

WILMERHALE

November 1, 2010

FILED/ACCEPTED

Samir C. Jain

BY HAND

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Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Federal Communications Commission
Office of the Secretary

Re: *Applications Filed by Qwest Communications International Inc. and CenturyTel, Inc.,
d/b/a CenturyLink, for Assignment or Transfer of Control (WC Docket No. 10-110)*

Dear Ms. Dortch:

Qwest Communications International Inc. ("Qwest") hereby submits its responses to the Commission's October 18, 2010 Initial Information and Document Request ("Request").¹ Much of the information, data, and documents requested by the Commission contain material that is highly confidential and the release of which would harm Qwest's businesses. Where appropriate, therefore, Qwest is providing such materials on a Confidential or Highly Confidential basis pursuant to the May 28, 2010 Protective Order² and the October 29, 2010 Second Protective Order³ in this proceeding and consistent with the instructions contained in those Protective Orders. Qwest requests the return of all confidential materials at the conclusion of this proceeding.

Consistent with Applicants' October 22, 2010, conversation with Staff, rather than attempting to redact portions of documents, Qwest has classified each document as Public, Confidential, or Highly Confidential. Accordingly, the Submission is comprised of three CDs containing Public, Confidential, and Highly Confidential documents, respectively, responding to the Commission's document requests. In addition, the Submission contains a hard copy of Qwest's Highly Confidential narrative responses to the Commission's information requests, as well as a Highly Confidential hard copy of the master index of the contents of the CDs. Finally, Qwest is

¹ Letter from Sharon Gillett to Tom Gerke and R. Steven Davis, WC Docket No. 10-110 (Oct. 18, 2010). Qwest and CenturyLink are filing under separate cover a joint response to specification 4 in the Request.

² *Qwest Communications International Inc. and CenturyTel, Inc., d/b/a CenturyLink, Application for Transfer of Control Under Section 214 of the Communications Act, as Amended*, WC Docket No. 10-110, Protective Order, DA 10-994 (rel. May 28, 2010).

³ *Applications filed by Qwest Communications International, Inc. and CenturyTel, Inc., d/b/a CenturyLink for Consent to Transfer Control*, WC Docket No. 10-110, Protective Order, DA 10-2093 (rel. Oct. 29, 2010).

Wilmer Cutler Pickering Hale and Dorr LLP, 1875 Pennsylvania Avenue NW, Washington, DC 20006
Beijing Berlin Boston Brussels Frankfurt London Los Angeles New York Oxford Palo Alto Waltham Washington

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Ms. Marlene H. Dortch
November 1, 2010
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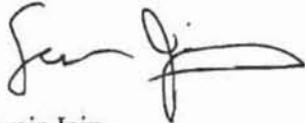
producing a hard copy public version of the master index listing the Public documents it is producing.

Pursuant to the Protective Orders, Qwest is submitting two copies of the CD containing Public documents for public inspection and the public master index to the Secretary's Office. Also pursuant to the Protective Orders, Qwest is submitting to the Secretary's Office under separate cover one copy of the complete Submission, comprised of the Public, Confidential, and Highly Confidential CDs, the Highly Confidential narrative responses, and the Highly Confidential master index. Finally, also pursuant to the Protective Orders, Qwest is providing two copies of the complete Submission, comprised of the Public, Confidential, and Highly Confidential CDs, the Highly Confidential narrative responses, and the Highly Confidential master index, to Gary Remondino in the Competition Policy Division of the Wireline Competition Bureau. The Highly Confidential and Confidential CDs have been encrypted. The password to the encrypted CDs is being provided in a sealed envelope.

Qwest will make the Confidential and Highly Confidential CDs, narrative response, and master index available to other parties pursuant to the terms of the Protective Orders.

A copy of this letter is being filed in the above-referenced docket.

Sincerely,

A handwritten signature in black ink, appearing to read "Samir Jain", with a long horizontal flourish extending to the right.

Samir Jain

Attachments

cc: Gary Remondino

Qwest Communications International Inc.

