

Annual Funding Notice
for the
CenturyLink Retirement Plan

Introduction

This notice includes important information about the funding status of the CenturyLink Retirement Plan (“the Plan”) and general information about the benefit payments guaranteed by the Pension Benefit Guaranty Corporation (“PBGC”), a federal insurance agency. All traditional pension plans (called “defined benefit pension plans”) must provide this notice every year regardless of their funding status. This notice does not mean that the Plan is terminating. It is provided for informational purposes and you are not required to respond in any way. This notice is for the plan year beginning January 1, 2010 and ending December 31, 2010.

How Well Funded Is Your Plan

Under federal law, the Plan must report how well it is funded by using a measure called the “funding target attainment percentage.” This percentage is obtained by dividing the Plan’s Net Plan Assets by Plan Liabilities on the Valuation Date for the plan year. In general, the higher the percentage, the better funded the plan. Your Plan’s funding target attainment percentage for the Plan Year and each of the two preceding plan years is shown in the chart below, along with a statement of the value of the Plan’s assets and liabilities for the same period.

	2010	2009	2008
1. Valuation Date	1/1/2010	1/1/2009	1/1/2008
2. Plan Assets			
a. Total Plan Assets	\$412,212,455	\$380,457,571	\$447,924,480
b. Funding Standard Carryover Balance	48,981,363	72,293,760	108,586,199
c. Prefunding Balance	40,984,135	33,312,310	0
d. Net Plan Assets (a) – (b) – (c) = (d)	\$322,246,957	\$274,851,501	\$339,338,281
3. Plan Liabilities	\$402,808,696	\$338,585,082	\$396,754,941
4. Funding Target Attainment Percentage (2d)/(3)	80.00%	81.18%	85.53%

Plan Assets and Credit Balances

Total Plan Assets is the value of the Plan’s assets on the Valuation Date (see line 2 in the chart above). Credit balances were subtracted from Total Plan Assets to determine Net Plan Assets (line 2 d) used in the calculation of the funding target attainment percentage shown in the chart above. While pension plans are permitted to maintain credit balances (also called “funding standard carryover balances” or “prefunding balances” see 2 b & c in the chart above) for funding purposes, they may not be taken into account when calculating a plan’s funding target attainment percentage. A plan might have a credit balance, for example, if in a prior year an employer made contributions to the plan above the minimum level required by law. Your Plan has a credit balance due to significant contributions by CenturyLink that were higher than the minimum required in past years. Generally, the excess contributions are counted as “credits” and may be applied in future years toward the minimum level of contributions a plan sponsor is required to make by law.

Plan Liabilities

Plan Liabilities shown in line 3 of the chart on page one are the liabilities used to determine the Plan's Funding Target Attainment Percentage. This figure is an estimate of the amount of assets the Plan needs on the Valuation Date to pay for promised benefits under the plan. Plan liabilities are determined using prevailing market interest rates on high quality corporate bonds. Due to market fluctuations in interest rates, Plan liabilities will vary from year to year, even if benefits under the Plan do not change. Higher interest rates result in lower liabilities, and lower interest rates result in higher liabilities. This is one of the primary reasons for the change in Plan liabilities from year to year.

Year-End Assets and Liabilities

The asset values in the chart on page one are measured as of the first day of the Plan Year and are actuarial values. Because market values can fluctuate daily based on factors in the marketplace, such as changes in the stock market, pension law allows plans to use actuarial values that are designed to smooth out those fluctuations for funding purposes. The asset value below is a market value and is measured as of the last day of the plan year. Market values tend to show a clearer picture of a plan's funded status as of a given point in time. As of December 31, 2010, the fair market value of the Plan's assets was \$416,157,018. On this same date, the Plan's liabilities were \$461,725,708.

Participant Information

The total number of participants in the Plan as of the Plan's valuation date of January 1, 2010 was 9,181. Of this number, 5,528 were active participants, 1,887 were retired or separated from service and receiving benefits, and 1,766 were retired or separated from service and entitled to future benefits.

Funding & Investment Policies

Every pension plan must have a procedure for establishing a funding policy to carry out the plan objectives. A funding policy relates to the level of assets needed to pay for promised benefits. The Company's funding policy includes an evaluation of the minimum and maximum funding requirements of the Plan; the desire to keep the Plan's funded status within certain target levels and the desire to maximize tax deductions and to minimize related pension expense.

