

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

**UNITED ACCESS
TECHNOLOGIES, LLC,**

Plaintiff,

V.

CENTURYLINK, INC.,	\$
CAROLINA TELEPHONE AND	\$
TELEGRAPH COMPANY LLC,	\$
CENTEL CORPORATION,	\$
CENTEL-TEXAS, INC.,	\$
CENTRAL TELEPHONE COMPANY,	\$
CENTRAL TELEPHONE COMPANY	\$
OF TEXAS,	\$
CENTRAL TELEPHONE COMPANY	\$
OF VIRGINIA,	\$
CENTURYTEL BROADBAND	\$
SERVICES, LLC,	\$
CENTURYTEL LONG DISTANCE,	\$
LLC,	\$
CENTURYTEL MIDWEST –	\$
MICHIGAN, INC.,	\$
CENTURYTEL OF ADAMSVILLE,	\$
INC.,	\$
CENTURYTEL OF ALABAMA, LLC,	\$
CENTURYTEL OF ARKANSAS, INC.,	\$
CENTURYTEL OF CENTRAL	\$
ARKANSAS, LLC,	\$
CENTURYTEL OF CENTRAL	\$
INDIANA, INC.,	\$
CENTURYTEL OF CENTRAL	\$
LOUISIANA, LLC,	\$
CENTURYTEL OF CENTRAL	\$
WISCONSIN, LLC,	\$
CENTURYTEL OF CHATHAM, LLC,	\$
CENTURYTEL OF CHESTER, INC.,	\$
CENTURYTEL OF CLAIBORNE, INC.,	\$
CENTURYTEL OF COLORADO, INC.,	\$
CENTURYTEL OF COWICHE, INC.,	\$
CENTURYTEL OF EAGLE, INC.,	\$
CENTURYTEL OF EAST LOUISIANA,	\$

CIVIL ACTION NO. _____

JURY TRIAL DEMANDED

LLC, §
 CENTURYTEL OF EASTERN §
 OREGON, INC., §
 CENTURYTEL OF EVANGELINE, §
 LLC, §
 CENTURYTEL OF FAIRWATER- §
 BRANDON-ALTO, LLC, §
 CENTURYTEL OF FORESTVILLE, §
 LLC, §
 CENTURYTEL OF IDAHO, INC., §
 CENTURYTEL OF INTER ISLAND, §
 INC., §
 CENTURYTEL OF LAKE DALLAS, §
 INC., §
 CENTURYTEL OF LARSEN- §
 READFIELD, LLC, §
 CENTURYTEL OF MICHIGAN, INC., §
 CENTURYTEL OF MINNESOTA, INC., §
 CENTURYTEL OF MISSOURI, LLC, §
 CENTURYTEL OF MONROE §
 COUNTY, LLC, §
 CENTURYTEL OF MONTANA, INC., §
 CENTURYTEL OF MOUNTAIN §
 HOME, INC., §
 CENTURYTEL OF NORTH §
 LOUISIANA, LLC, §
 CENTURYTEL OF NORTH §
 MISSISSIPPI, INC., §
 CENTURYTEL OF NORTHERN §
 MICHIGAN, INC., §
 CENTURYTEL OF NORTHERN §
 WISCONSIN, LLC, §
 CENTURYTEL OF NORTHWEST §
 ARKANSAS, LLC, §
 CENTURYTEL OF NORTHWEST §
 LOUISIANA, INC., §
 CENTURYTEL OF NORTHWEST §
 WISCONSIN, LLC, §
 CENTURYTEL OF ODON, INC., §
 CENTURYTEL OF OHIO, INC., §
 CENTURYTEL OF OOLTEWAH- §
 COLLEGEDALE, INC., §
 CENTURYTEL OF OREGON, INC., §
 CENTURYTEL OF PORT ARANSAS, §
 INC., §
 CENTURYTEL OF POSTVILLE, INC., §

CENTURYTEL OF REDFIELD, INC., §
 CENTURYTEL OF RINGGOLD, LLC, §
 CENTURYTEL OF SAN MARCOS, §
 INC., §
 CENTURYTEL OF SOUTH §
 ARKANSAS, INC., §
 CENTURYTEL OF SOUTHEAST §
 LOUISIANA, LLC, §
 CENTURYTEL OF SOUTHERN §
 WISCONSIN, LLC, §
 CENTURYTEL OF SOUTHWEST §
 LOUISIANA, LLC, §
 CENTURYTEL OF THE GEM STATE, §
 INC., §
 CENTURYTEL OF THE MIDWEST- §
 KENDALL, LLC, §
 CENTURYTEL OF THE MIDWEST- §
 WISCONSIN, LLC, §
 CENTURYTEL OF THE §
 NORTHWEST, INC., §
 CENTURYTEL OF THE SOUTHWEST, §
 INC., §
 CENTURYTEL OF UPPER §
 MICHIGAN, INC., §
 CENTURYTEL OF WASHINGTON, §
 INC., §
 CENTURYTEL OF WISCONSIN, LLC, §
 CENTURYTEL OF WYOMING, INC., §
 CENTURYTEL SERVICE GROUP, §
 LLC, §
 CENTURYTEL SOLUTIONS, LLC, §
 COASTAL LONG DISTANCE §
 SERVICES, LLC, §
 COASTAL UTILITIES, INC., §
 EMBARQ COMMUNICATIONS OF §
 VIRGINIA, INC., §
 EMBARQ COMMUNICATIONS, INC., §
 EMBARQ CORPORATION, §
 EMBARQ FLORIDA, INC., §
 EMBARQ MANAGEMENT §
 COMPANY, §
 EMBARQ MID-ATLANTIC §
 MANAGEMENT SERVICES §
 COMPANY, §
 EMBARQ MIDWEST MANAGEMENT §
 SERVICES COMPANY, §

EMBARQ MINNESOTA, INC., §
 EMBARQ MISSOURI, INC., §
 EMBARQ NETWORK COMPANY §
 LLC, §
 EMBARQ, INC., §
 GALLATIN RIVER §
 COMMUNICATIONS, LLC, §
 GULF COMMUNICATIONS, LLC, §
 GULF LONG DISTANCE, LLC, §
 GULF TELEPHONE COMPANY, §
 MADISON RIVER §
 COMMUNICATIONS CORPORATION, §
 MADISON RIVER §
 COMMUNICATIONS, LLC, §
 MEBTEL LONG DISTANCE §
 SOLUTIONS, LLC, §
 MEBTEL, INC., §
 NOCUTS, INC., §
 QWEST BROADBAND SERVICES, §
 INC., §
 QWEST COMMUNICATIONS §
 COMPANY, LLC, §
 QWEST COMMUNICATIONS §
 CORP. OF VIRGINIA, §
 QWEST COMMUNICATIONS §
 INTERNATIONAL INC., §
 QWEST CORPORATION, §
 QWEST SERVICES CORP., §
 SPECTRA COMMUNICATIONS §
 GROUP, LLC, §
 TELCON, INC., §
 TELEPHONE USA OF WISCONSIN, §
 LLC, §
 THE WINTER PARK TELEPHONE §
 COMPANY, §
 UNITED TELEPHONE COMPANY OF §
 EASTERN KANSAS, §
 UNITED TELEPHONE COMPANY OF §
 FLORIDA, §
 UNITED TELEPHONE COMPANY OF §
 INDIANA, INC., §
 UNITED TELEPHONE COMPANY OF §
 KANSAS, §
 UNITED TELEPHONE COMPANY OF §
 NEW JERSEY, INC., §
 UNITED TELEPHONE COMPANY OF §

