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the Networked World

PRESS
RELEASE

Level 3 Reports Fourth Quarter and Full Year 2016 Results

Full Year 2016 Highlights

- Net Income was \$677 million compared to Net Income of \$3.4 billion for 2015, which included a non-cash benefit to the fourth quarter 2015 Income Tax Expense of approximately \$3.3 billion related to the release of the company's valuation allowance against U.S. federal and state deferred tax assets
- Adjusted EBITDA grew to \$2.865 billion, or 11 percent on a modified basis, excluding \$15 million of CenturyLink acquisition-related expenses. This compares to the company's Adjusted EBITDA outlook of 10 to 12 percent
- Generated Cash Flows from Operating Activities of \$2.343 billion and Free Cash Flow of \$1.024 billion, excluding \$15 million of CenturyLink acquisition-related expenses, compared to the company's Free Cash Flow outlook of \$1.0 to \$1.1 billion

BROOMFIELD, Colo., February 8, 2017 – [Level 3 Communications, Inc.](#) (NYSE: LVLT) today reported results for the quarter and full year ended December 31, 2016.

“Throughout 2016, with our focus on profitable growth, we expanded margins and grew Adjusted EBITDA and Free Cash Flow,” said Jeff Storey, president and CEO of Level 3. “With integration planning well underway, we continue to gain excitement about the combination with CenturyLink. Adding Level 3’s global network, advanced solutions and proven experience serving large, multinational customers to CenturyLink’s extensive capabilities will enhance value for all of our customers, as well as our stockholders.”

Total revenue was \$2.032 billion for the fourth quarter 2016, compared to \$2.053 billion for the fourth quarter 2015. For the full year 2016, total revenue was \$8.172 billion compared to \$8.229 billion on a reported basis and \$8.157 billion on a modified basis for the full year 2015. The full year 2015 modified results exclude nine months of results from the company’s Venezuelan subsidiary’s operations that was deconsolidated as of September 30, 2015.

In the fourth quarter 2016, the company generated net income of \$250 million and basic earnings per share of \$0.70.

Financial Results

Metric (\$ in millions)	Fourth Quarter 2016	Fourth Quarter 2015 ⁽¹⁾	Full Year 2016	Full Year 2015 ⁽¹⁾	Full Year 2015 Modified ⁽¹⁾⁽²⁾
Core Network Services Revenue	\$1,934	\$1,943	\$7,767	\$7,757	\$7,685
Wholesale Voice Services Revenue	\$98	\$110	\$405	\$472	\$472
Total Revenue	\$2,032	\$2,053	\$8,172	\$8,229	\$8,157
Network Access Costs	\$680	\$708	\$2,725	\$2,833	\$2,823
Network Access Margin	66.5%	65.5%	66.7%	65.6%	65.4%
Network Related Expenses (NRE) ⁽³⁾	\$327	\$338	\$1,324	\$1,412	\$1,405
Selling, General and Administrative Expenses (SG&A) ⁽³⁾	\$316	\$326	\$1,273	\$1,346	\$1,337
Non-cash Compensation Expense	\$35	\$49	\$156	\$141	\$141
Adjusted EBITDA ⁽⁴⁾⁽⁵⁾	\$709	\$681	\$2,850	\$2,638	\$2,592
Adjusted EBITDA Margin ⁽⁴⁾⁽⁵⁾	34.9%	33.2%	34.9%	32.1%	31.8%
Cash Flows from Operating Activities	\$557	\$556	\$2,343	\$1,855	\$1,814
Capital Expenditures	\$306	\$330	\$1,334	\$1,229	\$1,219
Unlevered Cash Flow ⁽⁴⁾⁽⁵⁾	\$386	\$399	\$1,513	\$1,293	\$1,262
Free Cash Flow ⁽⁴⁾⁽⁵⁾	\$251	\$226	\$1,009	\$626	\$595
Net Income	\$250	\$3,323	\$677	\$3,433	
Net Income per Common Share-Basic	\$0.70	\$9.33	\$1.89	\$9.71	
Weighted Average Shares Outstanding (in thousands)- Basic	359,937	356,274	358,559	353,385	

(1) The reported fourth quarter and full year 2015 results have been adjusted to reflect changes made to customer assignments between the wholesale and enterprise channels as of the beginning of 2016.

(2) References to "modified" figures represent the adjustments made to exclude the company's Venezuelan subsidiary's operations.

(3) Excludes non-cash compensation expense.

(4) Includes CenturyLink acquisition-related expenses of \$15 million for both the fourth quarter 2016 and the full year 2016 and tw telecom acquisition-related expenses of \$4 million for the fourth quarter 2015 and \$32 million for the full year 2015.

