

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>CENTURYLINK UNION 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>06/20/1983</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>06/20/1983</u>	
1b Three-digit plan number (PN) ▶	<u>003</u>				
1c Effective date of plan <u>06/20/1983</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>CENTURYLINK, INC.</u> <u>FINANCE DEPT. 2NE700</u> <u>100 CENTURYLINK DRIVE</u> <u>P.O. BOX 4065</u> <u>MONROE, LA 71203</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>72-0651161</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>318-388-9000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>517000</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>72-0651161</u>	2c Sponsor's telephone number <u>318-388-9000</u>	2d Business code (see instructions) <u>517000</u>	
2b Employer Identification Number (EIN) <u>72-0651161</u>					
2c Sponsor's telephone number <u>318-388-9000</u>					
2d Business code (see instructions) <u>517000</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/15/2013</u> Date	<u>MARINA A PEARSON</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address CENTURYLINK EMPLOYEE BENEFITS COMMITTEE 805 BROADWAY 8TH FLOOR VANCOUVER, WA 98660		3b Administrator's EIN 72-0651161
		3c Administrator's telephone number 360-905-7972
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 1780
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	20126
b Retired or separated participants receiving benefits.....	6b	36
c Other retired or separated participants entitled to future benefits.....	6c	5050
d Subtotal. Add lines 6a , 6b , and 6c	6d	25212
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	380
f Total. Add lines 6d and 6e	6f	25592
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	20119
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	38
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>CENTURYLINK UNION 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CENTURYLINK, INC.</u>	D Employer Identification Number (EIN) <u>72-0651161</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 50 61 63 64	NONE	581881	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

NORTHERN TRUST

36-1561860

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 21 50 60	NONE	82275	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large;">2012</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

<p>A Name of plan <u>CENTURYLINK UNION 401(K) PLAN</u></p>	<p>B Three-digit plan number (PN) ▶ <u>003</u></p>
<p>C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>CENTURYLINK, INC.</u></p>	<p>D Employer Identification Number (EIN) <u>72-0651161</u></p>

Part I	<p>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)</p>
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a Name of MTIA, CCT, PSA, or 103-12 IE: CENTURYLINK, INC. DC PLN MASTER TRST

b Name of sponsor of entity listed in (a): CENTURYLINK, INC.

c EIN-PN <u>22-3268918-006</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1495025822</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan CENTURYLINK UNION 401(K) PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 CENTURYLINK, INC.	D Employer Identification Number (EIN) 72-0651161	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a	-23	
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		1063223
	(2) Participant contributions	1b(2)		2319219
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)	77988	
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	5704063	63046957
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		1495025822
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	87287752	
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		107697144

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	2731261	
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	95801041	1669152365

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		168699
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	168699

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	95801041	1668983666
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	22768346	
(B) Participants	2a(1)(B)	49581138	
(C) Others (including rollovers)	2a(1)(C)	3370288	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		75719772

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	747	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	2397805	
(F) Other	2b(1)(F)	284118	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2682670

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	22320607	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	152922	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		22473529

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	2979524	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	2859446	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		120078

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		411686
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		59709669
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		7178781
c Other income.....	2c		1503107
d Total income. Add all income amounts in column (b) and enter total.....	2d		169799292

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	177531403	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		177531403
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		95944
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	673816	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		673816
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		178301163

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-8501871
l Transfers of assets:			
(1) To this plan.....	2l(1)		1581684496
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: POSTLETHWAITE & NETTERVILLE

(2) EIN: 72-1202445

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

	5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>CENTURYLINK UNION 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CENTURYLINK, INC.</u>	D Employer Identification Number (EIN) <u>72-0651161</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>3044857</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>41-6257133</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

CENTURYLINK UNION 401(k) PLAN
Financial Statements and Supplemental Schedule
December 31, 2012 and 2011
(With Independent Auditors' Report Thereon)



A Professional Accounting Corporation

www.pncpa.com

CENTURYLINK UNION 401(k) PLAN
Financial Statements and Supplemental Schedule
December 31, 2012 and 2011
(With Independent Auditors' Report Thereon)

Table of Contents

Independent Auditors' Report	1 - 2
Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011	3
Statements of Changes in Net Assets Available for Benefits for Years Ended December 31, 2012 and 2011	4
Notes to Financial Statements	5 - 20

SUPPLEMENTAL SCHEDULE

Schedule H, Line 4i — Schedule of Assets (Held at End of Year) as of December 31, 2012	21
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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
of CenturyLink Union 401(k) Plan

We were engaged to audit the accompanying financial statements of CenturyLink Union 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to investments, related investment income, notes receivables from participants and the information summarized in Note 3, which was certified by Wells Fargo and Northern Trust, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that Northern Trust held the Plan's investment assets and executed investment transactions from April 1, 2012 to December 31, 2012, and that Wells Fargo held the Plan's investment assets and executed investment transactions as of December 31, 2011, and for the period January 1, 2011, to March 31, 2012. The plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of and for the year ended December 31, 2012, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Postlethwaite & Hottelville

New Orleans, Louisiana
October 10, 2013

CENTURYLINK UNION 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
As of December 31, 2012 and 2011
(Dollars in thousands)

	December 31,	
	2012	2011
Assets		
Investments, at fair value:		
Plan's interest in the CenturyLink, Inc. Defined Contribution Plan Master trust	\$ 1,495,026	\$ —
Personal Choice Retirement Account®	107,697	—
Mutual funds	—	62,438
Pooled, common, and collective funds	—	24,850
Common stock	—	2,809
Total investments, at fair value	<u>1,602,723</u>	<u>90,097</u>
Receivables:		
Investment income receivable	—	60
Notes receivable from participants	63,047	5,649
Contributions receivable – participants	2,319	209
Contributions receivable – employer	1,063	105
Total receivables	<u>66,429</u>	<u>6,023</u>
Total assets	<u>1,669,152</u>	<u>96,120</u>
Liabilities		
Administrative expenses payable	169	3
Net assets available for benefits	<u>\$ 1,668,983</u>	<u>\$ 96,117</u>

The accompanying notes are an integral part of these financial statements.

