

Qwest Corporation

\$500,000,000 7.50% Notes due 2051

Pricing Term Sheet

Date: September 14, 2011

Issuer:	Qwest Corporation
Security:	\$500,000,000 7.50% Notes due 2051
Anticipated Ratings (Moody's / S&P / Fitch)*:	Baa3 / BBB- / BBB-
Principal Amount:	\$500,000,000
Over-allotment Option:	\$75,000,000
Trade Date:	September 14, 2011
Settlement Date:	T+5; September 21, 2011
Maturity Date:	September 15, 2051
Coupon:	7.50%
Interest Payment Dates:	March 15, June 15, September 15 and December 15 of each year, beginning December 15, 2011
Price to Public:	\$25 per Note
Optional Redemption:	Callable at par, in whole or in part, at any time on or after September 15, 2016
Listing:	The Issuer intends to list the Notes on the New York Stock Exchange and expects trading in the Notes to begin within 30 days after the Settlement Date.
CUSIP/ISIN:	74913G 303 / US74913G3039
Joint Book-Running Managers:	Merrill Lynch, Pierce, Fenner & Smith Incorporated Morgan Stanley & Co. LLC UBS Securities LLC Wells Fargo Securities, LLC
Lead Managers:	J.P. Morgan Securities LLC RBC Capital Markets, LLC
Co-Managers:	SunTrust Robinson Humphrey, Inc. U.S. Bancorp Investments, Inc.

* 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 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. 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 at 1-866-718-1649, UBS Securities LLC at 877-827-6444 ext. 561-3884 or Wells Fargo Securities, LLC at 1-800-326-5897.