(5) See schedule of non-GAAP metrics for definitions and reconciliation to GAAP measures.

Fourth Quarter 2016 Revenue Results

Core Network Services (CNS) Revenue (\$ in millions)	Fourth Quarter 2016	Third Quarter 2016	4Q16/3Q16 Percent Change	4Q16/3Q16 Percent Change, Constant Currency	Fourth Quarter 2015 ⁽¹⁾	4Q16/4Q15 Percent Change	4Q16/4Q15 Percent Change, Constant Currency
North America	\$1,584	\$1,572	1%	1%	\$1,572	1%	1%
Wholesale	\$405	\$412	(2%)	(2%)	\$430	(6%)	(6%)
Enterprise	\$1,179	\$1,160	2%	2%	\$1,142	3%	3%
EMEA	\$180	\$182	(1%)	2%	\$212	(15%)	(7%)
Wholesale	\$58	\$61	(5%)	(1%)	\$68	(15%)	(9%)
Enterprise	\$106	\$104	2%	4%	\$117	(9%)	(2%)
UK Government	\$16	\$17	(6%)	1%	\$27	(41%)	(25%)
Latin America	\$170	\$176	(3%)	(3%)	\$159	7%	4%
Wholesale	\$34	\$37	(8%)	(6%)	\$40	(15%)	(16%)
Enterprise ⁽²⁾	\$136	\$139	(2%)	(2%)	\$119	14%	10%
Total CNS Revenue	\$1,934	\$1,930	-	1%	\$1,943	-	-
Wholesale	\$497	\$510	(3%)	(2%)	\$538	(8%)	(7%)
Enterprise	\$1,437	\$1,420	1%	2%	\$1,405	2%	3%

(1) The reported fourth quarter 2015 results have been adjusted to reflect changes made to customer assignments between the wholesale and enterprise channels as of the beginning of 2016.

(2) Third quarter 2016 results include a \$4 million benefit from the Olympics.

Full Year 2016 Revenue Results

Core Network Services (CNS) Revenue (\$ in millions)	Full Year 2016	Full Year 2015 ⁽¹⁾	Full Year 2015 Modified ⁽¹⁾⁽²⁾	Percent Change ⁽³⁾	Percent Change, Modified ⁽⁴⁾	Percent Change, Modified and Constant Currency
North America	\$6,362	\$6,207	\$6,207	2%	2%	2%
Wholesale	\$1,694	\$1,746	\$1,746	(3%)	(3%)	(3%)
Enterprise	\$4,668	\$4,461	\$4,461	5%	5%	5%
EMEA	\$744	\$835	\$835	(11%)	(11%)	(6%)
Wholesale	\$247	\$278	\$278	(11%)	(11%)	(8%)
Enterprise	\$427	\$453	\$453	(6%)	(6%)	(1%)
UK Government	\$70	\$104	\$104	(33%)	(33%)	(24%)
Latin America	\$661	\$715	\$643	(8%)	3%	7%
Wholesale	\$147	\$182	\$167	(19%)	(12%)	(8%)
Enterprise	\$514	\$533	\$476	(4%)	8%	12%
Total CNS Revenue	\$7,767	\$7,757	\$7,685	-	1%	2%
Wholesale	\$2,088	\$2,206	\$2,191	(5%)	(5%)	(4%)
Enterprise	\$5,679	\$5,551	\$5,494	2%	3%	4%

- (1) The reported full year 2015 results have been adjusted to reflect changes made to customer assignments between the wholesale and enterprise channels as of the beginning of 2016.
- (2) References to "modified" figures represent the adjustments made to exclude the company's Venezuelan subsidiary's operations.
- (3) Year-over-year growth rates are calculated using the full year 2015 results which have been adjusted to reflect changes made to customer assignments and included nine months of the company's Venezuelan subsidiary's operations. These growth rates are on a reported basis and not adjusted for currency.
- (4) Modified year-over-year growth rates are calculated using the full year 2015 results which have been adjusted to reflect changes made to customer assignments as well as to exclude the company's Venezuelan subsidiary's operations. These growth rates are on a reported basis and not adjusted for currency.

CNS Revenue

CNS Revenue was \$1.934 billion in the fourth quarter 2016, decreasing 0.5 percent year-over-year on a reported basis, and increasing 0.2 percent year-over-year on a constant currency basis. For the full year 2016, CNS Revenue was \$7.767 billion, which increased 0.1 percent on a reported basis and 1.9 percent year-over-year on a constant currency and modified basis.