Response to October 18, 2010 Initial Information and Document Request

| File Name (beginning document control number) | Confidentiality Designation | Specification Number | Custodian | Date | Document Title/Description |
|---|-----------------------------|----------------------|------------------|----------------|--|
| QWEST-FCC-P000001 | P | 10(b)(ii) | Oravez, Kathleen | 4/16/10 | Draft VP Call- Project Crystal Document |
| QWEST-FCC-P000004 | P | 12 | Aesquivel, Dana | 4/29/10 | CenturyLink / Qwest Merger Overview Presentation |
| QWEST-FCC-P000016 | P | 12 | Baer, Rich | 4/22/10 | Letter to Core Services Team from Rich Baer |
| QWEST-FCC-P000019 | P | 12 | Johnson, Erik | 7/16/2010 | CenturyTel Inc. S-4/A |
| QWEST-FCC-P000304 | P | 12 | Lentz, Bruce | 4/22/10 | A Message from Bob Tregemba Letter |
| QWEST-FCC-P000306 | P | 12 | Lentz, Bruce | 4/22/10 | A Message from Chris Ancell Letter |
| QWEST-FCC-P000308 | P | 12 | Lentz, Bruce | April 22, 2010 | A Message from Dan Yost Letter |
| QWEST-FCC-P000310 | P | 12 | Lentz, Bruce | 4/22/10 | A Message from Girish Varma Letter |
| QWEST-FCC-P000312 | P | 12 | Lentz, Bruce | 4/22/10 | A Message from Joe Euteneuer Letter |

Qwest Communications International Inc.

Response to October 18, 2010 Initial Information and Document Request

| File Name (beginning document control number) | Confidentiality Designation | Specification Number | Custodian | Date | Document Title/Description |
|---|-----------------------------|----------------------|------------------|---------|--|
| QWEST-FCC-P000331 | P | 12 | Sweers, Nicholas | 4/21/10 | Qwest All-Employee Call Talking Points Document |
| QWEST-FCC-P000334 | P | 12 | Sweers, Nicholas | 4/21/10 | Talking Points for Enterprise and Field Sales Document |
| QWEST-FCC-P000335 | P | 12 | Sweers, Nicholas | 4/21/10 | Qwest Business Customer Letter |
| QWEST-FCC-P000336 | P | 12 | Sweers, Nicholas | 4/1/10 | Qwest Business-Wholesale Letter |
| QWEST-FCC-P000337 | P | 12 | Taylor, Teresa | 4/22/10 | COE General Session Remarks Document |

DOCKET NO. 10-110

DOCUMENT OFF-LINE

This page has been substituted for one of the following:

- o This document is confidential (NOT FOR PUBLIC INSPECTION)
- o An oversize page or document (such as a map) which was too large to be scanned into the ECFS system.
- o Microfilm, microform, certain photographs or videotape.
- o Other materials which, for one reason or another, could not be scanned into the ECFS system.

The actual document, page(s) or materials may be reviewed (EXCLUDING CONFIDENTIAL DOCUMENTS) by contacting an Information Technician at the FCC Reference Information Centers) at 445 12th Street, SW, Washington, DC, Room CY-A257. Please note the applicable docket or rulemaking number, document type and any other relevant information about the document in order to ensure speedy retrieval by the Information Technician

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QWEST-FCC-P000001.PDF

1 VP Call – Project Crystal

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3 *Introduction*

- 4
- 5 • Good evening everyone, and thanks for joining us on this call on such short notice.
 - 6
 - 7 • I wanted to pull this team together in advance of an announcement that will be made tomorrow
 - 8 morning. I know many of you have already been disclosed, and in fact many of you have done a
 - 9 great deal of work that helped us get to the point where we are able to make this announcement
 - 10
 - 11 • [In confidence to the Quartz VP team ONLY – Not to be shared further] Tomorrow morning at 6
 - 12 a.m. Eastern Daylight Time, (4 a.m. Mountain Daylight Time) a news release will announce that
 - 13 today Quartz and Crystal will merge. Then at 7:30 Eastern (5:30 Mountain) we will have a joint
 - 14 call, hosted from New York, with financial analysts and investors to provide greater detail about the
 - 15 transaction and answer their questions.
 - 16
 - 17 • I've asked you to join me on this call to tell you more about our decision and what our combination
 - 18 means for your future and for Quartz as a company.
 - 19
 - 20 • As leaders of this business, you have a crucial role in carrying this information forward, helping
 - 21 employees, vendors and partners understand the news and keeping your teams focused and engaged.
 - 22
 - 23 • And as you go about communicating with your teams – I ask you to keep in mind that the tone
 - 24 you take is every bit as important as the information you share.
 - 25
 - 26 • Before I get into more details, I would like to thank all of you for your hard work and dedication to
 - 27 this company. Together we've successfully managed through industry and technology changes, as
 - 28 well as the recent economic challenges. You all are a large part of the reason why Quartz has been so
 - 29 successful
 - 30
 - 31 • While I understand today's announcement may create uncertainty for some, I am excited about what
 - 32 this transaction means for the future of our company
 - 33
 - 34 • Together, Quartz and Crystal will be the third-largest telecommunications company in the U. S.
 - 35 with a significant urban presence and rural U.S. footprint, connected by one of the fastest, high-
 - 36 capacity national networks, to offer a compelling choice for consumer, business and wholesale
 - 37 customers
 - 38
 - 39 • With that, let me outline some of the details of the transaction
 - 40