OHIO,	§
THE UNITED TELEPHONE	§
COMPANY OF PENNSYLVANIA LLC,	§
UNITED TELEPHONE COMPANY OF	§
SOUTHCENTRAL KANSAS,	§
UNITED TELEPHONE COMPANY OF	§
TEXAS, INC.,	§
UNITED TELEPHONE COMPANY OF	§
THE CAROLINAS LLC,	§
UNITED TELEPHONE COMPANY OF	§
THE NORTHWEST,	§
UNITED TELEPHONE COMPANY OF	§
THE WEST,	§
UNITED TELEPHONE SOUTHEAST	§
LLC,	§
UNITED TELESERVICES, INC., AND	§
VALLEY NETWORK	§
PARTNERSHIP,	§
	§
Defendants.	§
	§

COMPLAINT

Plaintiff United Access Technologies, LLC (hereinafter “United Access” or “Plaintiff”), by and through its undersigned counsel, files this Complaint against Defendants CenturyLink, Inc., Carolina Telephone and Telegraph Company LLC, Centel Corporation, Centel-Texas, Inc., Central Telephone Company, Central Telephone Company of Texas, Central Telephone Company of Virginia, CenturyTel Broadband Services, LLC, CenturyTel Long Distance, LLC, CenturyTel Midwest – Michigan, Inc., CenturyTel of Adamsville, Inc., CenturyTel of Alabama, LLC, CenturyTel of Arkansas, Inc., CenturyTel of Central Arkansas, LLC, CenturyTel of Central Indiana, Inc., CenturyTel of Central Louisiana, LLC, CenturyTel of Central Wisconsin, LLC, CenturyTel of Chatham, LLC, CenturyTel of Chester, Inc., CenturyTel of Claiborne, Inc., CenturyTel of Colorado, Inc., CenturyTel of Cowiche, Inc., CenturyTel of Eagle, Inc., CenturyTel of East Louisiana, LLC, CenturyTel of Eastern Oregon, Inc., CenturyTel of

Evangeline, LLC, CenturyTel of Fairwater-Brandon-Alto, LLC, CenturyTel of Forestville, LLC, CenturyTel of Idaho, Inc., CenturyTel of Inter Island, Inc., CenturyTel of Lake Dallas, Inc., CenturyTel of Larsen-Readfield, LLC, CenturyTel of Michigan, Inc., CenturyTel of Minnesota, Inc., CenturyTel of Missouri, LLC, CenturyTel of Monroe County, LLC, CenturyTel of Montana, Inc., CenturyTel of Mountain Home, Inc., CenturyTel of North Louisiana, LLC, CenturyTel of North Mississippi, Inc., CenturyTel of Northern Michigan, Inc., CenturyTel of Northern Wisconsin, LLC, CenturyTel of Northwest Arkansas, LLC, CenturyTel of Northwest Louisiana, Inc., CenturyTel of Northwest Wisconsin, LLC, CenturyTel of Odon, Inc., CenturyTel of Ohio, Inc., CenturyTel of Ooltewah-Collegedale, Inc., CenturyTel of Oregon, Inc., CenturyTel of Port Aransas, Inc., CenturyTel of Postville, Inc., CenturyTel of Redfield, Inc., CenturyTel of Ringgold, LLC, CenturyTel of San Marcos, Inc., CenturyTel of South Arkansas, Inc., CenturyTel of Southeast Louisiana, LLC, CenturyTel of Southern Wisconsin, LLC, CenturyTel of Southwest Louisiana, LLC, CenturyTel of the Gem State, Inc., CenturyTel of the Midwest-Kendall, LLC, CenturyTel of the Midwest-Wisconsin, LLC, CenturyTel of the Northwest, Inc., CenturyTel of the Southwest, Inc., CenturyTel of Upper Michigan, Inc., CenturyTel of Washington, Inc., CenturyTel of Wisconsin, LLC, CenturyTel of Wyoming, Inc., CenturyTel Service Group, LLC, CenturyTel Solutions, LLC, Coastal Long Distance Services, LLC, Coastal Utilities, Inc., Embarq Communications of Virginia, Inc., Embarq Communications, Inc., Embarq Corporation, Embarq Florida, Inc., Embarq Management Company, Embarq Mid-Atlantic Management Services Company, Embarq Midwest Management Services Company, Embarq Minnesota, Inc., Embarq Missouri, Inc., Embarq Network Company LLC, Embarq, Inc., Gallatin River Communications, LLC, Gulf Communications, LLC, Gulf Long Distance, LLC, Gulf Telephone Company, Madison River

Communications Corporation, Madison River Communications, LLC, Mebtel Long Distance Solutions, LLC, Mebtel, Inc., NOCUTS, Inc., Qwest Broadband Services, Inc., Qwest Communications Company, LLC, Qwest Communications Corp. of Virginia, Qwest Communications International Inc., Qwest Corporation, Qwest Services Corp., Spectra Communications Group, LLC, Telcon, Inc., Telephone USA of Wisconsin, LLC, The Winter Park Telephone Company, United Telephone Company of Eastern Kansas, United Telephone Company of Florida, United Telephone Company of Indiana, Inc., United Telephone Company of Kansas, United Telephone Company of New Jersey, Inc., United Telephone Company of Ohio, The United Telephone Company of Pennsylvania LLC, United Telephone Company of Southcentral Kansas, United Telephone Company of Texas, Inc., United Telephone Company of the Carolinas LLC, United Telephone Company of the Northwest, United Telephone Company of the West, United Telephone Southeast LLC, United Teleservices, Inc., and Valley Network Partnership (collectively, “Defendants”) as follows:

THE PARTIES

1. United Access is a Delaware limited liability company with its principal place of business at 8300 Greensboro Drive, Suite 800, McLean, Virginia 22102. United Access does not develop or sell any products and/or processes and is not a direct competitor of CenturyLink.

2. Upon information and belief, CenturyLink, Inc. is a Louisiana corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyLink, Inc. may be served with process through the Secretary of State for the State of Delaware.

3. Upon information and belief, Carolina Telephone and Telegraph Company LLC is a North Carolina limited liability company having its principal place of business at 100

CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Carolina Telephone and Telegraph Company LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Carolina Telephone and Telegraph Company LLC is a wholly owned subsidiary of CenturyLink, Inc.