CENTURYLINK UNION 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended December 31, 2012 and 2011
(Dollars in thousands)

Additions (reductions) to net assets attributed to:	2012	2011
Investment income (loss):		
Net appreciation (depreciation) in the fair value of investments:		
Master trust	\$ 59,710	\$ —
Personal Choice Retirement Account®	1,502	—
Mutual funds	7,178	(2,231)
Pooled, common, and collective funds	412	464
Common stock	120	(754)
Dividend and other income	22,698	1,220
Net investment income (loss)	91,620	(1,301)
Interest income on notes receivable from participants	2,357	324
Contributions:		
Participants	52,741	5,388
Employer	22,665	2,595
Total contributions	75,406	7,983
Total additions	169,383	7,006
Deductions from net assets attributed to:		
Benefits paid to participants	177,532	10,521
Administrative expenses	670	66
Total deductions	178,202	10,587
Net decrease before Plan transfers	(8,819)	(3,581)
Plan transfers:		
Transfers from merged plans sponsored by CenturyLink	1,564,461	—
Transfers from CenturyLink Dollars & Sense 401(k) Plan	15,038	—
Transfer from settlement (Note 12)	2,186	—
Total Plan transfers	1,581,685	—
Net increase (decrease)	1,572,866	(3,581)
Net assets available for benefits		
Beginning of year	96,117	99,698
End of year	\$ 1,668,983	\$ 96,117

The accompanying notes are an integral part of these financial statements.

CENTURYLINK UNION 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

Note 1: Plan Description

The following is a brief description of the CenturyLink Union 401(k) Plan (the “Plan”) and provides only general information. For more complete information participants should refer to the Summary Plan Description, which can be obtained by accessing the CenturyLink, Inc. (the “Company” or “Plan Sponsor”) intranet site, the benefits internet site at www.centurylinkbenefits.com, or by contacting Wells Fargo Retirement Services at 1-877-379-0118 or by accessing their internet site at www.retirement.wellsfargo.com.

General

The CenturyLink Union 401(k) Plan was established on June 1, 1983. The Plan is a defined contribution plan and includes a qualified cash or deferred arrangement as defined in Section 401(k) of the Internal Revenue Code, as amended (“IRC” or “Code”) for substantially all employees who are represented for collective bargaining purposes by a labor organization within the meaning of the Labor Management Relations Act. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended.

Significant Plan Amendments

Effective January 1, 2011, the Trustee of the Plan was changed to Wells Fargo Bank, N.A (“Wells Fargo”).

Effective April 1, 2012, the Embarq Retirement Savings Plan for Bargaining Unit Employees (“Embarq RSP”), the Centel Retirement Savings Plan for Bargaining Unit Employees (“Centel Plan”), and the portion of the Qwest Savings and Investment Plan (“QSIP”) applicable to bargaining or “occupational” employees were merged with the Plan, and the Plan document was amended and restated. The Plan provisions regarding eligibility, participant and employer contributions, vesting, and benefit payments within the Plan document have not materially changed and protected provisions applicable to those plans remain grandfathered as required by law. The period beginning on April 1, 2012 will be referred to collectively as “Post Plan Mergers.”

All Plan assets were transferred from Wells Fargo to The Northern Trust Company (“Northern Trust”), the Trustee for the Plan, on April 2, 2012. Wells Fargo remains the third party administrator.

Eligibility

Participation in the Plan is available to each eligible employee of the Company whose compensation and conditions of employment are covered by certain collective bargaining agreements and which provide for participation in the Plan.

Contributions

Participants hired after April 1, 2012 must take action to enroll in the Plan through Wells Fargo; contact information for Wells Fargo is listed under Note 1: Plan Description. They may change their contribution percentage at any time. Participant contributions of between 1% and 92% of eligible pay may be made on a pre-tax, after-tax, or Roth 401(k) basis to the extent allowed by the participant’s collective bargaining agreement. Roth 401(k) contributions are made on an after-tax basis; however, unlike regular 401(k) after-tax contributions, participants do not pay taxes on earnings when taking a qualified distribution. As established in Section 402(g)(1) of the Code, combined pre-tax and Roth 401(k) employee elective contributions was limited to \$17,000 and \$16,500 for 2012 and 2011, respectively.

For certain participants, as determined by their applicable collective bargaining agreement, eligible compensation excludes severance pay, disability pay, reimbursements or other expense allowances, fringe benefits, moving expenses, deferred compensation, and welfare benefits. The amount of compensation deferred by each participant is credited to an account (Elective Deferral Account) maintained for each participant by the recordkeeper.

Aggregate annual contributions under the Plan and all other defined contribution plans sponsored by the Company are limited to the lesser of the contribution limits as defined in the Plan, or the annual contributions limit pursuant to Code Section 415(c)(1)(A), which was the lesser of 100% of the participant’s compensation or \$50,000 and \$49,000 for the years ended December 31, 2012 and 2011, respectively. Annual contributions are defined as participant’s contributions and the Company’s matching contributions.

CENTURYLINK UNION 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

Participants who have reached age 50 may make additional catch-up contributions up to certain annual maximum amounts established in Code Section 414(v)(2)(B)(i). The maximum additional contribution was \$5,500 for 2012 and 2011. Rollover contributions from other plans, which meet the requirements of the Code, may be made to the Plan.

The Company makes matching contributions equal to a percentage, as determined by the participant's applicable collective bargaining agreement, of each such participant's contribution during such payroll period; however, this matching contribution applies only to the first 6% of such participant's eligible compensation contributed. All Company matching contributions have been designated as participant-directed because participants have the ability to direct the investment of these contributions.

Vesting

The interest of a participant in his accounts is fully vested at all times except for contributions made by the Company which vest based on the participant's applicable bargaining agreement.

Investment Options

Participants may, at their discretion, alter the array in which their contributions are invested. Participants may also execute a transfer of funds between Plan investment options on any day the New York Stock Exchange is open. Limitations on transfers between funds apply in certain circumstances. The Plan's investments are held by Northern Trust, as Trustee. All Plan investments during 2012 and 2011 were participant-directed.

Post Plan Mergers, participants may choose to invest their Plan accounts in a number of new investment options. Below is a brief description of each of the investment options available as of December 31, 2012. These descriptions are not, and are not intended to be, complete descriptions of each investment option's risk, objective, and strategy. Participant accounts are not guaranteed, and there is risk of loss with each of the investment options. Participants have access to more complete descriptions of the investment options, including risk, through the Plan's Summary Plan Description, fund fact sheets, and by accessing the Plan's website at <https://www.wellsfargo.com/retirementplan/solutions>. A participant may instruct that all contributions to his accounts be allocated among the various funds except for CenturyLink common stock and Sprint common stock which are not available as an investment alternative for participant elective contributions. A participant may change his investment allocation instructions and contribution percentage at any time.