41 *Key Messages*

- 42
- 43 • The combination of Crystal and Quartz creates a leading national telecommunications company
 - 44
 - 45 • Local service territory grows from 14 to 37 states, connected by our national network.
 - 46
 - 47 • A more diverse revenue mix, increased scale and the ability to effectively reach more
 - 48 customers with more solutions
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- Crystal and Quartz's combined core and local networks will link urban and rural markets throughout the country, creating a significant network footprint and alternative for the delivery of next generation services.
 - [While the new company will be headquartered in Louisiana, Denver will remain a key operational presence for the combined company, housing Quartz Business Markets and other functions to be determined]
 - [Crystal remains committed to the Denver metro area as a strategic telecommunications market for its Western operations and for business operations across the country]
 - The combined company's senior leadership team and board of directors is expected to be comprised of individuals from both Quartz and Crystal
 - [[NAME] will be [non-executive] chairman of the board]
 - [NAME] will be chief executive officer
 - [NAME] will be chief financial officer
 - The combined company will be a compelling choice for consumer, business and wholesale customers through our increased deployment of innovative IP services to business, expanded broadband availability and speed to consumers, additional fiber-to-the-cell capabilities, and exciting new video choices.
 - This is a compelling combination for shareholders:
 - Quartz shareholders will receive X.XXXX Crystal shares for each share of Quartz common stock they own
 - Based on the closing stock price for Crystal on April XX, 2010, the consideration to be received by Quartz shareholders would be equivalent to \$XX.XX of Crystal stock for each Quartz share
 - The parties expect the transaction to be accretive to Crystal's free cash flow per share [and earnings per share] in 20XX, the first full year following the expected closing
 - Both companies are committed to a strong dividend policy [approximately 50 percent increase for Quartz shareholders]
 - Shareholders also will benefit from expected synergies of the combination, and the upside potential through ownership of Crystal stock.
 - The merger between Crystal and Quartz will form a company that is stronger financially and competitively, creating exciting opportunities for many employees of both companies.
 - As with any merger or acquisition, the transaction is expected to unlock synergies – including reduction of corporate overhead and elimination of duplicate functions.
 - The needs of the business will determine appropriate staffing levels. This is true now as well as after the transaction is complete.
 - But the intention is to keep much of the talent and experience to contribute to the long term success of the combined company
 - Finally, similar cultures
 - Leadership teams are focused on shareholder value, customer loyalty, and employee engagement
 - Talented employee groups are focused on perfecting the customer experience and enriching the lives of those in the communities we serve
 - Like Quartz, Crystal focused on innovation (e.g., IPTV, LTE) and while there will be some work groups and roles that will be consolidated, the combination also creates new opportunities for employees

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- Both companies are committed to serving communities through sponsorships, events, foundation grants, charitable giving and volunteerism

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106 *Next Steps*

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- The next step is to begin the process of gaining regulatory and shareholder approval for the transaction, which we expect to occur in the first half of 2011. [We are optimistic that we will gain all necessary approvals.]

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- In the meantime, the executive teams from Quartz and Crystal are hitting the road to talk to customers, investors and regulators.

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- We will also form an integration team made up of leaders from both companies. More to come on this in the upcoming weeks.

- We will update you on a regular basis on the progress of the transaction. There are two Websites you should plan to check regularly – there will be a prominent link on TheQ for employees to find information – that should be a key source for regular updates – and the website www.centurylinkwestmerger.com.com will include a lot of information about the merger and the two companies.

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- I have asked the executive team to schedule meetings with their respective departments. We expect these meetings to occur over the next several days and hope that they will address more of your questions.

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- Finally, I'd like to note that, until the transaction closes, Quartz and Crystal remain two separate companies and it will continue to be business as usual at Quartz.

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- You all have a history of staying focused on Perfecting the Customer Experience and working toward the company's financial success, and I have no doubt that you will continue to do so as we work toward completing this transaction. Thanks for all you do.

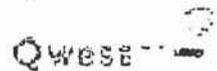
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CenturyLink / Qwest Merger Overview

Who is CenturyLink?

Qwest Communications Confidential Communication. Do not reproduce, distribute or disclose.

