. - Amended IMA; January 2012
- p. Quantitative Management Associates LLC - Amended IMA; January 2012
- q. Riverbridge Partners llc - IMA and Guidelines; January 2012
- r. Systematic Financial Management LP - IMA and Guidelines; January 2012
- s. Thornburg Investment Management LLC - IMA and Guidelines; January 2012
- t. TimeSquare Capital Management - IMA and Guidelines; January 2012
- u. Tradewinds Global Investors - IMA and Guidelines; January 2012
- v. William Blair & Company - IMA and Guidelines; January 2012

8. All collective bargaining agreements and letter agreements entered into since November 19, 2010 between the Plan sponsor and unions concerning the terms and conditions, benefits and coverage under the Qwest Pension Plan.

Enclosed is a copy of Letter of Agreement dated December 13, 2010 regarding the "CenturyLink National Self Nomination Transfer Plan" and a copy of the Plan is enclosed.

9. Document listing and disclosing the name, title, business address, business telephone number, business fax number, business email address of the person(s) currently designated as Plan administrator for the Qwest Pension Plan. This request includes identifying and providing the same information for each member of the Qwest Employee Benefits Committee acting as plan administrator for the Qwest Pension Plan.

The CenturyLink Employee Benefits Committee is the Plan Administrator for the Plan. Your request seeks a document that provides specific listed information regarding members of the Employee Benefits Committee. Such a document does not exist and would not be subject to ERISA Section 104(b)(4) even if it did exist. However, the following information is provided:

The current members of the CenturyLink Employee Benefits Committee are:

Marina Pearson, Chairperson
Frances Brown, member
Jeff Bush, member
Christy Gray, member
Joyce Joransen, member
Brian Stading, member

All can be contacted by writing to:

CenturyLink Employee Benefits Committee
CenturyLink, Inc.
805 Broadway Street, 8th Floor,
Vancouver, WA 98660

10. A copy of the current trust agreement and document listing the and disclosing the name, address, telephone number, fax number, email address of each person(s) designated to serve as Trustee of the Qwest Pension Plan. This request includes identifying the person or persons at Mellon Trust of New England, or any successor under the Trust Agreement, with responsibilities for carrying out the duties of the Trustee.

Effective January 3, 2011, the successor trustee for the Qwest Pension Plan is The Northern Trust Company ("Northern Trust"). Enclosed is a copy of the current trust agreement.

Additionally, the following information is provided:

Attn: Martin Mulcrone, Vice President
The Northern Trust Company
50 South LaSalle Street
Chicago, IL 60603

11. Document listing and disclosing the name, address, telephone number, fax number, email address of each person(s) designated as a member of the Qwest Asset Management Company, or its successor, with responsibilities for operating the Qwest Pension Plan as set forth in the Plan at Section 8.8(b).

Qwest Asset Management which has been renamed the "CenturyLink Investment Management Company" and is known as "CIM," Additionally, the following information is provided:

Kathleen M. Lutito, President
CenturyLink Investment Management Company
1801 California Street, 38th Floor
Denver CO 80202

12. From past communications with Plan administrators, plan participants understand the Plan made a claim with the federal court appointed Receiver in charge of claims with respect to fraud involving WG Trading/Westridge Capital. Plan participants understand that since their last formal written request, the Receiver made an accounting and payment to the Plan with respect to losses and the claim submitted by the Plan and Plan administrators. Accordingly, Plan participants request a copy of the final report with documents showing the Plan's receipt of the Receiver's payment on the claim submitted.

As of December 31, 2008, the Plan had investments managed by Westridge Capital Management ("Westridge") that represented approximately 1.4% of total Plan assets. The Plan was informed during the first quarter of 2009 that the Securities and Exchange Commission ("SEC") and the Commodity Futures Trading Commission ("CFTC") filed a civil complaint against Westridge and others alleging that investor funds had been misappropriated. Criminal securities fraud charges have been filed against some of the principals as well. At the request of the SEC and CFTC, the court issued orders to freeze the assets held by Westridge and affiliated persons and appointed a Receiver who has taken control of Westridge and affiliated entities. An appearance was filed by outside counsel in the SEC/CFTC litigation in order to pursue recovery of the Plan's funds that were being managed by Westridge at the time of the court-ordered asset freeze. In January 2011, the Receiver proposed a plan to distribute the assets of Westridge and affiliated entities. On March 21, 2011, the Court approved the Receiver's plan. Pursuant to that Court-approved distribution plan, the Plan received \$6,407,325.94 on or about April 21, 2011. A number of other Westridge investors have appealed the Receiver's distribution plan. The Plan's ability to recoup additional funds managed by Westridge remains uncertain and subject to court proceedings. Therefore, the value of the Plan's investment in Westridge has been adjusted in the Plan's financial statements. The litigation is ongoing. A copy of the Court Order is enclosed for your convenience.

13. The Plan Participants ask for voluntary disclosure of the latest funding status report provided to the Company and Plan Administrator by service providers including Towers Watson and actuaries reflecting the funding status of the Qwest Pension Plan since the end of year 2010 to the date of this response. Accordingly, they request the most current

available information about: Total market value of Plan assets; Projected benefit obligation (PBO); PBO funded ration; and PBO funded status.

Funding status reports, to the extent any such documents are created, are not instruments under which the Plan is maintained or operated, and the Company believes that such reports are beyond the scope of disclosure required under Section 104(b)(4). The Company respectfully declines to provide this data voluntarily to the extent that such documents are created and exist. Enclosed is the "Annual Funding Notice for Qwest Pension Plan, April 29, 2011" which was timely distributed to participants in April 2011.

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The Company and the Plan Administrator provide you with this information and these documents without waiver or limitation of their respective rights. We trust this is responsive to your request. However, we also reserve the right to supplement this response if it is determined that a document was omitted.

Sincerely,



Marina Pearson
Vice President, Compensation & Benefits

Enclosures – Invoice and documents listed herein