Liquidity

As of December 31, 2016, the company had cash and cash equivalents of \$1.819 billion.

2017 Business Outlook

“In 2017, we expect to continue to grow Adjusted EBITDA and Free Cash Flow,” said Sunit Patel, executive vice president and CFO of Level 3. “For the full year 2017, excluding CenturyLink acquisition-related expenses, we expect Adjusted EBITDA of \$2.94 to \$3.00 billion and Free Cash Flow of \$1.10 to \$1.16 billion.”

Metrics⁽¹⁾	2017 Outlook
Adjusted EBITDA	\$2.94 to \$3.00 billion
Free Cash Flow	\$1.10 to \$1.16 billion
GAAP Interest Expense	\$570 million
Cash Interest Expense	\$520 million
Capital Expenditures	16% of Total Revenue
Depreciation and Amortization	\$1.35 billion
Cash Income Tax	\$40 million
Non-cash Compensation Expense	\$170 million
Full Year Income Tax Rate	~38%

(1) All outlook measures exclude CenturyLink acquisition-related expenses.

Conference Call and Website Information

The company will broadcast a live conference call on its Investor Relations website at <http://investors.level3.com> at 3:30 p.m. MT/5:30 p.m. ET to discuss its Fourth Quarter and Full Year 2016 Results.

Additional information regarding the Fourth Quarter and Full Year 2016 results, including the presentation management will review on the conference call, will be available on Level 3's Investor Relations website. If you are unable to join the call via the Web, the call can be accessed live at +1 800-684-9134 (U.S. Domestic) or +1 303-223-4387 (International).

The call will be archived and available as an audio replay on Level 3's Investor Relations website starting at 7 p.m. ET February 8 until 6 p.m. ET May 9, 2017. The replay can be accessed by dialing +1 800-633-8284 (U.S. Domestic) or +1 402-977-9140 (International), reservation code 21842851.

For additional information, please call +1 720-888-2518.

About Level 3 Communications

Level 3 Communications, Inc. (NYSE: LVLT) is a Fortune 500 company that provides local, national and global communications services to enterprise, government and carrier customers. Level 3's comprehensive portfolio of secure, managed solutions includes fiber and infrastructure solutions; IP-based voice and data communications; wide-area Ethernet services; video and content distribution; data center and cloud-based solutions. Level 3 serves customers in more than 500 markets in over 60 countries across a global services platform anchored by owned fiber networks on three continents and connected by extensive undersea facilities. For more information, please visit www.level3.com or get to know us on [Twitter](#), [Facebook](#) and [LinkedIn](#).

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Forward-Looking Statements

Some statements made in this press release are forward-looking in nature and are based on management's current expectations or beliefs. These forward-looking statements are not a guarantee of performance and are subject to a number of uncertainties and other factors, many of which are outside Level 3's control, which could cause actual events to differ materially from those expressed or implied by the statements. Important factors that could prevent Level 3 from achieving its stated goals include, but are not limited to, the company's ability to: increase revenue from its services to realize its targets for financial and operating performance; develop and maintain effective business support systems; manage system and network failures or disruptions; avert the breach of its network and computer system security measures; develop new services that meet customer demands and generate acceptable margins; manage the future expansion or adaptation of its network to remain competitive; defend intellectual property and proprietary rights; manage risks associated with continued uncertainty in the global economy; manage continued or accelerated decreases in market pricing for communications services; obtain capacity for its network from other providers and interconnect its network with other networks on favorable terms; successfully integrate future acquisitions; effectively manage political, legal, regulatory, foreign currency and other risks it is exposed to due to its substantial international operations; mitigate its exposure to contingent liabilities; and meet all of the terms and conditions of its debt obligations. Additional information concerning these and other important factors can be found within Level 3's filings with the Securities and Exchange Commission. Statements in this presentation should be evaluated in light of these important factors. Level 3 is under no obligation to, and expressly disclaims any such obligation to, update or alter its forward-looking statements, whether as a result of new information, future events, or otherwise.