Qwest Communications International Inc.
HSR Filing Attachment 4 (c) - 3



CenturyLink Overview

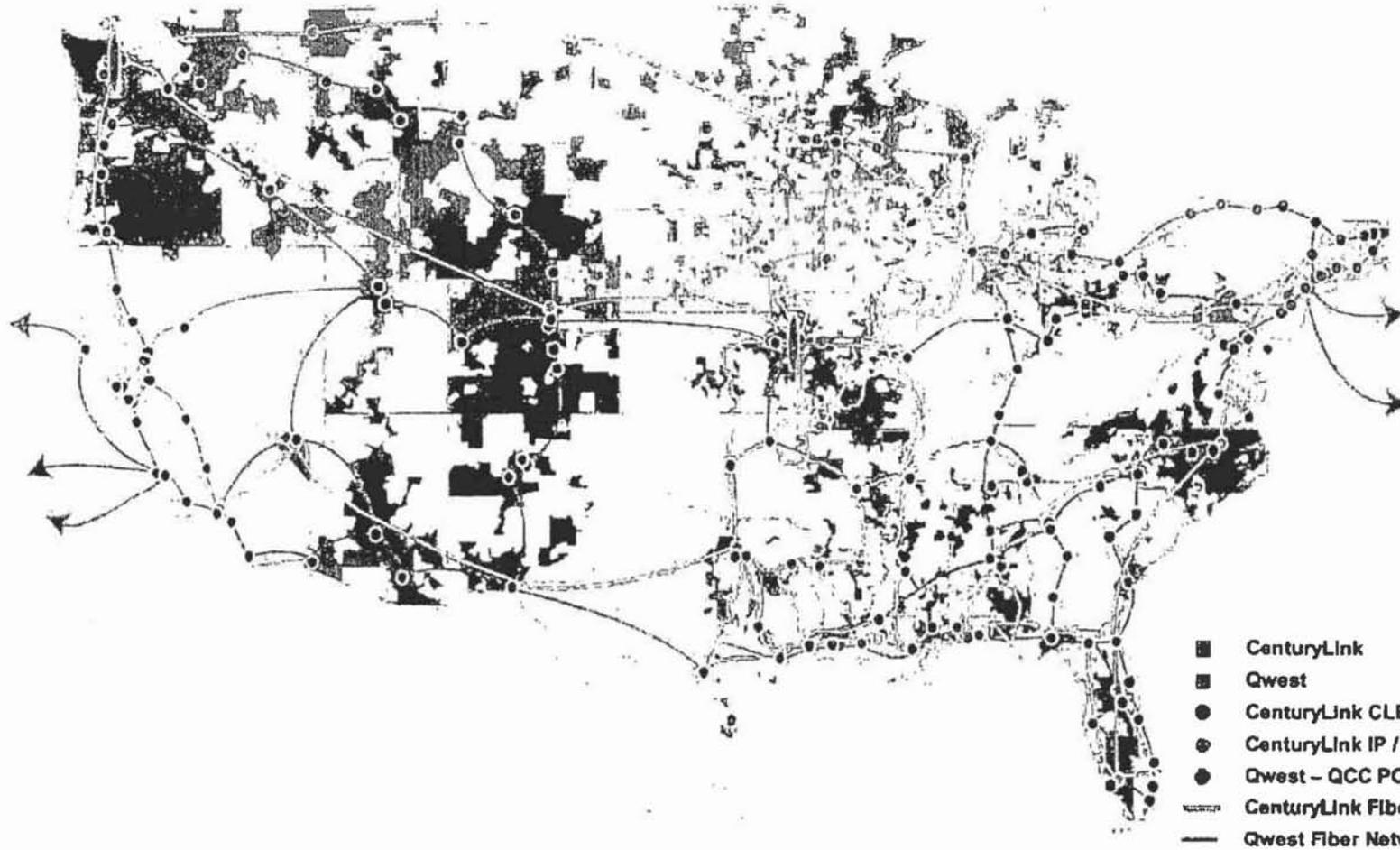
- Based out of Monroe, La., CenturyLink is a provider of voice, broadband and video in 33 states
- CenturyLink is the fourth largest local exchange telephone company in the U.S. with ~7.7 million access lines and more than 2 million broadband customers
- CenturyLink currently has about 20,000 employees
- Primary products are local access, high speed internet and digital TV through Dish. They do not have a wireless partner and are introducing IPTV in a few markets.

CenturyLink Overview

- Over the last 12 years CenturyLink has expanded through a series of acquisitions
- Since 1997 CenturyLink has managed acquisitions totaling 9.5 million access lines and 2.1 million broadband customers

-
- **1997 – Acquired Pacific Telecom, Inc: 600K access lines in 12 states. Doubled the size of CTL**
 - **1998 – Acquired 89K access lines from Ameritech in Wisconsin**
 - **2000 – Acquired 490K access lines from GTE in Arkansas, Missouri and Wisconsin**
 - **2002 – Acquired 650K access lines from Verizon in Alabama and Missouri**
 - **2003 & 2005 – Acquired fiber assets to enhance LightCore**
 - **2007 – Acquired Madison River Communications: 164K access lines in 4 states**
 - **2009 – Acquired EMBARQ; 7.5 million access lines, 2.1 million broadband customers, 450k video customers in 33 states. *Integration is still in progress***