4. Upon information and belief, Centel Corporation is a Kansas corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Centel Corporation may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Centel Corporation is a wholly owned subsidiary of CenturyLink, Inc.

5. Upon information and belief, Centel-Texas, Inc. is a Texas corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Centel-Texas, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Centel-Texas, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

6. Upon information and belief, Central Telephone Company is a Delaware corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Central Telephone Company may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, Central Telephone Company is a wholly owned subsidiary of CenturyLink, Inc.

7. Upon information and belief, Central Telephone Company of Texas is a Texas corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Central Telephone Company of Texas may be served with

process through the Secretary of State for the State of Delaware. Upon information and belief, Central Telephone Company of Texas is a wholly owned subsidiary of CenturyLink, Inc.

8. Upon information and belief, Central Telephone Company of Virginia is a Virginia corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Central Telephone Company of Virginia may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Central Telephone Company of Virginia is a wholly owned subsidiary of CenturyLink, Inc.

9. Upon information and belief, CenturyTel Broadband Services, LLC is a Louisiana limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel Broadband Services, LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel Broadband Services, LLC is a wholly owned subsidiary of CenturyLink, Inc.

10. Upon information and belief, CenturyTel Long Distance, LLC is a Louisiana limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel Long Distance, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, CenturyTel Long Distance, LLC is a wholly owned subsidiary of CenturyLink, Inc.

11. Upon information and belief, CenturyTel Midwest – Michigan, Inc. is a Michigan corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel Midwest – Michigan, Inc. may be served with

process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel Midwest – Michigan, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

12. Upon information and belief, CenturyTel of Adamsville, Inc. is a Tennessee corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Adamsville, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Adamsville, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

13. Upon information and belief, CenturyTel of Alabama, LLC is a Louisiana limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Alabama, LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Alabama, LLC is a wholly owned subsidiary of CenturyLink, Inc.

14. Upon information and belief, CenturyTel of Arkansas, Inc. is an Arkansas corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Arkansas, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Arkansas, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

15. Upon information and belief, CenturyTel of Central Arkansas, LLC is an Arkansas limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Central Arkansas, LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Central Arkansas, LLC is a wholly owned subsidiary of CenturyLink, Inc.

16. Upon information and belief, CenturyTel of Central Indiana, Inc. is an Indiana corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Central Indiana, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Central Indiana, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

17. Upon information and belief, CenturyTel of Central Louisiana, LLC, is a Louisiana limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Central Louisiana, LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Central Louisiana, LLC is a wholly owned subsidiary of CenturyLink, Inc.

18. Upon information and belief, CenturyTel of Central Wisconsin, LLC is a Delaware limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Central Wisconsin, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, CenturyTel of Central Wisconsin, LLC is a wholly owned subsidiary of CenturyLink, Inc.

19. Upon information and belief, CenturyTel of Chatham, LLC is a Louisiana limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Chatham, LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Chatham, LLC is a wholly owned subsidiary of CenturyLink, Inc.

20. Upon information and belief, CenturyTel of Chester, Inc. is an Iowa corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Chester, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Chester, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

21. Upon information and belief, CenturyTel of Claiborne, Inc. is a Tennessee corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Claiborne, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Claiborne, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

22. Upon information and belief, CenturyTel of Colorado, Inc. is a Colorado corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Colorado, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Colorado, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

23. Upon information and belief, CenturyTel of Cowiche, Inc. is a Washington corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Cowiche, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Cowiche, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

24. Upon information and belief, CenturyTel of Eagle, Inc. is a Colorado corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Eagle, Inc. may be served with process through the

Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Eagle, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

25. Upon information and belief, CenturyTel of East Louisiana, LLC is a Louisiana limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of East Louisiana, LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of East Louisiana, LLC is a wholly owned subsidiary of CenturyLink, Inc.

26. Upon information and belief, CenturyTel of Eastern Oregon, Inc. is an Oregon corporation having its principal place of business at 805 Broadway, P.O. Box 9901, Vancouver, Washington 98668. Upon information and belief, CenturyTel of Eastern Oregon, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Eastern Oregon, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

27. Upon information and belief, CenturyTel of Evangeline, LLC is a Louisiana limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Evangeline, LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Evangeline, LLC is a wholly owned subsidiary of CenturyLink, Inc.

28. Upon information and belief, CenturyTel of Fairwater-Brandon-Alto, LLC is a Delaware limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Fairwater-Brandon-Alto, LLC may be served with process by serving its registered agent, The Corporation

Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, CenturyTel of Fairwater-Brandon-Alto, LLC is a wholly owned subsidiary of CenturyLink, Inc.

29. Upon information and belief, CenturyTel of Forestville, LLC is a Delaware limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Forestville, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, CenturyTel of Forestville, LLC is a wholly owned subsidiary of CenturyLink, Inc.

30. Upon information and belief, CenturyTel of Idaho, Inc. is a Delaware corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Idaho, Inc. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, CenturyTel of Idaho, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

31. Upon information and belief, CenturyTel of Inter Island, Inc. is a Washington corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Inter Island, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Inter Island, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

32. Upon information and belief, CenturyTel of Lake Dallas, Inc. is a Texas corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Lake Dallas, Inc. may be served with

process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Lake Dallas, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

33. Upon information and belief, CenturyTel of Larsen-Readfield, LLC is a Delaware limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Larsen-Readfield, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, CenturyTel of Larsen-Readfield, LLC is a wholly owned subsidiary of CenturyLink, Inc.

34. Upon information and belief, CenturyTel of Michigan, Inc. is a Michigan corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Michigan, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Michigan, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

35. Upon information and belief, CenturyTel of Minnesota, Inc. is a Minnesota corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Minnesota, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Minnesota, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

36. Upon information and belief, CenturyTel of Missouri, LLC is a Louisiana limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Missouri, LLC may be served

with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Missouri, LLC is a wholly owned subsidiary of CenturyLink, Inc.

37. Upon information and belief, CenturyTel of Monroe County, LLC is a Delaware limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Monroe County, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, CenturyTel of Monroe County, LLC is a wholly owned subsidiary of CenturyLink, Inc.

38. Upon information and belief, CenturyTel of Montana, Inc. is an Oregon company having its principal place of business at 805 Broadway, P.O. Box 9901, Vancouver, Washington 98668. Upon information and belief, CenturyTel of Montana, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Montana, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

39. Upon information and belief, CenturyTel of Mountain Home, Inc. is an Arkansas company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Mountain Home, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Mountain Home, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

40. Upon information and belief, CenturyTel of North Louisiana, LLC is a Louisiana limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of North Louisiana, LLC may be served with process through the Secretary of State for the State of Delaware. Upon

information and belief, CenturyTel of North Louisiana, LLC is a wholly owned subsidiary of CenturyLink, Inc.

