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January 13, 2009

Embarq Corporation
Mailstop: KSOPKB0401
9300 Metcalf
Overland Park, KS 66212
EMBARQ.com

VIA Email: karl.strohmeyer@Level3.com

Karl Strohmeyer,
Sr. Vice President, Sales
Global Carrier Channel
Level 3 Communications, LLC
1025 Eldorado Boulevard
Broomfield, CO 80021

Re: Level 3 Intervention in EQ/CTL merger proceedings

Dear Karl:

This will confirm the understanding we reached earlier today on the following point, namely, (i) the Embarq local exchange companies will not invoke rights to replace any existing interconnection agreements between Level 3 Telecommunications LLC and any of the Embarq local exchange companies during the next 12 months, on the condition that Level 3 and its affiliates abstain from initiating or intervening in any regulatory or judicial proceedings that seek to deny, delay, condition, impede, comment upon or otherwise influence the outcome of the pending merger between Embarq Corporation and CenturyTel, and will immediately dismiss any such filings that have previously been made by Level 3 or its affiliates, and (ii) both parties will devote necessary resources and use their best efforts to negotiate new interconnection agreements within the next 12 months.

Please confirm that this letter accurately describes your understanding by signing in the space provided below, and return the executed copy to my attention this afternoon via email.

I appreciate all your efforts and assistance in getting this worked out, and I look forward to working with Level 3 on a new interconnection agreement.

Best regards,

Michael R. Hunsucker, Director - Contract Management
EMBARQ CORPORATION
michael.hunsucker@embarq.com

Confirmed:

By: Karl Strohmeyer, Sr. V.P.
Level 3 Communications, LLC