- Target Date Funds - These funds provide a simple, one-step investment choice for saving for retirement. The objective of the funds is to provide a professionally managed investment solution that seeks investment returns while taking risk that is appropriate for an anticipated retirement age of 65 near the year in the fund's name. The funds invest in a broadly-diversified portfolio that will be automatically reallocated to gradually become more conservative over time as the participant nears an anticipated retirement age of 65. The diversified mix of investments may include global equities, fixed income, real estate, and other diversifying assets. These funds invest in many of the Plan's core funds and also include investments in other assets not available as standalone participant investment options. The asset allocation of the fund targeting the retirement date will change annually as the retirement date approaches. Once a fund's target retirement date is reached, the assets are invested in the Retirement Fund at a fixed asset allocation. The objective of the Conservative Retirement Fund is to provide a professionally managed investment solution that seeks investment return by taking less risk than the Retirement Fund. This fund is a diversified portfolio with a fixed asset allocation. The individual funds are listed below:

2015 Target Date Fund	2035 Target Date Fund	2055 Target Date Fund
2020 Target Date Fund	2040 Target Date Fund	Retirement Fund
2025 Target Date Fund	2045 Target Date Fund	Conservative Retirement Fund
2030 Target Date Fund	2050 Target Date Fund	

- Core Funds – These funds allow participants to construct their own diversified investment portfolio. They may choose among both passively-managed and actively-managed investment options in a variety of asset classes. The participants control their initial allocations among the asset classes and are responsible for rebalancing their portfolio to correct for market movements and changes to investment objectives.

CENTURYLINK UNION 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

Passively-managed core funds, also known as index funds, are designed to closely track the returns of a market index for a specific asset class. Investment in passively-managed core funds is appropriate for participants wanting to capture the returns of various markets with low investment management fees.

- U.S. Bond Index Fund is designed to closely match the return of a broad investment-grade U.S. bond market index. The fund provides broad exposure to investment-grade U.S. bonds, moderate current income, and high credit quality through a portfolio invested in bonds that are representative of the securities in the Barclay's Capital U.S. Aggregate Index.
- U.S. Stock Index Fund's objective is to closely match the return of a broad equity market index of the largest 3,000 companies in the U.S. The fund provides broad exposure to stocks of large, midsize, and small U.S. companies. The portfolio is invested in stocks in roughly the same proportions as they are represented in the Russell 3000® Stock Index with minimal variation from the returns of the index.
- International Stock Index Fund closely matches the return of a broad global equity market index of companies outside of the U.S. in both developed and emerging markets. The fund provides broad exposure to developed international and emerging stock markets with exposure to non-U.S. dollar currencies. The portfolio invests in stocks in roughly the same proportions as they are represented in the MSCI All Country World Ex-US Stock Index with minimal variation from the returns of the index.

Actively-managed core funds are designed with the objective of providing higher returns than their benchmark market index. The active stock and bonds funds are diversified among several investment managers providing the opportunity for different investment styles and reducing risk associated with any single manager. Performance in these funds will vary from that of their market benchmarks, and investment management fees may be higher than that for passively-managed core funds.

- Money Market Fund's objective is to preserve capital and provide current income. The fund invests in a combination of high-quality commercial paper, certificates of deposit, bankers' acceptances, and U.S. government securities with an average maturity of 60 days or less. The manager seeks to add returns above the benchmark (Barclays Capital 3-Month Treasury Bills Index) by selecting securities and sectors they believe will outperform the benchmark.
- Inflation-Indexed Securities Fund invests primarily in inflation-indexed bonds issued by the U.S. government which are designed to provide a return in excess of inflation over the long-term. Inflation-indexed securities pay interest at fixed intervals and return the principal at maturity. The principal of inflation-indexed securities is adjusted each month in step with the general price inflation, as measured by the U.S. Bureau of Labor's Consumer Price Index for All Urban Consumers (CPI-U). The interest rate of inflation-indexed securities is fixed, but the amount of each interest payment varies because the rate is applied to a principal amount that is changing to keep up with inflation.
- Active Bond Fund seeks to exceed the return of a broad U.S. investment-grade bond market. The fund provides moderate income and high credit quality. The managers seek to add returns above the benchmark by controlling the portfolio's sensitivity to interest rate movements, adjusting the allocation to different sectors of the market, and selecting securities they believe will outperform the benchmark, Barclays Capital U.S. Aggregate Index.
- Active Large Cap U.S. Stock Fund seeks to exceed the return of a broad market index of the largest 1,000 companies in the U.S. This fund provides broad equity exposure to large and midsize U.S. companies. The managers of the fund seek to add returns above the benchmark, Russell 1000® Stock Index.
- Active Small Cap U.S. Stock Fund seeks to exceed the return of a broad market index of smaller capitalized U.S. companies. This fund provides broad equity exposure to small and midsize U.S. companies. The managers of the fund seek to add returns above the benchmark, Russell 2000® Stock Index.
- Active International Stock Fund seeks to exceed the return of a broad global equity market index of companies based outside of the U.S. in both developed and emerging countries. This fund provides broad exposure to developed international and emerging stock markets as well as non-U.S. dollar

CENTURYLINK UNION 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

currencies. The managers of the fund seek to add returns above the benchmark, MSCI All Country World excluding U.S. Stock Index.

- Personal Choice Retirement Account® (“PCRA”) - This is a separate brokerage account made available through Charles Schwab & Company, Inc. and offers access to a wide range of investment opportunities including individual stocks, bonds, mutual funds, and exchange-traded funds.
- The CenturyLink Stock Fund is closed to new participant directed investments including contributions, loan payments, or transfers into the Fund. Dividends on shares of company stock held will continue to be reinvested in the Fund, or participants can elect to have dividends paid directly to them in cash. Participants have the right to sell out of the CenturyLink Stock Fund at any time, subject to applicable insider trading rules. CenturyLink Investment Management Company (“CIM”) has selected State Street Bank and Trust Company as the investment manager and independent fiduciary for the CenturyLink Stock Fund. Additional information regarding CenturyLink, Inc. may be found at CenturyLink’s Investor Relations website www.ir/centurylink.com.

