ANNUAL FUNDING NOTICE
For
Qwest Pension Plan

Introduction

You are receiving this Notice because you are either earning, receiving or entitled to receive a benefit from the Qwest Pension Plan (the Plan). Plan assets used to pay pension benefits are held in a trust. This notice provides information on how well the Plan is funded to meet its payment obligations. Under new pension law we are required to provide this information.

This notice also provides a summary of certain federal rules that cover the operation of pension plans and guarantees by the Pension Benefit Guaranty Corporation (PBGC), a federal agency. This notice is for the period beginning January 1, 2008, and ending December 31, 2008 (the Plan Year).

Funding Target Attainment Percentage

What is the funding target attainment percentage? It is simply a ratio of the net assets to the liabilities of a pension plan to measure how well a plan is funded for a plan year (a plan year is a calendar year) to meet its payment obligations. The Valuation Date is the date that the calculations are made. In general, the higher the percentage, the better funded the plan. The Plan's funding target attainment percentage for 2008 and the two prior years is shown in the chart below, along with the value of the Plan's assets and how much the Plan owes in pension benefits.

	Plan Year 2008	Plan Year 2007	Plan Year 2006
1. Valuation Date	1/1/2008	1/1/2007	1/1/2006
2. Plan Assets			
a. Total Plan Assets	$9,858,208,000	$9,205,715,000	$9,009,324,000
b. Funding Standard Carryover Balance	$6,775,000	$6,273,000	$5,808,000
c. Prefunding Balance	0	Not Applicable	Not Applicable
d. Net Plan Assets (a) – (b) – (c) = (d)	$9,851,433,000	Not Applicable	Not Applicable
3. Plan Liabilities	$8,389,337,000	$8,715,132,000	$8,585,257,000
4. Funding Target Attainment Percentage (2d)/(3)	117.43%	Not Applicable	Not Applicable

Because the rules changed in 2008, the Plan is not required by law to report certain funding related information because such information may not exist before 2008. We've shown "not applicable" to identify that information. Instead, the Plan provides comparable information that reflects the funding status of the Plan under prior law. For 2007, the Plan's "funded current liability percentage" was 105.63%, the Plan's assets were $9,205,715,000, and Plan liabilities were $8,715,132,000. For 2006, the Plan's funded current liability percentage was 104.94%, the Plan's assets were $9,009,324,000, and Plan liabilities were $8,585,257,000.

Credit Balances

Credit balances in the chart on page one were subtracted from the Plan's assets before calculating the funding target attainment percentage. While pension plans are permitted to maintain credit balances (called "funding standard carryover balance" and "prefunding balance") for funding purposes, such credits may not be taken into account when calculating a plan's funding target attainment percentage. A plan might have a credit balance, for example, if in a prior year an employer made contributions at a level in excess of the minimum level required by law. Generally, the excess payments are counted as "credits" and may be applied in future years toward the minimum level of contributions a plan sponsor is required by law to make in those years.

Fair Market Value of Assets

Asset values in the chart on page one are actuarial values, not market values. Market values tend to show a clearer picture of a plan's funded status as of a given point in time. However, because market values can fluctuate daily based on factors in the marketplace, such as changes in the stock market, pension law allows plans to use actuarial values for funding purposes. While actuarial values fluctuate less than market values, they are estimates. As of December 31, 2008, the estimated fair market value of the Plan's assets was $7,217,000,000. On this same date, the estimated Plan's liabilities were $7,675,000,000. The actuarial value of the assets as of January 1, 2009 has not yet been determined.

Participant Information

The total number of participants in the Plan as of January 1, 2008 was 96,480. Of this number, 33,784 were active participants, 40,320 were retired or separated from service and receiving benefits, and 22,376 were retired or separated from service and entitled to future benefits.

Funding and Investment

The law requires that every pension plan have a procedure for establishing a funding policy to carry out the plan objectives. A funding policy relates to the level of contributions needed to pay for promised benefits. The objective of the Plan's funding policy is to make contributions to accumulate sufficient assets to pay all qualified pension benefits when due under the terms of the Plan.

Plan assets are invested by plan officials, called fiduciaries, who are responsible for plan investment management decisions in accordance with guidelines or general instructions concerning various types or categories of investment assets. The investment objective of the Plan is to achieve an attractive risk-adjusted return that will provide for the payment of benefits and minimize the risk of large losses. Investment risk is continually monitored and is managed by broadly diversifying plan assets across numerous strategies with different expected returns, volatilities and correlations.