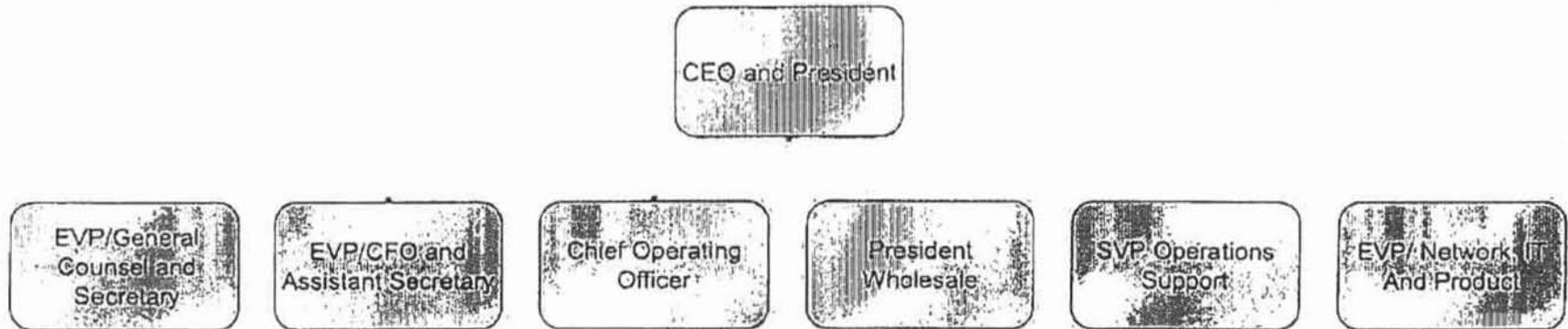
Network Map



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Qwest - 2

Leadership Team



Glen F. Post, III

Chief Executive Officer and President

Tom Gerke

Executive Vice Chairman

Karen Puckett

Chief Operating Officer

R. Stewart Ewing, Jr.

Executive Vice President, Chief Financial Officer and Assistant Secretary

William E. Cheek

President, Wholesale Operations

David D. Cole

Senior Vice President, Operations Support

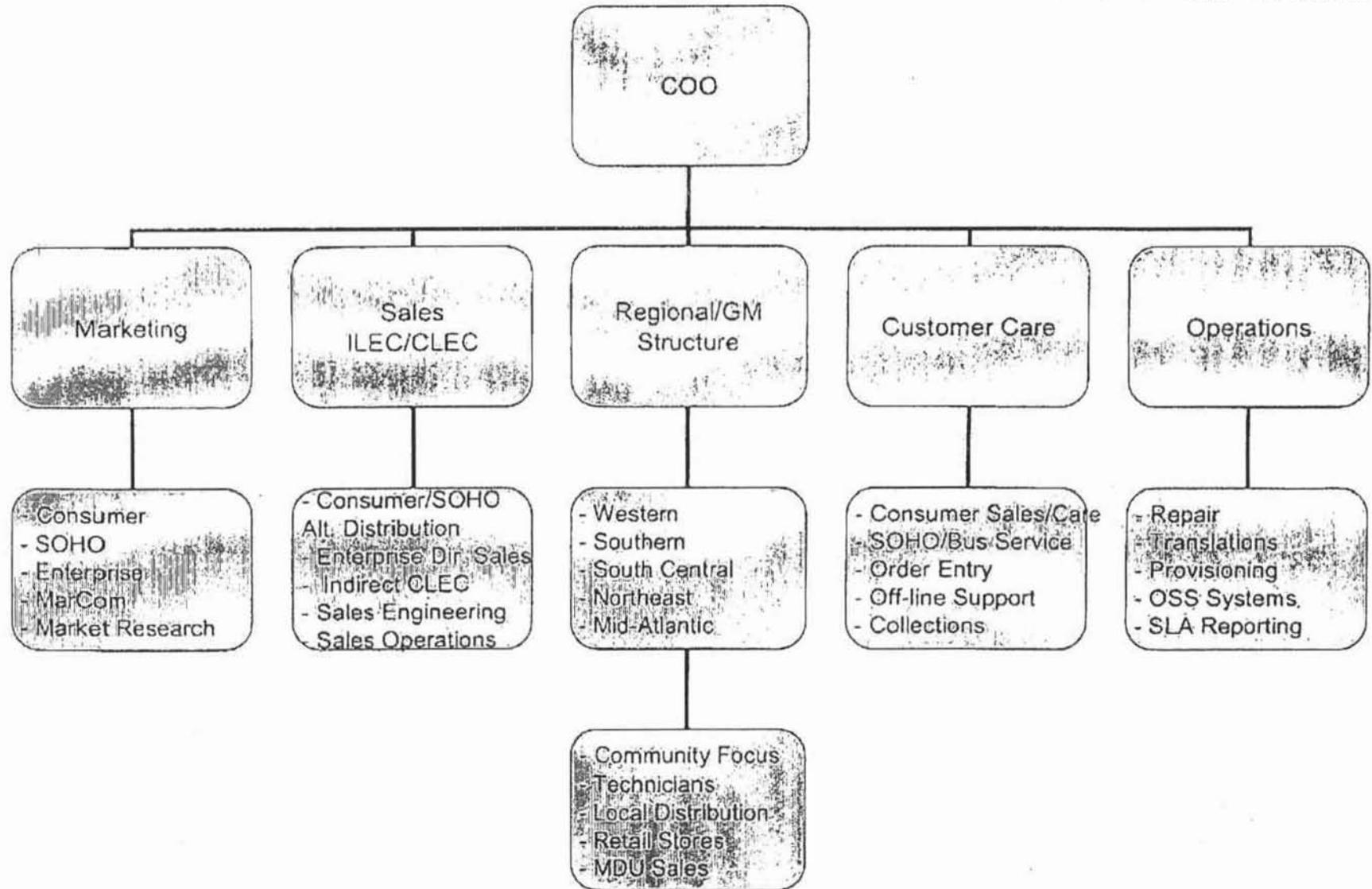
Stacey W. Goff

Executive Vice President, General Counsel and Secretary

Dennis G. Huber

Executive Vice President, Network and Information Technology

Ops Organizational Structure



CenturyLink Strategic Focus

- Successful completion of EMBARQ merger integration
- Laser focus on owning the broadband position
- Intensify customer/revenue growth and retention efforts
- Remain vigilant about cost controls
- Maintain strong balance sheet and investment grade credit rating
- Invest in and develop new products and related business initiatives (Fiber network expansion, IPTV, 700MHz spectrum and managed services)

Key Deal Notes

- CenturyLink will acquire all outstanding shares of Qwest in a tax free, stock-for-stock transaction
- Qwest shareholders will benefit from an immediate premium for their shares and an ~50% increase in the annual dividend
- Pro Forma ownership is 50.5% CenturyLink shareholders and 49.5% Qwest shareholders
- Combined we will offer one of the fastest, high-capacity national networks
- Combined will have a stronger nationwide product set and will provide local services across 37 states including 17 million access lines and 5 million broadband customers

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Qwest

- The combined company's sound capital structure and significant free cash flow generation are expected to support its ability to take advantage of opportunities that may arise, while continuing to invest in its business, reduce indebtedness and return substantial capital to shareholders
- The transaction is expected to close in the first half of 2011 – until then the companies will operate independently
- Both companies must continue to have strong performances in 2010 – so it is imperative that our employees stay focused on acquisition, retention and ARPU

CenturyLink / Qwest Merger Overview