Once money is contributed to the Plan, the money is invested by plan officials, called fiduciaries, who make specific investments in accordance with the Plan's investment policy. Generally speaking, an investment policy is a written statement that provides the fiduciaries who are responsible for plan investments with guidelines or general instructions concerning investment management decisions. The company employs a total return investment approach whereby a mix of equities and fixed income investments are used to maximize the long-term return of plan assets for a prudent level of risk. The intent of this strategy is to minimize plan expenses by outperforming plan liabilities over the long term. Risk tolerance is established through careful consideration of plan liabilities, plan funded status and corporate financial condition. The company measures and monitors investment risk on an ongoing basis through annual liability measurements, periodic asset studies and periodic portfolio reviews.

Under the Plan's investment policy, the Plan's assets were allocated among the following categories of investments, as of the end of the Plan Year. These allocations are percentages of total assets:

<u>Asset Allocations</u>	<u>Percentage</u>
Value of Interest in Master Trust Investment Accounts	97%
Other – Annuity Contract with an Insurance Company	3%

For information about the plan's investment in any of the following types of investments as described in the chart above – common/collective trusts, pooled separate accounts, master trust investment accounts, or 103-12 investment entities – contact Linda Holzman, CenturyLink, 805 Broadway, 8th Floor, Vancouver, WA 98660, (360) 905-7345.

Events with Material Effect on Assets or Liabilities

Federal law requires the plan administrator to provide in this notice a written explanation of events, taking effect in the current plan year, which are expected to have a material effect on plan liabilities or assets. While the changes described below don't have an impact of the liabilities shown in this notice, they do impact future benefits in the plan. As of December 31, 2010, CenturyLink made changes to retirement benefits for non-represented employees as part of an ongoing process to align overall benefits for legacy Embarq and CenturyTel employees and to ensure CenturyLink remains financially strong. Like most of its industry peers, CenturyLink will no longer offer continued pension accruals for non-represented employees. As a result, Plan benefits will be frozen for these employees as of December 31, 2010. Employees who have earned pension benefits as of that date will not lose any accrued benefits if they meet vesting and eligibility requirements. To mitigate the impact of benefit changes on participants near retirement, legacy CenturyTel non-represented employees will be provided a transition benefit by increasing the December 31, 2010 accrued benefit by 4% per year through December 31, 2015 or, if earlier, termination of employment. For these employees, service after December 31, 2010 will count towards vesting and benefit eligibility, but will not increase the Plan's benefit.

Right to Request a Copy of the Annual Report

A pension plan is required to file with the US Department of Labor an annual report called the Form 5500 that contains financial and other information about the plan. Copies of the annual report are available from the US Department of Labor, Employee Benefits Security Administration's Public Disclosure Room at 200 Constitution Avenue, NW, Room N-1513, Washington, DC 20210, or by calling 202.693.8673. For 2009 and subsequent plan years, you may obtain an electronic copy of the plan's annual report by going to www.efast.dol.gov and using the Form 5500 search function. Or you may obtain a free copy of the Plan's most recent annual report from the internet at www.centurylinkbenefits.com. It is found under the *Plan Financials* tab. The most recent annual report covers the 2009 plan year. The annual report for the 2010 plan year will not be available until October 31, 2011. Individual information, such as the amount of your accrued benefit under the plan, is not contained in the annual report. If you are seeking information regarding your benefits under the plan, contact the plan administrator identified below under "Where To Get More Information."

Summary of Rules Governing Termination of Single-Employer Plans

The following information is required by law to be reported to you. CenturyLink expects to continue the Plan indefinitely. However, the Company reserves the right to amend, discontinue or terminate the Plan at any time for any reason. If the Plan is terminated, you will become fully vested in the benefits you have accrued to the date the Plan terminates (to the extent they are funded). None of the pension fund's assets can revert to the Company until all benefits and other expenses payable by the Plan have been satisfied. In the event the Plan is terminated, members will be notified in advance as required by law as to the Plan's proposed termination date.

If a plan is terminated, there are specific termination rules that must be followed under federal law. A summary of these rules follows.