Withdrawals

A participant who is an employee and over age 59½ may make withdrawals from his vested investment accounts prior to normal distribution requirements being met. A participant may make withdrawals from his rollover accounts, after-tax accounts, Roth accounts, or Centel ESOP accounts at any time upon request. In addition, a hardship withdrawal may be made from a vested account only as a result of financial hardship related to non-reimbursable educational expenses, medical expenses which are not reimbursable by insurance, the need to pay for the funeral expenses of a family member, expenses for repair of damage to the employee’s principal residence that would qualify for a casualty deduction on the employee’s tax return, the prevention of eviction or foreclosure from the participant’s principal residence, or for the purchase of the participant’s principal residence.

Legacy account-specific rules may apply to in-service withdrawals from QSIP or Embarq RSP accounts.

Payment of Benefits

Upon retirement, termination of employment, or death, each participant or beneficiary is entitled to receive amounts from the Plan in accordance with the terms of the Plan and in compliance with the Code.

Benefit payments may be in the form of a lump sum or other distribution forms in accordance with the options provided in the terms of the Plan.

Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to change, suspend, or terminate the Plan at any time, subject to the provisions of ERISA, as amended, and subject to collective bargaining, as applicable.

Notes Receivable from Participants

The Plan has a provision whereby a participant can borrow from his accounts. The maximum loan is \$50,000 reduced by the excess, if any, of the highest outstanding loan balance during the previous year over the outstanding balance on the date of the new loan or 50% of the vested account balance. The loans are repaid through payroll deductions, and the interest rate is 1% more than the prime rate at Wells Fargo Institutional Retirement and Trust on the day the loan is requested. The loan repayment period may not exceed five years except for loans for the purchase of the participant’s principal residence which may be for any period not to exceed fifteen years. Certain loans transferred from merged plans have grandfathered maturities greater than fifteen years. As of December 31, 2012, participant loans have interest rates ranging from 3.25% to 10.25% and maturity dates through September 10, 2036.

Plan Administration

Effective January 1, 2011, the CenturyLink Retirement Committee became the named fiduciary of the Plan and had responsibility for the administrative and financial activities of the Plan. Subsequently on November 15, 2011, the

CENTURYLINK UNION 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

Company's Board of Directors established the CenturyLink Employee Benefits Committee as the Plan Administrator and CIM as the Investment Fiduciary. The Plan Administrator has appointed Wells Fargo as the Plan's third party administrator and recordkeeper. The responsibilities for corporate functions such as Plan amendment and termination were delegated to the CenturyLink Plan Design Committee.

Trustee

Effective with the Plan mergers, Northern Trust is Trustee of the Plan assets. For the 2011 Plan year and first quarter of the 2012 Plan year, Wells Fargo was the Trustee of the Plan assets, other than the assets merged from the ESOP. Sterne Agee was the Trustee for the common stock held in the ESOP for the 2011 plan year and the first quarter of the 2012 plan year. CIM may remove the Trustee and appoint a successor trustee at their discretion. The Company, CIM, and the Trustee have entered into a trust agreement which provides for the establishment of a trust for the purpose of holding and investing the contributions to the trust pursuant to the provisions of the Plan.

Master Trust

Effective April 1, 2012, the CenturyLink, Inc. Defined Contribution Plan Master Trust ("Master Trust") was established by CIM to receive and hold the Plan assets.

Plan Expenses

Prior to the Plan mergers, administrative and investment expenses of the Plan were paid from Plan assets. Post Plan Mergers, substantially all of the administrative and investment expenses were paid from the investment options in the Master Trust. Certain administrative charges for recordkeeping, review of domestic relations orders, loan withdrawal fees, and Wells Fargo AdviceTrack® Managed Account Program fees are paid by the participant using the service from the participant's account balance.

Participant Accounts

Each participant's account is credited with the participant's and Company's contributions, an allocation of investment earnings or losses based on the participant's investment choices, and expenses attributable to the account.

Voting Rights

Participants have the right to direct the voting of their shares held in the CenturyLink Stock Fund. Before each annual or special meeting of shareholders of the Company, participants are sent a copy of the proxy solicitation materials for the meeting, including a form to instruct the Trustee on how to vote CenturyLink shares represented by units credited to their account. The Trustee will vote the CenturyLink shares as instructed. The Trustee will vote any CenturyLink shares for which it does not receive voting instructions in the same proportion as it votes CenturyLink shares for which it does receive instructions unless it is imprudent to do so.

Reports to Participants

All participants are furnished with quarterly statements which set forth the status of their accounts in the Plan. Participants also have the ability to generate account statements through www.retirement.wellsfargo.com at any time.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting and present the net assets available for benefits and changes in net assets available for benefits.

CENTURYLINK UNION 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

Use of Estimates

The Plan has made estimates in preparing the accompanying financial statements in accordance with generally accepted accounting principles in the United States of America ("GAAP"). Actual results could differ from those estimates.

Recently Adopted Accounting Standards

In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in GAAP and IFRSs*, ("ASU 2011-04"). ASU 2011-04 amended ASC 820, *Fair Value Measurements*, to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards ("IFRSs"). Some of the amendments clarified the application of existing fair value measurement requirements, while other amendments changed a particular principle in ASC 820. In addition, ASU 2011-04 required additional fair value disclosures. The amendments were to be applied prospectively and were effective for annual periods beginning after December 15, 2011. The adoption had no material effect on the statement of net assets available for benefits and statement of changes in net assets available for benefits.

Income Recognition

Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in fair value of investments includes realized gains and losses on investments sold during the year, as well as, unrealized appreciation (depreciation) of investments held at the end of the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest.

Participant Distributions

Participant distributions are recorded when paid.

Information Certified by the Plan's Trustee

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator has obtained certifications from the Trustees of the Plan that all of the information provided by them is complete and accurate. Information included in the accompanying financial statements, notes to financial statements, and supplemental schedule as to investments, notes receivable from participants, and cash and investment activities in the trust fund administered by the Trustees, including dividends and other income, interest income on notes receivable from participants, and net appreciation in investments, is presented in reliance solely upon those certifications.

Reclassifications

Certain reclassifications to the 2011 financial statements have been made to conform to the current year presentation.

