

**Qwest Corporation**

\$850,000,000 6.5% Notes due 2056

## Pricing Term Sheet

Date: August 11, 2016

*This pricing term sheet supplements the Preliminary Prospectus Supplement of Qwest Corporation, dated August 11, 2016, relating to the securities described below. This pricing term sheet should be read together with, and is qualified in its entirety by reference to, the Preliminary Prospectus Supplement, and supersedes the information in the Preliminary Prospectus Supplement to the extent inconsistent with the information in the Preliminary Prospectus Supplement.*

Issuer:	Qwest Corporation
Security:	\$850,000,000 6.5% Notes due 2056
Anticipated Ratings (Moody's / S&P / Fitch)*:	Ba1 / BBB- / BBB-
Principal Amount:	\$850,000,000
Over-allotment Option	Up to \$127,500,000
Trade Date:	August 11, 2016
Settlement Date:	August 22, 2016 (T+7)
Maturity Date:	September 1, 2056
Interest Payment Dates:	March 1, June 1, September 1 and December 1, commencing on December 1, 2016
Coupon:	6.5%
Price to Public:	\$25 per Note
Optional Redemption:	Callable at Par, in whole or in part, at any time on or after September 1, 2021.
Listing:	The Issuer intends to apply to list the Notes on the New York Stock Exchange and, if the application is approved, expects trading in the notes to begin within 30 days after the Settlement Date.
CUSIP/ISIN:	74913G 881 / US74913G8814
Joint Book-Running Managers:	Merrill Lynch, Pierce, Fenner & Smith Incorporated Morgan Stanley & Co. LLC RBC Capital Markets, LLC Wells Fargo Securities, LLC

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC (including the preliminary prospectus supplement) for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Merrill Lynch, Pierce, Fenner & Smith Incorporated toll free at 1-800-294-1322, Morgan Stanley & Co. LLC toll free at 1-866-718-1649, RBC Capital Markets, LLC toll-free at 1-866-375-6829 or Wells Fargo Securities, LLC toll free at 1-800-645-3751.**

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