There are two ways an employer can terminate its pension plan. First, the employer can end the plan in a "standard termination" but only after showing the PBGC that the plan has enough money to pay all benefits owed to participants. Under a standard termination, the plan must either purchase an annuity from an insurance company (which will provide you with periodic retirement benefits, such as monthly, for life or for a set period of time when you retire) or, if your plan allows, issue one lump-sum payment that covers your entire benefit. Your plan administrator must give you advance notice that identifies the insurance company (or companies) that your employer may select to provide the annuity. The PBGC's guarantee ends when your employer purchases your annuity or gives you the lump-sum payment.

Second, if the plan is not fully-funded, the employer may apply for a distress termination. To do so, however, the employer must be in financial distress and prove to a bankruptcy court or to the PBGC that the employer cannot remain in business unless the plan is terminated. If the application is granted, the PBGC will take over the plan as trustee and pay plan benefits, up to the legal limits, using plan assets and PBGC guarantee funds.

Under certain circumstances, the PBGC may take action on its own to end a pension plan. Most terminations initiated by the PBGC occur when the PBGC determines that plan termination is needed to protect the interests of plan participants or of the PBGC insurance program. The PBGC can do so if, for example, a plan does not have enough money to pay benefits currently due.

Benefit Payments Guaranteed by the PBGC

When the PBGC takes over a plan, it pays pension benefits through its insurance program. Only benefits that you have earned a right to receive and that cannot be forfeited (called vested benefits) are guaranteed. Most participants and beneficiaries receive all of the pension benefits they would have received under their plan, but some people may lose certain benefits that are not guaranteed.

The amount of benefits that PBGC guarantees is determined as of the plan termination date. However, if a plan terminates during a plan sponsor's bankruptcy and the bankruptcy proceeding began on or after September 16, 2006, then the amount guaranteed is determined as of the date the sponsor entered bankruptcy.

The PBGC maximum benefit guarantee is set by law and is updated each calendar year. For a plan with a termination date or sponsor bankruptcy date, as applicable in 2011, the maximum guarantee is \$4,500 per month, or \$54,000 per year, for a benefit paid to a 65-year-old retiree with no survivor benefit. If a plan terminates during a plan sponsor's bankruptcy, and the bankruptcy proceeding began on or after September 16, 2006, the maximum guarantee is fixed as of the calendar year in which the sponsor entered bankruptcy. The maximum guarantee is lower for an individual who begins receiving benefits from PBGC before age 65; the maximum guarantee by age can be found on PBGC's website, www.pbgc.gov. The guaranteed amount is also reduced if a benefit will be provided to a survivor of the plan participant.

The PBGC guarantees "basic benefits" earned before a plan is terminated, which includes:

- pension benefits at normal retirement age;
- most early retirement benefits;
- annuity benefits for survivors of plan participants; and
- disability benefits for a disability that occurred before the date the plan terminated.

The PBGC does not guarantee certain types of benefits:

- The PBGC does not guarantee benefits for which you do not have a vested right when a plan terminates, usually because you have not worked enough years for the company.
- The PBGC does not guarantee benefits for which you have not met all age, service, or other requirements at the time the plan terminates.
- Benefit increases and new benefits that have been in place for less than one year are not guaranteed. Those that have been in place for less than five years are only partly guaranteed.
- Early retirement payments that are greater than payments at normal retirement age may not be guaranteed. For example, a supplemental benefit that stops when you become eligible for Social Security may not be guaranteed.
- Benefits other than pension benefits, such as health insurance, life insurance, death benefits, vacation pay, or severance pay, are not guaranteed.
- The PBGC generally does not pay lump sums exceeding \$5,000.

In some circumstances, participants and beneficiaries still may receive some benefits that are not guaranteed. This depends on how much money the terminated plan has and how much the PBGC recovers from employers for plan underfunding.

Where to Get More Information

For more information about this notice, you may contact the plan administrator at 805 Broadway, 8th Floor, Vancouver, WA 98660, (360) 905-7345 or contact Retirement Services toll-free at 1-877-706-9701. For identification purposes, the official plan number is 001 and the plan sponsor's employer identification number or "EIN" is 72-0621161. For more information about the PBGC and benefit guarantees, go to PBGC's website, www.pbgc.gov, or call PBGC toll-free at 1-800-400-7242 (TTY/TDD users may call the Federal relay service toll free at 1-800-877-8339 and ask to be connected to 1-800-400-7242).