Except for the historical and factual information contained herein, the matters set forth in this communication, including statements regarding the expected timing and benefits of the proposed transaction, such as efficiencies, cost savings, enhanced revenues, growth potential, market profile and financial strength, and the competitive ability and position of the combined company, and other statements identified by words such as "will," "estimates," "anticipates," "believes," "expects," "projects," "plans," "intends," "may," "should," "could," "seeks" and similar expressions, are forward-looking statements within the meaning of the "safe harbor" provisions

of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, many of which are beyond our control. These forward-looking statements, and the assumptions upon which they are based, (i) are not guarantees of future results, (ii) are inherently speculative and (iii) are subject to a number of risks and uncertainties. Actual events and results may differ materially from those anticipated, estimated, projected or implied in those statements if one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect. Factors that could affect actual results include but are not limited to: the ability of the parties to timely and successfully receive the required approvals for the combination from regulatory agencies free of conditions materially adverse to the parties and from their respective shareholders; the possibility that the anticipated benefits from the proposed transaction cannot be fully realized or may take longer to realize than expected; the possibility that costs, difficulties or disruptions related to the integration of Level 3's operations with those of CenturyLink will be greater than expected; the ability of the combined company to retain and hire key personnel; the effects of competition from a wide variety of competitive providers, including lower demand for CenturyLink's legacy offerings; the effects of new, emerging or competing technologies, including those that could make the combined company's products less desirable or obsolete; the effects of ongoing changes in the regulation of the communications industry, including the outcome of regulatory or judicial proceedings relating to intercarrier compensation, interconnection obligations, access charges, universal service, broadband deployment, data protection and net neutrality; adverse changes in CenturyLink's or the combined company's access to credit markets on favorable terms, whether caused by changes in its financial position, lower debt credit ratings, unstable markets or otherwise; the combined company's ability to effectively adjust to changes in the communications industry, and changes in the composition of its markets and product mix; possible changes in the demand for, or pricing of, the combined company's products and services, including the combined company's ability to effectively respond to increased demand for high-speed broadband service; changes in the operating plans, capital allocation plans or corporate strategies of the combined company, whether based on changes in market conditions, changes in the cash flows or financial position of the combined company, or otherwise; the combined company's ability to successfully maintain the quality and profitability of its existing product and service offerings and to introduce new offerings on a timely and cost-effective basis; the adverse impact on the combined company's business and network from possible equipment failures, service outages, security breaches or similar events impacting its network; the combined company's ability to maintain favorable relations with key business partners, suppliers, vendors, landlords and financial institutions; the ability of the combined company to utilize net operating losses in amounts projected; changes in the future cash requirements of the combined company; and other risk factors and cautionary statements as detailed from time to time in each of CenturyLink's and Level 3's reports filed with the U.S. Securities and Exchange Commission (the "SEC"). Due to these risks and uncertainties, there can be no assurance that the proposed combination or any other transaction described above will in fact be completed in the manner described or at all. You should be aware that new factors may emerge from time to time and it is not possible for us to identify all such factors nor can we predict the impact of each such factor on the proposed combination or the combined company. You should not place undue reliance on these forward looking statements, which speak only as of the date of this communication. Unless legally required, CenturyLink and Level 3 undertake no obligation and each expressly disclaim any such obligation, to update publicly any forward-looking statements, whether as a result of new information, future events, changed events or otherwise.

Additional Information

In connection with the proposed combination, on January 27, 2017, CenturyLink and Level 3 filed an amended registration statement on Form S-4 with the SEC (Registration Statement No. 333-215121) that includes a preliminary prospectus and also constitutes a joint preliminary proxy statement. The amended registration statement on Form S-4, which is not final and may be further amended, has not been declared effective by the SEC and the definitive joint proxy statement/prospectus is not currently available. CenturyLink and Level 3 will deliver the definitive joint proxy statement/prospectus to their respective shareholders when it is available. **INVESTORS ARE URGED TO READ THE PRELIMINARY JOINT PROXY STATEMENT/PROSPECTUS AND THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS, WHEN IT BECOMES AVAILABLE BECAUSE IT CONTAINS OR WILL CONTAIN IMPORTANT INFORMATION.** You may obtain the preliminary joint proxy statement/prospectus (and the definitive joint proxy statement/prospectus, when it becomes available) and the filings that are incorporated by reference in the preliminary joint proxy statement/prospectus, as well as other filings containing information about CenturyLink and Level 3, free of charge, at the website maintained by the SEC at www.sec.gov. You may also obtain these documents free of charge by directing a request to CenturyLink, 100 CenturyLink Drive, Monroe, Louisiana 71203, Attention: Corporate Secretary, or to Level 3, 1025 Eldorado Boulevard, Broomfield, Colorado 80021, Attention: Investor Relations.

Participants in the Solicitation

The respective directors and executive officers of CenturyLink and Level 3 and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding CenturyLink's directors and executive officers is available in its proxy statement filed with the SEC by CenturyLink on April 5, 2016, and information regarding Level 3's directors and executive officers is available in its proxy statement filed with the SEC by Level 3 on April 7, 2016. These documents can be obtained free of charge from the sources indicated above. Other information regarding the interests of the participants in the proxy solicitation will be included in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available. This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

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