What's next?

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Qwest

What to Expect Next

- The transaction is anticipated to close during the first half of 2011
- Until the transaction close it is critical that the two companies continue to operate as separate entities
- Qwest continued performance and focus on revenue, retention and ARPU is a must
- Integration planning teams will be established, more information on the timing will be available soon

Employee Impacts – Agreed Terms

- For 12 months after the close CenturyLink will maintain compensation and benefits substantially comparable to those pre-closing
- The 2010 management bonus plan is not changed
- Years of service will be recognized by CenturyLink under their benefit plans for purpose of eligibility, level of benefits and vesting
- Qwest MSP plan will be maintained for at least 12 months after the close, including a prorated bonus. MSP extends to employees offered lower cash compensation or a move more than 35 miles from current work place

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QWEST-FCC-P000016.PDF

April 22, 2010

Core Services 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 combined 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. As with any merger or acquisition, the reduction of corporate overhead and other costs is expected. While it is still too early to discuss specifics, we will be forming a joint integration team comprised of representatives from both companies to make recommendations as how to best organize the new company. I have spent a great deal of time with CenturyLink's senior management team over the past month and can confidently say that they are very talented and, more importantly, good people.

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 have any questions in the meantime, please feel free to let me know and I will do my best to address them.

As we move forward, I ask that you stay focused on the task at hand. It is important for us to continue to perform efficiently, invest strategically, reduce costs where we can, and strive with every interaction to Perfect the Customer Experience. You and other Qwest employees have succeeded in the face of many challenges over the last several years. I know that together we can and will continue to strengthen Qwest's position for the future.