41. Upon information and belief, CenturyTel of North Mississippi, Inc. is a Mississippi corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of North Mississippi, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of North Mississippi, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

42. Upon information and belief, CenturyTel of Northern Michigan, Inc. is a Michigan corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Northern Michigan, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Northern Michigan, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

43. Upon information and belief, CenturyTel of Northern Wisconsin, LLC is a Delaware limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Northern Wisconsin, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, CenturyTel of Northern Wisconsin, LLC is a wholly owned subsidiary of CenturyLink, Inc.

44. Upon information and belief, CenturyTel of Northwest Arkansas, LLC is a Delaware limited liability company having its principal place of business at 100 CenturyLink

Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Northwest Arkansas, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, CenturyTel of Northwest Arkansas, LLC is a wholly owned subsidiary of CenturyLink, Inc.

45. Upon information and belief, CenturyTel of Northwest Louisiana, Inc. is a Louisiana corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Northwest Louisiana, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Northwest Louisiana, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

46. Upon information and belief, CenturyTel of Northwest Wisconsin, LLC is a Delaware limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Northwest Wisconsin, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, CenturyTel of Northwest Wisconsin, LLC is a wholly owned subsidiary of CenturyLink, Inc.

47. Upon information and belief, CenturyTel of Odon, Inc. is an Indiana corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Odon, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Odon, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

48. Upon information and belief, CenturyTel of Ohio, Inc. is an Ohio corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Ohio, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Ohio, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

49. Upon information and belief, CenturyTel of Ooltewah-Collegedale, Inc. is a Tennessee corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Ooltewah-Collegedale, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Ooltewah-Collegedale, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

50. Upon information and belief, CenturyTel of Oregon, Inc. is an Oregon corporation having its principal place of business at 805 Broadway, P.O. Box 9901, Vancouver, Washington 98668. Upon information and belief, CenturyTel of Oregon, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Oregon, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

51. Upon information and belief, CenturyTel of Port Aransas, Inc. is a Texas corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Port Aransas, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Port Aransas, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

52. Upon information and belief, CenturyTel of Postville, Inc. is an Iowa corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203.

Upon information and belief, CenturyTel of Postville, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Postville, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

53. Upon information and belief, CenturyTel of Redfield, Inc. is an Arkansas corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Redfield, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Redfield, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

54. Upon information and belief, CenturyTel of Ringgold, LLC is a Louisiana limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Ringgold, LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Ringgold, LLC is a wholly owned subsidiary of CenturyLink, Inc.

55. Upon information and belief, CenturyTel of San Marcos, Inc. is a Texas corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of San Marcos, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of San Marcos, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

56. Upon information and belief, CenturyTel of South Arkansas, Inc. is an Arkansas corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of South Arkansas, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of South Arkansas, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

57. Upon information and belief, CenturyTel of Southeast Louisiana, LLC is a Louisiana limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Southeast Louisiana, LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Southeast Louisiana, LLC is a wholly owned subsidiary of CenturyLink, Inc.

58. Upon information and belief, CenturyTel of Southern Wisconsin, LLC is a Delaware limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Southern Wisconsin, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, CenturyTel of Southern Wisconsin, LLC is a wholly owned subsidiary of CenturyLink, Inc.

59. Upon information and belief, CenturyTel of Southwest Louisiana, LLC is a Louisiana limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Southwest Louisiana, LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Southwest Louisiana, LLC is a wholly owned subsidiary of CenturyLink, Inc.

60. Upon information and belief, CenturyTel of the Gem State, Inc. is an Idaho corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of the Gem State, Inc. may be served with

process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of the Gem State, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

61. Upon information and belief, CenturyTel of the Midwest-Kendall, LLC is a Delaware limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of the Midwest-Kendall, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, CenturyTel of the Midwest-Kendall, LLC is a wholly owned subsidiary of CenturyLink, Inc.

62. Upon information and belief, CenturyTel of the Midwest-Wisconsin, LLC is a Delaware limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of the Midwest-Wisconsin, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, CenturyTel of the Midwest-Wisconsin, LLC is a wholly owned subsidiary of CenturyLink, Inc.

63. Upon information and belief, CenturyTel of the Northwest, Inc. is a Washington corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of the Northwest, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of the Northwest, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

64. Upon information and belief, CenturyTel of the Southwest, Inc. is a New Mexico corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana

71203. Upon information and belief, CenturyTel of the Southwest, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of the Southwest, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

65. Upon information and belief, CenturyTel of Upper Michigan, Inc. is a Michigan corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Upper Michigan, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Upper Michigan, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

66. Upon information and belief, CenturyTel of Washington, Inc. is a Washington corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Washington, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Washington, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

67. Upon information and belief, CenturyTel of Wisconsin, LLC is a Louisiana limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Wisconsin, LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Wisconsin, LLC is a wholly owned subsidiary of CenturyLink, Inc.

68. Upon information and belief, CenturyTel of Wyoming, Inc. is a Wyoming company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel of Wyoming, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel of Wyoming, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

69. Upon information and belief, CenturyTel Service Group, LLC is a Louisiana limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel Service Group, LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel Service Group, LLC is a wholly owned subsidiary of CenturyLink, Inc.

70. Upon information and belief, CenturyTel Solutions, LLC is a Louisiana limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, CenturyTel Solutions, LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, CenturyTel Solutions, LLC is a wholly owned subsidiary of CenturyLink, Inc.

71. Upon information and belief, Coastal Long Distance Services, LLC is a Georgia limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Coastal Long Distance Services, LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Coastal Long Distance Services, LLC is a wholly owned subsidiary of CenturyLink, Inc.

72. Upon information and belief, Coastal Utilities, Inc. is a Georgia corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Coastal Utilities, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Coastal Utilities, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

73. Upon information and belief, Embarq Communications of Virginia, Inc. is a Virginia corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Embarq Communications of Virginia, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Embarq Communications of Virginia, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

74. Upon information and belief, Embarq Communications, Inc. is a Delaware corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Embarq Communications, Inc. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, Embarq Communications, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

75. Upon information and belief, Embarq Corporation is a Delaware corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Embarq Corporation may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, Embarq Corporation is a wholly owned subsidiary of CenturyLink, Inc.

76. Upon information and belief, Embarq Florida, Inc. is a Florida corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Embarq Florida, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Embarq Florida, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

77. Upon information and belief, Embarq Management Company is a Delaware corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Embarq Management Company may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, Embarq Management Company is a wholly owned subsidiary of CenturyLink, Inc.

78. Upon information and belief, Embarq Mid-Atlantic Management Services Company is a North Carolina company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Embarq Mid-Atlantic Management Services Company may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Embarq Mid-Atlantic Management Services Company is a wholly owned subsidiary of CenturyLink, Inc.