CENTURYLINK UNION 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

Note 3: Master Trust Investment (Unaudited)

The Plan's interest in the net assets of the Master Trust is included in the accompanying statements of net assets available for benefits. A summary of the net assets of the Master Trust as of December 31, 2012 is as follows:

	<u>(Dollars in thousands)</u>
Investments, at fair value	
Treasury inflation-indexed securities	\$ 292,264
Investment grade bond funds	432,476
High yield bonds	125,470
Emerging market bonds	127,816
U.S. stocks	1,361,856
Non-U.S. stocks	730,467
Risk parity	521,049
Commercial real estate	220,391
Cash equivalents and short-term investments	264,229
CenturyLink common stock	392,772
Total investments, at fair value	4,468,790
Prepaid recordkeeping and administrative fees	583
Net assets of the Master Trust	<u>\$ 4,469,373</u>

As of December 31, 2012, the Plan owns 33.4505% of the interest in the net assets of the Master Trust. The fair value of the Plan's interest in the Master Trust is based on the value of the Plan's interest in the Master Trust at the beginning of the year, plus actual contributions and allocated investment income, less actual distributions and allocated administrative expenses. The Master Trust's net investment results and administrative expenses are allocated to the participating plans in proportion to each plan's relative share of the fair value of the net assets of the Master Trust at each allocation date.

CENTURYLINK UNION 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

The amounts allocable for the Master Trust for the nine months ended December 31, 2012 are as follows:

	<u>(Dollars in thousands)</u>
Net investment income:	
Net appreciation (depreciation) in fair value of investments:	
Treasury inflation-indexed securities	\$ 10,883
Investment grade bond funds	12,105
High yield bonds	10,851
Emerging market bonds	14,967
U.S. stocks	26,892
Non-U.S. stocks	31,315
Risk parity	56,855
Commercial real estate	13,807
Cash equivalents and short-term investments	(112)
CenturyLink common stock	5,084
Total net appreciation	182,647
Interest, dividends, and other income	64,065
Total investment income	246,712
Administrative and investment expenses	(10,144)
Net investment income	<u>\$ 236,568</u>

The changes in net assets of the Master Trust as of December 31, 2012 are as follows:

	<u>(Dollars in thousands)</u>
Net appreciation in fair value of instruments	\$ 182,647
Dividends	56,044
Interest	6,590
Other	1,431
Total investment income	246,712
Administrative and investment expenses	(10,144)
Net transfers	4,232,805
Net increase	4,469,373
Net assets available for benefits	
Beginning of period, April 1, 2012	—
End of year	<u>\$ 4,469,373</u>

CENTURYLINK UNION 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

The following table presents the Master Trust investments (at fair value) that represent 5% or more of the Master Trust's net assets available for benefits as of December 31, 2012:

	<u>(Dollars in thousands)</u>
CenturyLink Inc. common stock:	\$ 392,772
SSgA Russell Large Cap® Index Non-Lending Series Fund	386,540
Bridgewater All Weather Portfolio III, LTD	352,005
Vanguard Inflation-Protected Securities Fund	292,264

Note 4: Fair Value of Financial Instruments

Investments are reported at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between independent and knowledgeable participants who are willing and able to transact for an asset or liability at the financial statement date. Plan management uses valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs when determining fair value and then Plan management ranks the values based on the reliability of the inputs used following the fair value hierarchy set forth by the FASB.

The three levels of the fair value hierarchy are as follows:

<u>Input Level</u>	<u>Description of Input</u>
Level 1	Observable inputs such as quoted market prices in active markets.
Level 2	Inputs other than quoted prices in active markets that are either directly or indirectly observable.
Level 3	Unobservable inputs in which little or no market data exists.

The table below presents the fair value of assets by category and the input levels used to determine these fair values for the Master Trust as of December 31, 2012:

<u>Description</u>	<u>Fair Value of Assets as of December 31, 2012</u>				<u>Total</u>
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>		
	<u>(Dollars in thousands)</u>				
Investment in Master Trust					
Treasury inflation-indexed securities ^(a)	\$ 292,264	\$ —	\$ —	\$ —	292,264
Investment grade bond funds ^(b)	87,632	344,844	—	—	432,476
High yield bonds ^(c)	—	125,470	—	—	125,470
Emerging market bonds ^(d)	—	127,816	—	—	127,816
U.S. stocks ^(e)	915,255	446,601	—	—	1,361,856
Non-U.S. stocks ^(f)	391,593	338,874	—	—	730,467
Risk parity ^(g)	—	521,049	—	—	521,049
Commercial real estate ^(h)	—	220,391	—	—	220,391
Cash equivalents and short-term investments ⁽ⁱ⁾	214,129	50,100	—	—	264,229
CenturyLink common stock ^(j)	392,772	—	—	—	392,772
Total Investment in Master Trust	\$ 2,293,645	\$ 2,175,145	\$ —	\$ —	4,468,790

CENTURYLINK UNION 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

The table below presents the fair value of assets by category and the input levels used to determine these fair values for the Plan as of December 31, 2012:

Fair Value of Assets as of December 31, 2012				
Description	Level 1	Level 2	Level 3	Total
	(Dollars in thousands)			
Personal Choice Retirement Account ^(k)	\$ 107,230	\$ 467	\$ —	\$ 107,697

The table below presents the fair value of assets by category and the input levels used to determine these fair values for the Plan as of December 31, 2011:

Fair Value of Assets as of December 31, 2011				
Description	Level 1	Level 2	Level 3	Total
	(Dollars in thousands)			
U.S. stock growth funds ^(l)	\$ 7,907	\$ —	\$ —	\$ 7,907
Investment grade bond funds ^(m)	—	12,022	—	12,022
Target-date retirement funds ⁽ⁿ⁾	18,323	1,336	—	19,659
Large-cap U.S. stock value funds ^(o)	13,333	—	—	13,333
Short-term funds ^(p)	—	11,492	—	11,492
Small-cap U.S. stock funds ^(q)	2,405	—	—	2,405
Large-cap U.S. stock funds ^(r)	7,884	—	—	7,884
Mid-cap U.S. stock funds ^(s)	8,462	—	—	8,462
Global and international funds ^(t)	4,124	—	—	4,124
Common stock ^(u)	2,809	—	—	2,809
Total	\$ 65,247	\$ 24,850	\$ —	\$ 90,097

Post Plan Mergers, the Plan's assets are invested in various asset categories utilizing multiple strategies and investment managers. For several of the investments in the tables above and discussed below, the Plan owns units in commingled funds that invest in various types of assets. Interests in commingled funds are valued using the net asset value ("NAV") per unit of each fund. The NAV reported by the fund manager is based on the market value of the underlying investments owned by each fund, minus its liabilities, divided by the number of shares outstanding. Commingled funds held by the Plan that can be redeemed at NAV within a year of the financial statement date are generally classified as Level 2. The assumptions and valuation methodologies of the pricing vendors, account managers and fund managers are monitored and evaluated for reasonableness. Below is an overview of the asset categories, the underlying strategies, and valuation inputs used to value the assets in the preceding tables.