Sincerely,

Rich Baer
Executive Vice President, General Counsel & Chief Administrative Officer

Qwest Communications International Inc.
HSR Filing Attachment 4 (c) - 12

QWEST-FCC-P000016

Forward Looking Statements

Except for the historical and factual information contained herein, the matters set forth in this communication, including statements regarding the expected timing and benefits of the acquisition such as efficiencies, cost savings, enhanced revenues, growth potential, market profile and financial strength, and the competitive ability and position of the combined company, and other statements identified by words such as "estimates," "expects," "projects," "plans," and similar expressions are forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, many of which are beyond our control. Actual events and results may differ materially from those anticipated, estimated or projected if one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect. Factors that could affect actual results include but are not limited to: the ability of the parties to timely and successfully receive the required approvals of regulatory agencies and their respective shareholders; the possibility that the anticipated benefits from the acquisition cannot be fully realized or may take longer to realize than expected; the possibility that costs or difficulties related to the integration of Qwest's operations into CenturyLink will be greater than expected; the ability of the combined company to retain and hire key personnel; the timing, success and overall effects of competition from a wide variety of competitive providers; the risks inherent in rapid technological change; the effects of ongoing changes in the regulation of the communications industry; the ability of the combined company to effectively adjust to changes in the communications industry and to successfully introduce new product or service offerings on a timely and cost-effective basis; any adverse developments in commercial disputes or legal proceedings; the ability of the combined company to utilize net operating losses in amounts projected; changes in our future cash requirements; and other risk factors and cautionary statements as detailed from time to time in each of CenturyLink's and Qwest's reports filed with the Securities and Exchange Commission (SEC). There can be no assurance that the proposed acquisition will in fact be consummated. You should be aware that new factors may emerge from time to time and it is not possible for us to identify all such factors nor can we predict the impact of each such factor on the acquisition or the combined company. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this communication. Unless legally required, CenturyLink and Qwest undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Important Information for Investors and Stockholders

In connection with the proposed transaction, CenturyTel, Inc. ("CenturyTel") will file with the SEC a registration statement on Form S-4 that will include a joint proxy statement of CenturyTel and Qwest Communications International Inc. ("Qwest") that also constitute a prospectus of CenturyTel, and will be sent to the shareholders of Qwest. Investors and security holders are urged to read the joint proxy statement/prospectus and any other relevant documents filed with the SEC when they become available, because they will contain important information about Qwest, CenturyTel and the proposed transaction. The joint proxy statement/prospectus and other documents relating to the proposed transaction (when they are available) can be obtained free of charge from the SEC's website at www.sec.gov. These documents (when they are available) can also be obtained free of charge from Qwest upon written request to Qwest, 1801 California Street, Denver, Colorado 80202 Attention: Corporate Secretary or by calling (303) 992-1400; or from CenturyTel, upon written request to CenturyTel, 100 CenturyTel Drive, Monroe, Louisiana, 71203 Attention: Corporate Secretary.

Qwest, CenturyTel and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from shareholders in connection with the proposed transaction under the rules of the SEC. Information about the directors and executive officers of Qwest may be found in its 2009 Annual Report on Form 10-K filed with the SEC on February 16, 2010 and in its definitive proxy statement relating to its 2010 Annual Meeting of Stockholders filed with the SEC on March 17, 2010. Information about the directors and executive officers of CenturyTel may be found in its 2009

Annual Report on Form 10-K filed with the SEC on March 1, 2010 and definitive proxy statement relating to its 2010 Annual Meeting of Shareholders filed with the SEC on April 7, 2010. These documents can be obtained free of charge from the sources indicated above. Additional information regarding the interests of these participants will also be included in the joint proxy statement/prospectus regarding the proposed transaction when it becomes available.

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

QWEST-FCC-P000019.PDF

CENTURYTEL INC (CTL)

P O BOX 4065
MONROE, LA, 71203
318-388-9000
www.centurytel.com

S-4/A

Registration of securities issued in business combination transactions
Filed on 7/16/2010



THOMSON REUTERS



SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1
to

Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CENTURYLINK, INC.

(Exact name of registrant as specified in its charter)

Louisiana
(State or other jurisdiction of
incorporation or organization)

4813
(Primary Standard Industrial
Classification Code Number)
100 CenturyLink Drive
Monroe, LA 71203
(318) 388-9000

72-0651161
(I.R.S. Employer
Identification No.)

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Stacey W. Goff, Esq.
CenturyLink, Inc.
100 CenturyLink Drive
Monroe, LA 71203
(318) 388-9000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Richard N. Baer
Stephen E. Brillz
Qwest Communications
International Inc.
1801 California Street
Denver, CO 80202
(303) 992-1400

Eric S. Robinson, Esq.
David E. Shapiro, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019
(212) 403-1000

Charles W. Mulaney, Jr.
Susan S. Hassan
Skadden, Arps, Slate,
Meagher & Flom LLP
155 N. Wacker Drive
Chicago, IL 60606
(312) 407-0700

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon completion of the merger described in the enclosed document.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such dates as the Commission, acting pursuant to said Section 8(a), may determine.

