

+THE BELOW TERMS ARE NOT A FULL REPRESENTATION OF THE OFFER TERMS

+TENDERS OF OLD QWEST NOTES WILL BE ACCEPTED ONLY IN MINIMUM DENOMINATIONS OF USD25 AND INTEGRAL MULTIPLES OF USD25 IN EXCESS THEREOF.

+++NOTE: THIS OFFER INCLUDES A SOLICITATION FEE. REQUESTS FOR PAYMENT OF SOLICITATION FEES MUST BE SUBMITTED TO PERSHING VIA SERVICE CENTER ON A SOLICITATION FEE PAYMENT REQUEST FORM NO LATER THAN 9:00 AM. ON THE FIRST BUSINESS DAY PRIOR TO THE EXPIRATION DATE. REQUESTS MUST BE SUBMITTED THROUGH SERVICE CENTER TO: CORPORATE ACTIONS, VOLUNTARY, OFFER EXPIRING, INSTRUCTION. USE THE SOLICITATION FEE PAYMENT REQUEST FORM. NO SOLICITATION FEE WILL BE PAID ON REQUESTS RECEIVED AFTER THIS TIME. NO SOLICITATION FEE WILL BE PAID ON REQUESTS SUBMITTED ON AN IMPROPERLY COMPLETED SOLICITATION FEE PAYMENT REQUEST FORM. ELECTRONIC COPIES OF THE COMPLETED SOLICITATION FEE FORM CAN BE OBTAINED FROM THE LISTED AGENT AND ARE INCLUDED IN THE OFFERING DOCUMENTS AT THE URL PROVIDED IN THOSE DOCUMENTS. BY SUBMITTING A COMPLETED SOLICITATION FEE PAYMENT REQUEST FORM YOU ARE REPRESENTING THAT THE INDIVIDUAL COMPLETING SUCH FORM IS A REGISTERED EMPLOYEE OF YOUR FIRM, AND THAT SUCH REPRESENTATIVE PERSONALLY SOLICITED THE INVITATION FROM YOUR FIRM'S RETAIL CUSTOMER AND, WITH RESPECT TO ANY TENDER INVITATION, SUCH REPRESENTATIVE HAS REVIEWED THIS TRANSACTION WITH THEIR CUSTOMER, AND ON BEHALF OF THEIR FIRM, SUCH REPRESENTATIVE REQUESTS PAYMENT OF THE RESULTING SOLICITATION FEE. PLEASE PROVIDE SUNDRY ACCOUNT NUMBER TO BE CREDITED.

+AS PER THE OFFER DOCUMENT, THE SOLICITING DEALER FEE TO RETAIL BROKERS WILL NOT BE PAID WITH RESPECT TO ANY TENDER FOR WHICH THE HOLDER OR BENEFICIAL OWNER ELECTS TO RECEIVE NEW 6.500 PCT 2051

NOTES UNDER THE GLOBAL NOTE(S) PROVIDING FOR DENOMINATIONS OF USD 1 AND INTEGRAL MULTIPLES THEREOF.

+RESTRICTED JURISDICTIONS: EEA, UNITED KINGDOM, CANADA, HONG KONG, JAPAN, SINGAPORE, SWITZERLAND, SOUTH KOREA, TAIWAN, UNITED ARAB EMIRATES

+QWEST CORPORATION IS OFFERING TO EXCHANGE ANY AND ALL VALIDLY TENDERED AND ACCEPTED OF VARIOUS OF ITS OUTSTANDING SERIES OF NOTES OF WHICH THE ABOVE NOTES IS ONE, FOR NOTES TO BE ISSUED BY QWEST AND TO BE FULLY AND UNCONDITIONALLY GUARANTEED ON AN UNSECURED BASIS BY LUMEN TECH, INC.

+EACH NEW SERIES OF NEW QWEST NOTES WILL HAVE A MATURITY DATE THAT IS EXACTLY FIVE YEARS EARLIER THAN THE MATURITY DATES OF THE CORRESPONDING SERIES OF OLD NOTES, BUT WILL STILL HAVE THE SAME INTEREST RATE, INTEREST PAYMENT DATES, AND REDEMPTION PRICES AS THE CORRESPONDING SERIES OF OLD QWEST NOTES.