79. Upon information and belief, Embarq Midwest Management Services Company is a Kansas company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Embarq Midwest Management Services Company may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Embarq Midwest Management Services Company is a wholly owned subsidiary of CenturyLink, Inc.

80. Upon information and belief, Embarq Minnesota, Inc. is a Minnesota corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Embarq Minnesota, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Embarq Minnesota, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

81. Upon information and belief, Embarq Missouri, Inc. is a Missouri corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Embarq Missouri, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Embarq Missouri, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

82. Upon information and belief, Embarq Network Company LLC is a Delaware limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Embarq Network Company LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, Embarq Network Company LLC is a wholly owned subsidiary of CenturyLink, Inc.

83. Upon information and belief, Embarq, Inc. is a Kansas corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Embarq, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Embarq, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

84. Upon information and belief, Gallatin River Communications, LLC is a Delaware limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Gallatin River Communications, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, Gallatin River Communications, LLC is a wholly owned subsidiary of CenturyLink, Inc.

85. Upon information and belief, Gulf Communications, LLC is a Delaware limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Gulf Communications, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, Gulf Communications, LLC is a wholly owned subsidiary of CenturyLink, Inc.

86. Upon information and belief, Gulf Long Distance, LLC is a Alabama limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Gulf Long Distance, LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Gulf Long Distance, LLC is a wholly owned subsidiary of CenturyLink, Inc.

87. Upon information and belief, Gulf Telephone Company is an Alabama company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Gulf Telephone Company may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Gulf Telephone Company is a wholly owned subsidiary of CenturyLink, Inc.

88. Upon information and belief, Madison River Communications Corporation is a Delaware corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Madison River Communications Corporation may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, Madison River Communications Corporation is a wholly owned subsidiary of CenturyLink, Inc.

89. Upon information and belief, Madison River Communications, LLC is a Delaware limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Madison River Communications, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, Madison River Communications, LLC is a wholly owned subsidiary of CenturyLink, Inc.

90. Upon information and belief, Mebtel Long Distance Solutions, LLC is a North Carolina limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Mebtel Long Distance Solutions, LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Mebtel Long Distance Solutions, LLC is a wholly owned subsidiary of CenturyLink, Inc.

91. Upon information and belief, Mebtel, Inc. is a North Carolina corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Mebtel, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Mebtel, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

92. Upon information and belief, NOCUTS, Inc. is a Pennsylvania corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, NOCUTS, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, NOCUTS, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

93. Upon information and belief, Qwest Broadband Services, Inc. is a Delaware corporation having its principal place of business at 1801 California Street, Suite 5100, Denver, Colorado 80202. Upon information and belief, Qwest Broadband Services, Inc. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, Qwest Broadband Services, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

94. Upon information and belief, Qwest Communications Company, LLC is a Delaware limited liability company having its principal place of business at 1801 California Street, Suite 5100, Denver, Colorado 80202. Upon information and belief, Qwest Communications Company, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, Qwest Communications Company, LLC is a wholly owned subsidiary of CenturyLink, Inc.

95. Upon information and belief, Qwest Communications Corp. of Virginia is a Virginia corporation having its principal place of business at 1801 California Street, Suite 5100, Denver, Colorado 80202. Upon information and belief, Qwest Communications Corp. of Virginia may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Qwest Communications Corp. of Virginia is a wholly owned subsidiary of CenturyLink, Inc.

96. Upon information and belief, Qwest Communications International Inc. is a Delaware corporation having its principal place of business at 1801 California Street, Suite 5100, Denver, Colorado 80202. Upon information and belief, Qwest Communications International Inc. may be served with process by serving its registered agent, The Corporation Trust Company,

Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, Qwest Communications International Inc. is a wholly owned subsidiary of CenturyLink, Inc.

97. Upon information and belief, Qwest Corporation is a Colorado corporation having its principal place of business at 1801 California Street, Suite 5100, Denver, Colorado 80202. Upon information and belief, Qwest Corporation may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Qwest Corporation is a wholly owned subsidiary of CenturyLink, Inc.

98. Upon information and belief, Qwest Services Corp. is a Colorado corporation having its principal place of business at 1801 California Street, Suite 5100, Denver, Colorado 80202. Upon information and belief, Qwest Services Corp. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Qwest Services Corp. is a wholly owned subsidiary of CenturyLink, Inc.

99. Upon information and belief, Spectra Communications Group, LLC is a Delaware limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Spectra Communications Group, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, Spectra Communications Group, LLC is a wholly owned subsidiary of CenturyLink, Inc.

100. Upon information and belief, Telcon, Inc. is a Texas corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Telcon, Inc. may be served with process through the Secretary of State

for the State of Delaware. Upon information and belief, Telcon, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

101. Upon information and belief, Telephone USA of Wisconsin, LLC is a Delaware limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, Telephone USA of Wisconsin, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, Telephone USA of Wisconsin, LLC is a wholly owned subsidiary of CenturyLink, Inc.

102. Upon information and belief, The Winter Park Telephone Company is a Florida corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, The Winter Park Telephone Company may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, The Winter Park Telephone Company is a wholly owned subsidiary of CenturyLink, Inc.

103. Upon information and belief, United Telephone Company of Eastern Kansas is a Delaware corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, United Telephone Company of Eastern Kansas may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, United Telephone Company of Eastern Kansas is a wholly owned subsidiary of CenturyLink, Inc.

104. Upon information and belief, United Telephone Company of Florida is a Florida corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana

71203. Upon information and belief, United Telephone Company of Florida may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, United Telephone Company of Florida is a wholly owned subsidiary of CenturyLink, Inc.

105. Upon information and belief, United Telephone Company of Indiana, Inc. is an Indiana corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, United Telephone Company of Indiana, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, United Telephone Company of Indiana, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

106. Upon information and belief, United Telephone Company of Kansas is a Kansas corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, United Telephone Company of Kansas may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, United Telephone Company of Kansas is a wholly owned subsidiary of CenturyLink, Inc.

107. Upon information and belief, United Telephone Company of New Jersey, Inc. is a New Jersey corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, United Telephone Company of New Jersey, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, United Telephone Company of New Jersey, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

108. Upon information and belief, United Telephone Company of Ohio is an Ohio corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, United Telephone Company of Ohio may be served with

process through the Secretary of State for the State of Delaware. Upon information and belief, United Telephone Company of Ohio is a wholly owned subsidiary of CenturyLink, Inc.

109. Upon information and belief, The United Telephone Company of Pennsylvania LLC is a Pennsylvania limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, The United Telephone Company of Pennsylvania LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, The United Telephone Company of Pennsylvania LLC is a wholly owned subsidiary of CenturyLink, Inc.

110. Upon information and belief, United Telephone Company of Southcentral Kansas is an Arkansas corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, United Telephone Company of Southcentral Kansas may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, United Telephone Company of Southcentral Kansas is a wholly owned subsidiary of CenturyLink, Inc.