Information contained herein is subject to our prior or subsequent registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This document shall not constitute an offer to sell or the solicitation of any offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

PRELIMINARY --- SUBJECT TO COMPLETION --- DATED JULY 16, 2010



MERGER PROPOSED — YOUR VOTE IS VERY IMPORTANT

The board of directors of CenturyLink, Inc., which we refer to as CenturyLink, and the board of directors of Qwest Communications International Inc., which we refer to as Qwest, have agreed to a strategic combination of CenturyLink and Qwest under the terms of the Agreement and Plan of Merger, dated as of April 21, 2010, which we refer to as the merger agreement. Upon completion of the merger of a wholly owned subsidiary of CenturyLink with and into Qwest, CenturyLink will acquire Qwest, and Qwest will become a wholly owned subsidiary of CenturyLink.

If the merger is completed, Qwest stockholders will have the right to receive 0.1664 shares of CenturyLink common stock for each share of Qwest common stock they own at closing, with cash paid in lieu of fractional shares. This exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to closing of the merger. Based on the closing price of CenturyLink common stock on the New York Stock Exchange, or the NYSE, on April 21, 2010, the last trading day before public announcement of the merger, the 0.1664 exchange ratio represented approximately \$6.02 in CenturyLink common stock for each share of Qwest common stock. Based on the CenturyLink closing price on July 15, 2010, the latest practicable date before the date of this document, the 0.1664 exchange ratio represented approximately \$5.80 in CenturyLink common stock for each share of Qwest common stock. CenturyLink shareholders will continue to own their existing CenturyLink shares.

Based on the number of Qwest common shares outstanding on the record date for the shareholder meetings, CenturyLink expects to issue approximately 289,100,000 CenturyLink common shares to Qwest stockholders in the merger, and expects to reserve approximately 38,600,000 additional CenturyLink common shares for issuance in connection with options and other equity-based awards and arrangements of Qwest to be assumed by CenturyLink in connection with the merger. Upon completion of the merger, we estimate that current CenturyLink shareholders will own approximately 50.5% of the combined company and former Qwest stockholders will own approximately 49.5% of the combined company. CenturyLink common stock and Qwest common stock are both traded on the NYSE under the symbols CTL and Q, respectively.

At the special meeting of CenturyLink shareholders, CenturyLink shareholders will be asked to vote on the issuance of shares of CenturyLink common stock to Qwest stockholders, which is necessary to effect the merger. At the special meeting of Qwest stockholders, Qwest stockholders will be asked to vote on the adoption of the merger agreement.

We cannot complete the merger unless the shareholders of both of our companies approve the respective proposals related to the merger. Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend your CenturyLink or Qwest special meeting, as applicable, in person, please vote your shares as promptly as possible by (1) accessing the Internet website specified on your proxy card, (2) calling the toll-free number specified on your proxy card, or (3) signing and returning all proxy cards that you receive in the postage-paid envelope provided, so that your shares may be represented and voted at the CenturyLink or Qwest special meeting, as applicable. If you are a Qwest stockholder, please note that a failure to vote your shares is the equivalent of a vote against the merger. If you are a CenturyLink shareholder, please note that a failure to vote your shares may result in a failure to establish a quorum for the CenturyLink special meeting.

The CenturyLink board of directors unanimously recommends that the CenturyLink shareholders vote "FOR" the proposal to issue shares of CenturyLink common stock in the merger. The Qwest board of directors unanimously recommends that the Qwest stockholders vote "FOR" the proposal to adopt the merger agreement.

The obligations of CenturyLink and Qwest to complete the merger are subject to the satisfaction or waiver of several conditions set forth in the merger agreement. More information about CenturyLink, Qwest and the merger is contained in this joint proxy statement prospectus. CenturyLink and Qwest encourage you to read this entire joint proxy statement-prospectus carefully, including the section entitled "Risk Factors" beginning on page 14.

We look forward to the successful combination of CenturyLink and Qwest.

Sincerely,

Glen F. Post, III
Chief Executive Officer and President
CenturyLink, Inc.

Sincerely,

Edward A. Mueller
Chairman and Chief Executive Officer
Qwest Communications International Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this joint proxy statement-prospectus or determined that this joint proxy statement-prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

This joint proxy statement-prospectus is dated _____, 2010 and is first being mailed to the shareholders of CenturyLink and stockholders of Qwest on or about _____, 2010.