(a) *Treasury inflation-indexed securities* represent an investment in a mutual fund that invests primarily in inflation-indexed bonds issued by the U.S. government. These securities are designed to provide a return in excess of inflation over longer time periods. Mutual funds are valued at the last published price reported on the major market on which the mutual funds are traded and are classified as Level 1.

(b) *Investment grade bonds* represent investments in fixed income securities as well as commingled bond funds with characteristics similar to the Barclays Capital U.S. Aggregate Bond Index. This index is comprised of U.S. Treasury securities, agencies, corporate bonds, mortgage-backed securities, asset-backed securities and commercial mortgage-backed securities. Treasury securities are valued at the bid price reported in the active market in which the security is traded and are classified as Level 1. The valuation inputs of other investment grade bonds primarily utilize observable market information and are based on a spread to U.S. Treasury securities and consider yields available on comparable securities of issuers with similar credit ratings. The primary observable inputs include references to the new issue market for similar securities, the secondary trading markets, and dealer quotes. Option adjusted spread models are utilized to evaluate securities such as asset backed securities that have early redemption features. These securities are classified as Level 2. The commingled funds are valued at NAV based on the market value of the underlying fixed income securities

CENTURYLINK UNION 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

using the same valuation inputs described above. The commingled funds can be redeemed at NAV within a year of the financial statement date and are classified as Level 2.

(c) *High yield bonds* represent an investment in a commingled fund that invests in below investment grade fixed income securities. This investment is only used within the Target Date Funds and is not available to participants as a standalone investment option. The commingled fund is valued at NAV based on the market value of the underlying emerging market bonds using the same valuation inputs described above. The commingled fund can be redeemed at NAV within a year of the financial statement date and are classified as Level 2.

(d) *Emerging market bonds* represent an investment in a commingled fund that invests primarily in debt issued by emerging market countries. Debt securities may be valued in U.S. dollars or emerging market currencies. This investment is only used within the Target Date Funds and is not available to participants as a standalone investment option. The commingled fund is valued at NAV based on the market value of the underlying emerging market bonds using the same valuation inputs described above. The commingled fund can be redeemed at NAV within a year of the financial statement date and is classified as Level 2.

(e) *U.S. stocks* represent investments in stocks of U.S. based companies as well as commingled U.S. stock funds. The valuation inputs for U.S. stocks are based on the last published price reported on the major stock market on which the securities are traded and are classified as Level 1. The commingled funds are valued at NAV based on the market value of the underlying investments using the same valuation inputs described above. These commingled funds can be redeemed at NAV within a year of the financial statement date and are classified as Level 2.

(f) *Non-U.S. stocks* represent investments in stocks of companies based in developed countries outside the U.S. as well as commingled funds. The valuation inputs for non-U.S. stocks are based on the last published price reported on the major stock market on which the securities are traded and are classified as Level 1. The commingled funds are valued at NAV based on the market value of the underlying investments using the same valuation inputs described above. These commingled funds can be redeemed at NAV within a year of the financial statement date and are classified as Level 2.

(g) *Risk parity* represents investments in commingled funds with the objective of providing consistent returns in a variety of growth and inflation environments. The risk parity funds hold diversified global investments in stocks, bonds, inflation-linked bonds, and commodities. These funds allow leverage to help balance risk to achieve the overall objective. These investments are only used within the Target Date Funds and are not available to participants as a standalone investment option. The commingled funds are valued at NAV based on the market value of the underlying investments using the same valuation inputs described above. The commingled funds can be redeemed at NAV within a year of the financial statement date and is classified as Level 2.

(h) *Commercial real estate* represents an investment in a commingled fund that invests primarily in U.S. real estate investments, with approximately 70-80% in two funds that invest in private commercial real estate properties and 20-30% in a fund that invests in publicly traded REIT securities and cash. The objective of this investment is to seek returns similar to those generated by directly-owned U.S. office buildings, shopping malls, apartment buildings, outdoor shopping centers, warehouses, and other types of large real estate properties. This investment is only used within the Target Date Funds and is not available to participants as a standalone investment option. The commingled fund is valued at NAV based on the market value of the underlying investments using the same valuation inputs described above. The commingled fund can be redeemed at NAV within a year of the financial statement date and is classified as Level 2.

(i) *Cash equivalents and short-term investments* primarily represents an investment in a mutual fund and investments in commingled funds that invest in short-term investment grade securities. Mutual funds are valued at the last published price on the major market on which the mutual funds are traded and are classified as Level 1. The commingled fund is valued at NAV based on the market value of the underlying investments using the same valuation inputs described above. The commingled fund can be redeemed at NAV within a year of the financial statement date and is classified as Level 2.

**CENTURYLINK UNION 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011**

(j) *CenturyLink common stock* represents investments in CenturyLink common stock valued at the last published bid price reported and is classified as Level 1.

(k) *Personal Choice Retirement Account®* represents a separate brokerage account that offers access to a wide range of investment opportunities including mutual funds, exchange traded funds, most common stocks listed on major U.S. exchanges, and fixed-income securities. The fair value of mutual funds, exchange traded funds, and common stocks that are publicly traded on major market exchanges are valued at the last published price reported on the major market on which the individual securities are traded and are classified as Level 1. U.S. treasury securities are valued at the bid price reported in the active market in which the securities are traded and are classified as Level 1. The valuation inputs of other fixed-income securities primarily utilize observable market information and are based on a spread to U.S. treasury securities and consider yields available on comparable securities of issuers with similar credit ratings. The primary observable inputs include references to the new issue market for similar securities, the secondary trading markets and dealer quotes. Option adjusted spread models are utilized to evaluate securities such as asset backed securities that have early redemption features. These securities are classified as Level 2.

