

**Qwest Corporation**

\$575,000,000 6.75% Notes due 2057

## Pricing Term Sheet

Date: April 18, 2017

*This pricing term sheet supplements the Preliminary Prospectus Supplement of Qwest Corporation, dated April 18, 2017, 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:	\$575,000,000 6.75% Notes due 2057
Anticipated Ratings (Moody's / S&P / Fitch)*:	Ba1 (Review for Downgrade) / BBB- (Stable) / BBB- (Negative Watch)
Principal Amount:	\$575,000,000
Over-allotment Option:	Up to \$86,250,000
Trade Date:	April 18, 2017
Settlement Date:	April 27, 2017 (T+7)
Maturity Date:	June 15, 2057
Interest Payment Dates:	March 15, June 15, September 15 and December 15, commencing on September 15, 2017
Coupon:	6.75%
Price to Public:	\$25 per Note
Optional Redemption:	Callable at Par, in whole or in part, at any time on or after June 15, 2022.
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 873 / US74913G8731
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.

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**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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