

Qwest

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August 5, 2010

Via E-mail and U.S. Mail

Mr. David Danner, Executive Director and Secretary
Washington Utilities & Transportation Commission
1300 S. Evergreen Park Drive SW
Olympia, WA 98504-7250

Re: Docket No. UT-100820 – Qwest/Centerlink Merger Application
Update to Form S-4

Dear Mr. Danner:

On June 7, 2010, the Joint Applicants filed as Exhibit F to its Application with the Commission in this docket CenturyLink's initial Form S-4 as filed with the Securities and Exchange Commission.

On July 16, 2010, CenturyLink filed with the Securities and Exchange Commission (SEC) a joint proxy statement-prospectus (Form S-4A) which the SEC declared effective July 19. This document can be accessed at the following internet URL:

<http://www.centurylinkqwestmerger.com/downloads/key-materials/CenturyLinkInc.pdf>

The amended Form S-4A updates and completes the initial S-4 with information not known at the time the initial S-4 was prepared. The amendment is a normal step in completion of the S-4 before the SEC issues its official "Notice of Effectiveness," which then allows the merging companies to send the final joint proxy statement-prospectus to its shareholders.

For example, the amendment to the S-4 updates the document for:

- 1) Number of CenturyLink common shares to be issued to Qwest shareholders;
- 2) Number of CenturyLink common shares to be reserved for issuance in connection with options and other equity-based awards;
- 3) Closing price of a CenturyLink common share as of July 15, 2010, the latest practicable date before the Notice of Special Meeting of Shareholders;
- 4) Insertion of the date of July 13, 2010 for shareholders of record;

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- 5) Insertion of date, time and location of the shareholder meetings to vote on merger for both CenturyLink shareholders and Qwest shareholders;
- 6) Instructions for how to vote;
- 7) Questions and answers;
- 8) List of officers, directors and management;
- 9) Status of DOJ approval; and
- 10) Litigation matters related to the merger.

Joint Applicants have included a paper copy of the updated S-4 . This document should be appended to the original application as Exhibit F and is tabbed accordingly as "Exhibit F Updated S-4."

Sincerely,

Lisa A. Anderl

LAA/ldj
Enclosures
cc: All parties of record