For commingled funds described above, the Plan owns units in funds that invest in various types of assets. The funds give investors the right, subject to predetermined redemption procedures, to redeem their investment at NAV. The following table is a summary of the fair value, redemption frequency, and redemption notice period as of December 31, 2012:

	Fair Value as of December 31, 2012	Redemption Frequency	Redemption Notice Period
	(Dollars in thousands)	(If currently eligible)	
Investment-grade bond funds.....	\$ 84,387	Daily	Immediate
High yield bonds	125,470	Daily	Immediate
Emerging market bonds	127,816	Daily	Immediate
U.S. stocks....	447,475	Daily	Immediate
Non-U.S. stocks	339,258	Daily	Immediate
Risk parity.....	521,049	Daily	Immediate
Commercial real estate.....	220,391	See Note (a) below	See Note (a) below
Cash equivalents and short-term investments	41,116	Daily	Immediate
Total	\$ 1,906,962		

(a) The Commercial Real Estate fund accepts orders for contributions or redemptions either daily or quarterly, depending on the amount. Contributions and withdrawals over any ten day trading period are limited to 5% of aggregate NAV of the Plan's investment in the fund. Contributions in excess of this 5% parameter require a written contribution notice. Contribution notices are eligible to be funded on the second month following receipt of the notice. The amount of the contribution notice to be accepted in a given time period is determined by the Trustee of the fund based on the available capacity in the fund. Withdrawals larger than this 5% parameter are subject to prior notice and available cash, as determined by the Trustee of the fund. For quarterly redemptions, a written withdrawal request is required 45 days prior to quarter-end. This investment is only used within the Target Date Funds and is not available to participants as a standalone investment option. The contribution and withdrawal limits above only apply to CIM as part of the monthly Target Date Funds rebalancing.

The following is a description of the asset categories prior to the Plan mergers.

(l) *U.S. stock growth funds* - This asset category represents investments in mutual funds with characteristics similar to the Russell 1000 Growth Stock Index. This index is comprised of the performance of the large-cap growth segment of the U.S. equity universe focusing on companies with higher price-to-book ratios and higher forecasted growth values. Mutual funds are valued at the bid price reported in the active market in which the security is traded and are classified as Level 1.

(m) *Investment grade bond funds* - This asset category represents investments in two separately managed funds with characteristics similar to the Barclays Capital U.S. Aggregate Bond Index. This index is comprised of U.S. treasury securities, U.S. governmental agencies, corporate bonds, mortgage-backed securities, asset-backed securities and

CENTURYLINK UNION 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

commercial mortgage-backed securities. The separately managed funds can be redeemed at NAV within a year of the financial statement date and are classified as Level 2.

(n) Target-date retirement funds - This asset category represents investments in mutual funds and one separately managed fund that invest in a broad array of U.S. and international stocks and bonds. The asset mix of each fund is based on the average investment time horizon, average risk, and the performance of various asset classes with the aim of building an asset portfolio that may have a better chance of reaching a specific financial target. The funds have characteristics similar to the Morningstar Lifetime Moderate Allocation index. This index series is designed to meet the benchmarking needs of target-date investors by offering an objective yardstick for performance comparison. Mutual funds are valued at the bid price reported in the active market in which the security is traded and are classified as Level 1. The separately managed fund can be redeemed at NAV within a year of the financial statement date and is classified as Level 2.

(o) Large-cap U.S. stock value funds - This asset category represents investments in mutual funds. One of the funds has characteristics similar to the Russell 1000 Value Stock Index. This index is comprised of the large-cap value segment of the U.S. equity universe focusing on companies with lower price-to-book ratios and lower expected growth values. The other mutual fund has characteristics similar to a 60/40 blend of U.S. stocks and investment-grade bonds. Mutual funds are valued at the bid price reported in the active market in which the security is traded and are classified as Level 1.

(p) Short-term funds - This asset category represents investments in treasury money-market funds and cash reserves funds. Short-term funds seek the preservation of capital, liquidity, and, consistent with these, the highest possible current income. These funds are classified as Level 2 because the inputs used to determine fair value are not quoted prices in an active market.

(q) Small-cap U.S. stock funds - This asset category represents an investment in a mutual fund comprised of small capitalization companies. The investment strategy includes investing at least 80% of the fund net assets (plus borrowings made for investment purposes) in common stocks and other equity securities of companies with smaller market capitalizations. The mutual fund is valued at the bid price reported in the active market in which the security is traded and is classified as Level 1.

(r) Large-cap U.S. stock funds - This asset category represents an investment in a mutual fund comprised of 500 stocks included in the S&P 500 Index. The fund seeks to closely reproduce the returns of the U.S. stock market captured by this index. The mutual fund is valued at the bid price reported in the active market in which the security is traded and is classified as Level 1.

(s) Mid-cap U.S. stock funds - This asset category represents investments in a mutual fund with characteristics of companies included in the Lipper Mid-Cap Growth Funds Average. The investment strategy is to provide long-term capital appreciation by investing in mid-cap stocks offering the potential for above-average earnings growth. The mutual fund is valued at the bid price reported in the active market in which the security is traded and is classified as Level 1.

(t) Global and international funds - This asset category represents an investment in a mutual fund comprised of individual foreign securities. The mutual fund seeks capital growth by normally investing at least 65% of total assets in foreign securities, normally investing primarily in common stocks and allocating investments across countries and regions considering the size of the market and region relative to the size of the international market as a whole. The mutual fund is valued at the bid price reported in the active market in which the security is traded and is classified as Level 1.

(u) Common Stock - This asset category represents employee stock ownership plans with investments in CenturyLink and Sprint common stock valued at the last published bid price reported and is classified as Level 1.

Note 5: Plan's Qualified Tax Status and Income Taxes

The Plan and related trust were designed to meet the necessary requirements of Code Section 401(a) and, accordingly, the trust underlying the Plan is exempt from income taxation pursuant to Code Section 501(a). A favorable determination letter was received on August 20, 2008 related to the Plan. The Plan has been amended since receiving the determination letter, and the Plan was submitted in January 2012 for updated determination by the IRS and still is under

**CENTURYLINK UNION 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011**

review. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable provisions of the Code.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan and concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations prior to 2008.

Note 6: Investments (Unaudited)

The following table presents the Plan investments (at fair value) that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011.