111. Upon information and belief, United Telephone Company of Texas, Inc. is a Texas corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, United Telephone Company of Texas, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, United Telephone Company of Texas, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

112. Upon information and belief, United Telephone Company of the Carolinas LLC is a South Carolina limited liability company having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, United Telephone

Company of the Carolinas LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, United Telephone Company of the Carolinas LLC is a wholly owned subsidiary of CenturyLink, Inc.

113. Upon information and belief, United Telephone Company of the Northwest is an Oregon corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, United Telephone Company of the Northwest may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, United Telephone Company of the Northwest is a wholly owned subsidiary of CenturyLink, Inc.

114. Upon information and belief, United Telephone Company of the West is a Delaware corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, United Telephone Company of the West may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, United Telephone Company of the West is a wholly owned subsidiary of CenturyLink, Inc.

115. Upon information and belief, United Telephone Southeast LLC is a Virginia limited liability company having its principal place of business at 5454 W. 100th Street, Overland Park, Kansas 66211. Upon information and belief, United Telephone Southeast LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, United Telephone Southeast LLC is a wholly owned subsidiary of CenturyLink, Inc.

116. Upon information and belief, United Teleservices, Inc. is a Kansas corporation having its principal place of business at 100 CenturyLink Drive, Monroe, Louisiana 71203. Upon information and belief, United Teleservices, Inc. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, United Teleservices, Inc. is a wholly owned subsidiary of CenturyLink, Inc.

117. Upon information and belief, Valley Network Partnership is a Virginia general partnership having its principal place of business at 401 Spring Lane, Suite 300, Waynesboro, Virginia 22980. Upon information and belief, Valley Network Partnership may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Valley Network Partnership is a wholly owned subsidiary of CenturyLink, Inc.

118. Collectively, CenturyLink, Inc.'s wholly owned subsidiaries are referred to as "CenturyLink's subsidiaries."

JURISDICTION AND VENUE

119. This action arises under the Patent Laws of the United States, 35 U.S.C. § 1, *et seq.*, including 35 U.S.C. §§ 271, 281, 283, 284, and 285.

120. This Court has subject matter jurisdiction over this case for patent infringement under 28 U.S.C. §§ 1331 and 1338(a).

121. Venue in this Court is proper by virtue of 28 U.S.C. §§ 1391(b), (c), and 1400(b).

122. Upon information and belief, this Court has personal jurisdiction over Defendants and venue is proper, in part, because Defendants have significant contacts with the District of Delaware, conduct business in the District of Delaware, and have sought protection and benefit from the laws of the State of Delaware.

123. Upon information and belief, CenturyLink, Inc. directs and/or controls CenturyLink's subsidiaries such that CenturyLink's subsidiaries constitute alter-egos and/or agents of CenturyLink, Inc. Upon information and belief, CenturyLink, Inc. wholly owns each of CenturyLink's subsidiaries, each of CenturyLink's subsidiaries is financially dependent on CenturyLink, Inc., CenturyLink, Inc. shares common officers and/or directors with each of CenturyLink's subsidiaries, and/or CenturyLink, Inc. exercises control over the marketing and operational policies of each of CenturyLink's subsidiaries. Upon information and belief, CenturyLink's subsidiaries authorize CenturyLink, Inc. to perform substantial business on their behalf, including marketing, sales, accounting, finance, corporate governance, media relations, and corporate advertising.

124. Upon information and belief, several of CenturyLink's subsidiaries reside and have a registered agent for service of process in the District of Delaware, including Central Telephone Company, CenturyTel of Central Wisconsin, LLC, CenturyTel of Fairwater-Brandon-Alto, LLC, CenturyTel of Forestville, LLC, CenturyTel of Idaho, Inc., CenturyTel of Larsen-Readfield, LLC, CenturyTel of Monroe County, LLC, CenturyTel of Northern Wisconsin, LLC, CenturyTel of Northwest Arkansas, LLC, CenturyTel of Northwest Wisconsin, LLC, CenturyTel of Southern Wisconsin, LLC, CenturyTel of the Midwest-Kendall, LLC, CenturyTel of the Midwest-Wisconsin, LLC, Embarq Communications, Inc., Embarq Corporation, Embarq Management Company, Embarq Network Company LLC, Gallatin River Communications, LLC, Gulf Communications, LLC, Madison River Communications Corporation, Madison River Communications, LLC, Qwest Broadband Services, Inc., Qwest Communications Company, LLC, Qwest Communications International Inc., Spectra Communications Group, LLC,

Telephone USA of Wisconsin, LLC, United Telephone Company of Eastern Kansas, and United Telephone Company of the West.

125. Venue of this action is appropriate and convenient in the District of Delaware because this Court previously presided over a related action for infringement in the case styled *United Access Technologies, LLC v. EarthLink, Inc.*, No. 1:02-cv-00272-MPT (D. Del.) (the “EarthLink case”), where this Court considered and construed the claims of the patents-in-suit alleged herein, presided over a jury trial in February 2007, and ruled on the original plaintiffs’ renewed motion for judgment as a matter of law and motion for new trial in February 2010. The EarthLink case is currently on appeal before the Federal Circuit in an appeal styled *United Access Technologies, LLC v. EarthLink, Inc.*, Nos. 2010-1251, -1273 (Fed. Cir.). This Court is also presiding over a second related action for infringement in the case styled *Inline Connection Corporation v. Verizon Internet Services, Inc., et al.*, No. 1:05-cv-00866-JJF (D. Del.), which is stayed pending resolution of the EarthLink case.

BACKGROUND

A. The Patents-In-Suit

126. U.S. Patent No. 5,844,596 (the “’596 patent”), titled “Two-way RF Communication at Points of Convergence of Wire Pairs from Separate Internal Telephone Networks,” was duly and legally issued by the U.S. Patent and Trademark Office on December 1, 1998, after a full and fair examination. A true and correct copy of the ’596 patent is attached hereto as **Exhibit A** and made a part hereof.

127. U.S. Patent No. 6,243,446 (the “’446 patent”), titled “Distributed Splitter for Data Transmission Over Twisted Pairs,” was duly and legally issued by the U.S. Patent and

Trademark Office on July 5, 2001, after a full and fair examination. A true and correct copy of the '446 patent is attached as **Exhibit B** and made a part hereof.

128. U.S. Patent No. 6,542,585 (the "'585 patent"), titled "Distributed Splitter for Data Transmission Over Twisted Wire Pairs," was duly and legally issued by the U.S. Patent and Trademark Office on April 1, 2003, after a full and fair examination. A true and correct copy of the '585 patent is attached as **Exhibit C** and made a part hereof.

129. United Access is the owner of all right, title, and interest in and to the '596 patent, the '446 patent, and the '585 patent (collectively, the "patents-in-suit") by assignment, with full right to bring suit to enforce the patents, including the right to recover for past infringement damages and the right to recover future royalties, damages, and income.