+THE EXCHANGE CONSIDERATION CONSISTS OF (I) USD 25 PRINCIPAL AMOUNT OF THE CORRESPONDING NEW QWEST NOTES AND (II) A CASH PAYMENT OF USD 0.0625 (A 'CONSENT FEE'). QWEST WILL PAY THE CONSENT FEE ON THE SETTLEMENT DATE. HOLDERS OF OLD QWEST NOTES FOR WHICH NO CONSENT IS DELIVERED PRIOR TO THE EXPIRATION DATE (OR OLD QWEST NOTES FOR WHICH A VALID CONSENT IS DELIVERED, BUT SUCH CONSENT IS REVOKED PRIOR TO THE EXPIRATION DATE) WILL NOT RECEIVE ANY CONSENT FEE, EVEN THOUGH THE PROPOSED AMENDMENTS TO THE OLD QWEST INDENTURES, IF THEY BECOME OPERATIVE, WILL BIND ALL HOLDERS OF THE APPLICABLE SERIES OF OLD QWEST NOTES, INCLUDING ANY TRANSFEREES OF CURRENT HOLDERS.

+THE EXCHANGE CONSIDERATION WILL INCLUDE AN AMOUNT IN CASH EQUAL TO THE ACCRUED AND UNPAID INTEREST ON THE OLD QWEST NOTES ACCEPTED FOR EXCHANGE IN THE EXCHANGE OFFERS, FROM THE MOST RECENT DATE ON WHICH INTEREST WAS PAID TO, BUT NOT INCLUDING, THE SETTLEMENT DATE AND INTEREST ON THE NEW QWEST NOTES WILL ACCRUE FROM AND INCLUDING THE SETTLEMENT DATE.

+HOLDERS OF THE ABOVE OLD 2057 NOTES HAVE THE OPTION TO EXCHANGE THEIR OLD 2057 NOTES INTO NEW 6.750 PCT NOTES DUE 2052 OR NEW 6.500 PCT 2051 NOTES ISSUED UNDER THE GLOBAL NOTE(S) PROVIDING FOR DENOMINATIONS OF USD 1 AND INTEGRAL MULTIPLES THEREOF. THE NEW 6.750 PCT 2052 NOTES WILL ONLY BE ISSUED IN DENOMINATIONS OF USD 25 AND INTEGRAL MULTIPLES THEREOF, AND NOT IN ANY OTHER DENOMINATION.

+CONCURRENTLY WITH THE EXCHANGE OFFERS, QWEST IS ALSO SOLICITING CONSENTS FROM EACH HOLDER OF THE OLD QWEST NOTES TO CERTAIN PROPOSED AMENDMENTS TO THE INDENTURE AS FURTHER DESCRIBED IN THE OFFER DOCUMENT.

+FOR THE PROPOSED AMENDMENTS TO BE ADOPTED WITH RESPECT TO A SERIES OF THE OLD QWEST NOTES, THE VALID CONSENTS OF THE HOLDERS OF AT LEAST A MAJORITY OUTSTANDING AGGREGATE PRINCIPAL AMOUNT OF SUCH SERIES OF THE OLD QWEST NOTES, VOTING AS SEPARATE SERIES, MUST BE OBTAINED BEFORE THE EXPIRATION DATE. RECEIPT OF THE REQUISITE CONSENTS IS NOT A CONDITION TO THE CONSUMMATION OF ANY OF THE EXCHANGE OFFERS.

+THE PROPER TENDER OF OLD QWEST NOTES WILL CONSTITUTE AN AUTOMATIC CONSENT TO THE PROPOSED AMENDMENTS TO THE APPLICABLE

OLD QWEST INDENTURE UNDER WHICH SUCH SERIES OF OLD QWEST NOTES WERE ISSUED.

HOLDERS MAY ELECT ONE OF THE FOLLOWING:

(OPTION 1) USD 25 PER \$25 PRINCIPAL AMOUNT OF THE OLD QWEST NOTES PLUS CONSENT FEE OF USD 0.0625 (NEW 6.750 PCT 2052 NOTES ISSUED IN DENOMINATION OF USD 25, UNIT FOR UNIT)

(OPTION 2) USD 25 PER \$25 PRINCIPAL AMOUNT OF THE OLD QWEST NOTES PLUS CONSENT FEE OF USD 0.0625 (NEW 6.500 PCT 2051 NOTES ISSUED IN DENOMINATION OF USD 1, 25 BONDS FOR EACH UNIT TENDERED)

NO MAILING WILL BE MADE TO HOLDERS.

TO EXCHANGE AND CONSENT, INSTRUCT VIA MASS ELECTIONS BY SELECTING 'POSITIONS' UNDER ELECTION OFFER AND INSTRUCT THE APPROPRIATE OPTION (OPTION 1 THROUGH OPTION 2). IF YOU DO NOT WISH TO PARTICIPATE, NO INSTRUCTION IS REQUIRED. THE DEFAULT OPTION OF 'NO ACTION' WILL BE APPLIED.