	December 31	
	2012	2011
	(Dollars in thousands)	
Investment in Master Trust	\$ 1,495,026	\$ **
PIMCO Total Return Fund	**	10,804
T. Rowe Price Equity Income Fund	**	10,429
T. Rowe Price Equity Index 500 Fund	**	7,884
T. Rowe Price Mid-Cap Growth Fund	**	8,462
T. Rowe Price Summit Cash Reserves Fund	**	10,485
T. Rowe Price Retirement 2020 Fund	**	5,180

* No individual investment of the Personal Choice Retirement Account® is 5% or more of the Plans net assets available for benefits.

** Investment not in excess of 5% at respective date

Note 7: Forfeitures

A participant's non-vested account balances is forfeited as of the date upon which the participant's employment is terminated with the Company. Forfeiture amounts may be utilized first to satisfy any restorations for the year. Any remaining forfeitures will be applied to offset future employer contributions and Plan administrative expenses. There was \$21,897 and \$116,764 in non-vested forfeited accounts as of December 31, 2012, and 2011, respectively.

Note 8: Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements to the Form 5500:

	December 31	
	2012	2011
	(Dollars in thousands)	
Net assets available for benefits per the financial statements to the Form 5500	\$ 1,668,983	\$ 96,117
Investment income due from mutual funds to the Plan	—	(60)
Employer contribution due to the Plan for 2011 payroll deductions received by the Plan's Trustee in 2012	—	(105)
Participant contributions due to the Plan for 2011 payroll deductions received by the Plan's Trustee in 2012	—	(209)
Interest on notes receivable from participants due to the Plan	—	(41)
Administrative expenses payable to service providers	—	3
Net assets available for benefits per the Form 5500	<u>\$ 1,668,983</u>	<u>\$ 95,705</u>

CENTURYLINK UNION 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

The following is a reconciliation of total additions per the financial statements to the Form 5500 during 2012:

	(Dollars in thousands)
Total additions per the financial statements at December 31, 2012	\$ 169,383
Investment income due from mutual funds to the Plan	60
Plus: Employer contributions for 2011 payroll deductions received by the Trustee in 2012	105
Plus: Participant contributions for 2011 payroll deductions received by the Trustee in 2012	209
Plus: Interest income due on notes receivable from participants - December 31, 2011	41
Total income per the Form 5500 at December 31, 2012	<u>\$ 169,798</u>

The following is a reconciliation of total deductions per the financial statements to the Form 5500 during 2012:

	(Dollars in thousands)
Total deductions per the financial statements at December 31, 2012	\$ 178,202
Plus: Administrative expenses payable to service providers in 2011	3
Plus: Certain deemed distributions of participant loans	96
Total expenses per the Form 5500 at December 31, 2012	<u>\$ 178,301</u>

Note 9: Related Party and Party-in-Interest Transactions

The Plan incurred fees for investment management services paid or payable to CIM and Wells Fargo for trustee, recordkeeping and other services amounting to approximately \$66,000 for the year ended December 31, 2011.

The Plan incurred fees for trustee, recordkeeping, and other services paid or payable to Wells Fargo and to Northern Trust for trustee services amounting to approximately \$664,000 for the year ended December 31, 2012.

Note 10: Concentration of Investments

As of December 31, 2011, substantially all of the assets available for benefits were invested in mutual funds managed by T. Rowe Price, Capital, Fidelity, Harris, Morgan Stanley, Allianz, or PIMCO and the remaining assets available for benefits consisted of investments in Sprint common stock that were closed to any new investment and appointed to a new trustee.

As of December 31, 2012, 89.6% of the net assets available for benefits were held in the Master Trust of which 8.8% was invested in the CenturyLink Common Stock Fund. The CenturyLink Common Stock Fund is closed to new participant directed investment.

Note 11: Risks and Uncertainties

The Plan's investments are exposed to various risks, such as interest rate, market, and credit risks. Unfavorable economic events may have an adverse impact on the overall credit and investment markets that could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits. No assurance can be provided as to the timing or magnitude of future unfavorable economic events or of their impact on participants' account balances.

CENTURYLINK UNION 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

Note 12: Settlement

During July 2012, the CenturyLink Dollars & Sense 401(k) Plan and the CenturyLink Union 401(k) Plan (the “Plans”) distributed to participants a residual distribution of approximately \$7.2 million from the settlement of *In re Qwest Communications International Inc. Securities Litigation* and a distribution of \$3.8 million from the Department of Justice remission process, which the Plans, in turn, allocated to affected participants in July 2012.

Note 13: Subsequent Events

Subsequent events were evaluated from December 31, 2012 until October 10, 2013, the date the financial statements were available to be issued. No additional matters were determined to require additional disclosure or modification to the financial statements as issued.

In January 2013, the Plans received a residual distribution of approximately \$63 thousand from the Securities Exchange Commission Fair Fund and two additional residual distributions totaling approximately \$387 thousand from the Department of Justice remission fund and the *In re Qwest Communications International Inc. Securities Litigation* settlement. The allocation of these proceeds to affected Plan participants was completed in April 2013.

CENTURYLINK UNION 401(k) PLAN AND TRUST
EIN: 72-0651161 PLAN NO: 003
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2012

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Rate and Maturity (when applicable)	Current Value
* CenturyLink, Inc. Defined Contribution Plan Master Trust	Investment in Master Trust	N/A	\$ 1,495,025,822
* Participants Loans	Notes Receivable	Interest rates from 3.25% to 10.25%; Maturities to September 10, 2036	63,046,957
Personal Choice Retirement Account®	Self-Directed Brokerage Account		107,697,144
Total investments including Notes Receivable			<u>\$1,665,769,923</u>

* CenturyLink, Inc., as sponsor of the Plan, is considered a party-in-interest.

Notes: Information on cost of investments is excluded as all investments are participant directed.

See accompanying Independent Auditors' Report

CENTURYLINK UNION 401(k) PLAN AND TRUST
EIN: 72-0651161 PLAN NO: 003
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2012

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Rate and Maturity (when applicable)	Current Value
* CenturyLink, Inc. Defined Contribution Plan Master Trust	Investment in Master Trust	N/A	\$ 1,495,025,822
* Participants Loans	Notes Receivable	Interest rates from 3.25% to 10.25%; Maturities to September 10, 2036	63,046,957
Personal Choice Retirement Account®	Self-Directed Brokerage Account		107,697,144
Total investments including Notes Receivable			<u>\$1,665,769,923</u>

* CenturyLink, Inc., as sponsor of the Plan, is considered a party-in-interest.

Notes: Information on cost of investments is excluded as all investments are participant directed.

See accompanying Independent Auditors' Report