



December 5, 2011

Re: Please Read Immediately: Important Update on Medicare Enrollment Services

Dear CenturyLink Retiree:

I'm writing to you about the challenges many of our retirees have experienced with enrolling in health care benefits for 2012 through AonHewitt Navigators. Due to these issues, we have made the decision to partner with Extend Health, Inc. to provide additional assistance to retirees who have not yet enrolled in a new health care individual insurance policy for 2012.

Extend Health has offered its Medicare enrollment services since 2006, and has successfully transitioned hundreds of thousands of retirees from more than 180 employers including such large clients as Caterpillar, Federal Express, General Motors, Honeywell, and Weyerhaeuser.

If you have already completed your application with Aon Hewitt Navigators and you are happy with your individual insurance policy selections, you do not need to take any action.

If your application is not complete, however, starting on December 6, you'll be able to call Extend Health to complete your enrollment.

Benefit advisors will be available from 9:00 a.m. to 9:00 p.m. Eastern Time (6:00 a.m. to 6:00 p.m. Pacific Time), Monday through Friday. An Extend Health representative may also reach out to you directly to ensure that all eligible retirees are contacted in time for the enrollment deadline of December 31, 2011.

You'll be able to talk with an Extend Health benefit advisor via the toll-free number reserved for use by CenturyLink retirees, 888-825-4252. When you call Extend Health, you'll be automatically connected with a benefit advisor who is licensed and trained to find coverage that fits your specific needs. To speed up the process of connecting you to the right benefit advisor, you will be asked a few questions by our automated telephone system. You may either speak your answers, or use the numbers on your telephone keypad.

Extend Health, Inc.
10975 South Sterling View Drive
Suite A-1
South Jordan UT 84095

Phone: **888-825-4252**
(TTY: 1-866-508-5123)
Monday through Friday, **9:00 a.m. until 9:00 p.m. Eastern Time.**
Web: **www.extendhealth.com/centurylink**

Your individual insurance policy election and your application can be completed, in most cases, in one telephone call. We urge you not to delay; the sooner you call to complete this process, the faster your chosen insurance carriers will be able to process your application and confirm your coverage.

As a normal part of smoothing the transition from group health care to an individual insurance policy, Extend Health recommends that you refill all your prescriptions in December. It's generally prudent to have a 90-day supply on hand.

The included FAQ provides answers to some of the questions you may have. Other questions will be addressed during your enrollment call.

We sincerely apologize for the frustration and inconvenience you have experienced. We are confident that Extend Health will provide the kind of service we want you to have, and that you deserve.

Sincerely,



Marina Pearson
VP, Compensation & Benefits

SUMMARY OF MATERIAL MODIFICATIONS (SMM)

This letter, and the Frequently Asked Questions (FAQs) that accompany it, are intended to serve as a "Summary of Material Modifications" (SMM) pursuant to the requirements of Section 104 of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). This SMM is provided to notify you of certain changes to the Advisor and Advocacy services that are being offered to you in the transition from group health plan coverage under the CenturyLink Retiree and Inactive Health Plan to you own individual Medicare policy coverage. The effective date of the change is January 1, 2012. Please keep this SMM with your Summary Plan Description for future reference. This document summarizes certain provisions of the Plan. If there is any conflict between the terms of the Plan documents and this document, the terms of the Plan documents will govern. CenturyLink, Inc. (the "Company" or "CenturyLink") has reserved to the Plan Administrator the right to interpret and resolve any ambiguities in the Plan or any document relating to the Plan.

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