B. Defendants' Infringing Conduct

130. Upon information and belief, CenturyLink, Inc. directs and/or controls CenturyLink's subsidiaries and/or its agents in providing a broad array of communications services, including voice, Internet, data and video services in at least 33 states. Specifically, CenturyLink's communications services include DSL services to residential and business customers throughout the United States. Defendants market and offer for sale their DSL services to residential and business customers under the CenturyLink, Inc. brand name through at least CenturyLink's website, www.centurylink.com. For example, Defendants have marketed their residential DSL services as, *inter alia*, CenturyLink™ High-Speed Internet. Collectively, Defendants' DSL services are referred to as "CenturyLink DSL."

131. Upon information and belief, CenturyLink DSL is provided over the pre-existing transmission facilities between the telephone company's central office and consumers' residences and/or businesses. Upon information and belief, CenturyLink DSL utilizes a signal

interface known as a Digital Subscriber Line Access Multiplier (“DSLAM”) located within the central office, a remote terminal, or another location, including an office building, that has circuitry for receiving data signals from an external source of information (i.e., an internet service provider) and circuitry for transmitting high-frequency data signals over the telephone wiring network to a transceiver (i.e., DSL modem) located in consumers’ residences and/or businesses.

132. Upon information and belief, CenturyLink DSL utilizes a distributed filtering system. Upon information and belief, Defendants provide customers with the necessary components of their distributed filtering system, *inter alia*, in self-installation kits, which eliminate delays and costs associated with a professional technician installing equipment. Upon information and belief, Defendants have substantially benefited from the use of a distributed filtering system provided, *inter alia*, in their self-installation kits.

133. Upon information and belief, Defendants’ self-installation kits contain, for example, the following equipment: (i) a transceiver, or DSL modem or router; (ii) low-pass filters that plug into a telephone jack and prevent high-frequency data signals from interfering with telephone equipment; and (iii) an instruction manual.

COUNT I

INFRINGEMENT OF U.S. PATENT NO. 5,844,596

134. Plaintiff repeats and re-alleges each and every allegation of paragraphs 1-133 as though fully set forth herein.

135. The ’596 patent is valid and enforceable.

136. Defendants have at no time, either expressly or impliedly, been licensed under the ’596 patent.

137. Upon information and belief, to the extent any marking or notice was required by 35 U.S.C. § 287, United Access and/or all predecessors in interest and/or implied or express licensees of the '596 patent, if any, have complied with the marking requirements of 35 U.S.C. § 287 by placing constructive notice of the '596 patent on all goods made, offered for sale, sold, and/or imported into the United States that embody one or more claims of that patent and/or providing actual notice to Defendants, including, *inter alia*, Qwest Broadband Services, Inc., Qwest Communications Company, LLC, Qwest Communications Corp. of Virginia, Qwest Communications International, Inc., Qwest Corporation, and Qwest Services Corp., of their alleged infringement.

138. Upon information and belief, Defendants have been, literally under 35 U.S.C. § 271(a) and/or equivalently under the doctrine of equivalents, infringing and/or indirectly infringing, by way of inducing infringement with specific intent under 35 U.S.C. § 271(b) and/or contributing to infringement under 35 U.S.C. § 271(c) of the '596 patent by making, using, offering to sell, and/or selling to customers and/or distributors (directly or through intermediaries) within the United States, without authority, products and/or processes that fall within the scope of one or more claims of the '596 patent, including, but not limited to, CenturyLink DSL, which performs substantially the same function as the apparatuses and/or methods embodied in one or more claims of the '596 patent in substantially the same way to achieve the same result.

139. Upon information and belief, Defendants have practiced all of the steps and/or requirements of one or more of the claims of the '596 patent either alone or as the "mastermind" directing or controlling the actions or participation of any third parties, including CenturyLink's subsidiaries and/or Defendants' agents, subcontractors, and/or customers. Upon information and

belief, Defendants have exercised control over and derived a benefit from the use of CenturyLink DSL.

140. Upon information and belief, Defendants' agents, subcontractors, and/or customers have infringed the claims of the '596 patent, under 35 U.S.C. § 271(a), by making, using, offering for sale, and/or selling within the United States, without authority, products and/or processes that fall within the scope of one or more claims of the '596 patent, including, but not limited to, CenturyLink DSL, which performs substantially the same function as the apparatuses and/or methods embodied in one or more claims of the '596 patent in substantially the same way to achieve the same result.

141. Upon information and belief, Defendants have possessed both the specific intent to induce infringement and have taken active steps to encourage infringement as demonstrated by Defendants' sales of CenturyLink DSL to customers that Defendants knew, or should have known, were infringing at least one claim of the '596 patent.

142. Upon information and belief, CenturyLink DSL is a material part of the invention embodied in the claims of the '596 patent, and Defendants knew that CenturyLink DSL was made or adapted for a use that infringes at least one claim of the '596 patent. Upon information and belief, Defendants had knowledge of the non-staple nature of CenturyLink DSL and the '596 patent throughout the entire period of their infringing conduct.

143. Upon information and belief, Defendants' infringement of the '596 patent has been willful and intentional.

144. As a direct and proximate result of Defendants' acts of infringement, United Access has been irreparably damaged and deprived of its right in the '596 patent in amounts not yet determined, and for which United Access is entitled to relief.

COUNT II

INFRINGEMENT OF U.S. PATENT NO. 6,243,446

145. Plaintiff repeats and re-alleges each and every allegation of paragraphs 1-144 as though fully set forth herein.

146. The '446 patent is valid and enforceable.

147. Defendants have at no time, either expressly or impliedly, been licensed under the '446 patent.

148. Upon information and belief, to the extent any marking or notice was required by 35 U.S.C. § 287, United Access and/or all predecessors in interest and/or implied or express licensees of the '446 patent, if any, have complied with the marking requirements of 35 U.S.C. § 287 by placing constructive notice of the '446 patent on all goods made, offered for sale, sold, and/or imported into the United States that embody one or more claims of that patent and/or providing actual notice to Defendants, including, *inter alia*, Qwest Broadband Services, Inc., Qwest Communications Company, LLC, Qwest Communications Corp. of Virginia, Qwest Communications International, Inc., Qwest Corporation, and Qwest Services Corp., of their alleged infringement.

149. Upon information and belief, Defendants have been, literally under 35 U.S.C. § 271(a) and/or equivalently under the doctrine of equivalents, infringing and/or indirectly infringing, by way of inducing infringement with specific intent under 35 U.S.C. § 271(b) and/or contributing to infringement under 35 U.S.C. § 271(c) of the '446 patent by making, using, offering to sell, and/or selling to customers and/or distributors (directly or through intermediaries) within the United States, without authority, products and/or processes that fall within the scope of one or more claims of the '446 patent, including, but not limited to,

CenturyLink DSL, which performs substantially the same function as the apparatuses embodied in one or more claims of the '446 patent in substantially the same way to achieve the same result.

150. Upon information and belief, Defendants have practiced all of the requirements of one or more of the claims of the '446 patent either alone or as the “mastermind” directing or controlling the actions or participation of any third parties, including CenturyLink’s subsidiaries and/or Defendants’ agents, subcontractors, and/or customers. Upon information and belief, Defendants have exercised control over and derived a benefit from the use of CenturyLink DSL.

151. Upon information and belief, Defendants’ agents, subcontractors, and/or customers have infringed the claims of the '446 patent, under 35 U.S.C. § 271(a), by making, using, offering for sale, and/or selling within the United States, without authority, products that fall within the scope of one or more claims of the '446 patent, including, but not limited to, CenturyLink DSL, which performs substantially the same function as the apparatuses embodied in one or more claims of the '446 patent in substantially the same way to achieve the same result.

152. Upon information and belief, Defendants have possessed both the specific intent to induce infringement and have taken active steps to encourage infringement as demonstrated by Defendants’ sales of CenturyLink DSL to customers that Defendants knew, or should have known, were infringing at least one claim of the '446 patent.

153. Upon information and belief, CenturyLink DSL is a material part of the invention embodied in the claims of the '446 patent, and Defendants knew that CenturyLink DSL was made or adapted for a use that infringes at least one claim of the '446 patent. Upon information and belief, Defendants had knowledge of the non-staple nature of CenturyLink DSL and the '446 patent throughout the entire period of their infringing conduct.

154. Upon information and belief, Defendants' infringement of the '446 patent has been willful and intentional.

155. As a direct and proximate result of Defendants' acts of infringement, United Access has been irreparably damaged and deprived of its right in the '446 patent in amounts not yet determined, and for which United Access is entitled to relief.

COUNT III

INFRINGEMENT OF U.S. PATENT NO. 6,542,585

156. Plaintiff repeats and re-alleges each and every allegation of paragraphs 1-155 as though fully set forth herein.

157. The '585 patent is valid and enforceable.

158. Defendants have at no time, either expressly or impliedly, been licensed under the '585 patent.

159. Upon information and belief, to the extent any marking or notice was required by 35 U.S.C. § 287, United Access and/or all predecessors in interest and/or implied or express licensees of the '585 patent, if any, have complied with the marking requirements of 35 U.S.C. § 287 by placing constructive notice of the '585 patent on all goods made, offered for sale, sold, and/or imported into the United States that embody one or more claims of that patent and/or providing actual notice to Defendants, including, *inter alia*, Qwest Broadband Services, Inc., Qwest Communications Company, LLC, Qwest Communications Corp. of Virginia, Qwest Communications International, Inc., Qwest Corporation, and Qwest Services Corp., of their alleged infringement.

160. Upon information and belief, Defendants have been, literally under 35 U.S.C. § 271(a) and/or equivalently under the doctrine of equivalents, infringing and/or indirectly

infringing, by way of inducing infringement with specific intent under 35 U.S.C. § 271(b) and/or contributing to infringement under 35 U.S.C. § 271(c) of the '585 patent by making, using, offering to sell, and/or selling to customers and/or distributors (directly or through intermediaries) within the United States, without authority, products that fall within the scope of one or more claims of the '585 patent, including, but not limited to, CenturyLink DSL, which performs substantially the same function as the apparatuses embodied in one or more claims of the '585 patent in substantially the same way to achieve the same result.

161. Upon information and belief, Defendants have practiced all of the requirements of one or more of the claims of the '585 patent either alone or as the “mastermind” directing or controlling the actions or participation of any third parties, including CenturyLink’s subsidiaries and/or Defendants’ agents, subcontractors, and/or customers. Upon information and belief, Defendants have exercised control over and derived a benefit from the use of CenturyLink DSL.

162. Upon information and belief, Defendants’ agents, subcontractors, and/or customers have infringed the claims of the '585 patent, under 35 U.S.C. § 271(a), by making, using, offering for sale, and/or selling within the United States, without authority, products that fall within the scope of one or more claims of the '585 patent, including, but not limited to, CenturyLink DSL, which performs substantially the same function as the apparatuses embodied in one or more claims of the '585 patent in substantially the same way to achieve the same result.

163. Upon information and belief, Defendants have possessed both the specific intent to induce infringement and have taken active steps to encourage infringement as demonstrated by Defendants’ sales of CenturyLink DSL to customers that Defendants knew, or should have known, were infringing at least one claim of the '585 patent.

164. Upon information and belief, CenturyLink DSL is a material part of the invention embodied in the claims of the '585 patent, and Defendants knew that CenturyLink DSL was made or adapted for a use that infringes at least one claim of the '585 patent. Upon information and belief, Defendants had knowledge of the non-staple nature of CenturyLink DSL and the '585 patent throughout the entire period of their infringing conduct.

165. Upon information and belief, Defendants' infringement of the '585 patent has been willful and intentional.

166. As a direct and proximate result of Defendants' acts of infringement, United Access has been irreparably damaged and deprived of its right in the '585 patent in amounts not yet determined, and for which United Access is entitled to relief.

CONCLUSION

167. Plaintiff is entitled to recover from Defendants the damages sustained by Plaintiff as a result of Defendants' wrongful acts in an amount subject to proof at trial, which, by law, cannot be less than a reasonable royalty, together with interest and costs as fixed by this Court.

168. Plaintiff has incurred and will incur attorneys' fees, costs, and expenses in the prosecution of this action. The circumstances of this dispute create an exceptional case within the meaning of 35 U.S.C. § 285, and Plaintiff is entitled to recover its reasonable and necessary attorneys' fees, costs, and expenses.

JURY DEMAND

Plaintiff hereby requests a trial by jury pursuant to Rule 38 of the Federal Rules of Civil Procedure.

PRAYER FOR RELIEF

Plaintiff respectfully requests that the Court find in its favor and against Defendants, and that the Court grant Plaintiff the following relief:

- A. A judgment that Defendants have directly infringed each of the patents-in-suit as alleged herein;
- B. A judgment for an accounting of all damages sustained by Plaintiff as a result of the acts of infringement by Defendants;
- C. A judgment and order requiring Defendants to pay Plaintiff damages under 35 U.S.C. § 284, including treble damages for willful infringement as provided by 35 U.S.C. § 284, and any royalties determined to be appropriate;
- D. A judgment and order requiring Defendants to pay Plaintiff pre-judgment and post-judgment interest on the damages awarded;
- E. A judgment and order finding this to be an exceptional case and requiring Defendants to pay the costs of this action (including all disbursements) and attorneys' fees as provided by 35 U.S.C. § 285; and
- F. Such other and further relief as the Court deems just and equitable.

Dated: April 15, 2011

Respectfully submitted,

STAMOULIS & WEINBLATT LLC

/s/ Richard C. Weinblatt

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