The Plan's assets were allocated among the following categories of investments, as of December 31, 2008, which are the categories used in the Plan's Form 5500 Annual Report:

Asset Allocations	Percentage
1. Interest-bearing cash	0.2%
2. U.S. Government securities	13.4%
3. Corporate debt instruments (other than employer securities)	12.4%
4. Corporate stocks (other than employer securities):	
Preferred	0.8%
Common	11.5%
5. Partnership/joint venture interests	24.8%
6. Real estate (other than employer real property)	0.0%
7. Value of interest in common/collective trusts	6.9%
8. Value of interest in pooled separate accounts	2.1%
9. Value of interest in master trust investment accounts	0.0%
10. Value of interest in 103-12 investment entities	10.7%
11. Value of interest in registered investment companies (e.g., mutual funds)	3.3%
12. Value of funds held in insurance co. general account (unallocated contracts)	0.0%
13. Employer-related investments:	
Employer securities	0.0%
Employer real property	0.0%
14. Other Investments	13.9%

These allocations are rounded, estimated percentages of total assets. The Form 5500 for plan year 2008 will be filed by October 15, 2009. For information about the Plan's investment in any of the following types of investments as shown in the chart above — common/collective trusts, pooled separate accounts, or 103-12 investment entities — contact the Qwest Service Center at **1 800-729-7526** and select the pension option.

Right to Request a Copy of the Annual Report

A pension plan is required to file an annual report (Form 5500) with the U.S. Department of Labor containing financial and other information about the plan. Copies of the annual report are available from the U.S. Department of Labor, Employee Benefits Security Administration's Public Disclosure Room at 200 Constitution Avenue, NW, Room N1513, Washington, DC 20210, or by calling **1 202-693-8673**. Or you may obtain a copy of the Plan's most recent annual report by making a written request to the Plan Administrator.

Summary of Rules Governing Termination of Pension Plans

The following information is required by law. Qwest Communications International Inc. currently intends to continue the Plan, but reserves the right to terminate it at any time. Each individual Participating Company has reserved the right to terminate participation in the Plan at any time.

Employers can end a pension plan through a process called "plan termination." There are two ways an employer can terminate its pension plan. The employer can end the plan in a "standard termination," but only after showing the PBGC that the plan has enough money to pay all benefits owed to participants. The plan must either purchase an annuity from an insurance company (which will provide you with lifetime benefits when you retire) or, if the plan allows, issue one lump sum payment that covers your entire benefit. Before purchasing an annuity, the plan administrator must give you advance notice that identifies the insurance company (or companies) that the employer may select to provide the annuity. The PBGC's guarantee ends when the plan purchases an annuity or gives you the lump sum payment.

If a plan is in a termination process and not fully funded, the employer may apply for a "distress termination" if the employer is in financial distress. To do so, however, the employer must prove to a bankruptcy court or to the PBGC that the employer cannot remain in business unless the plan is terminated. If the application is granted, the PBGC will take over the plan as trustee and pay plan benefits, up to the legal limits, using plan assets and PBGC guarantee funds.

Under certain circumstances, the PBGC may take action on its own to end a pension plan. Most terminations initiated by the PBGC occur when the PBGC determines that plan termination is needed to protect the interests of plan participants or of the PBGC insurance program. The PBGC can do so if, for example, a plan does not have enough money to pay benefits currently due.

Benefit Payments Guaranteed by the PBGC

If a pension plan terminates without enough money to pay all benefits, the PBGC will take over the plan and pay pension benefits through its insurance program. Most participants and beneficiaries receive all of the pension benefits they would have received under their plan, but some people may lose certain benefits that are not guaranteed.

The PBGC pays pension benefits up to certain maximum limits. The maximum guaranteed benefit is $4,500 per month, or $54,000 per year, payable in the form of a single life annuity, for a 65 year-old person in a plan that terminates in 2009. The maximum benefit may be reduced for an individual who is younger than age 65 or increased for an individual who is over age 65. The maximum benefit will also be reduced when a benefit is provided to a survivor of a plan participant.

The PBGC guarantees "basic benefits" earned before a plan is terminated, which includes:

- pension benefits at normal retirement age;
- most early retirement benefits;
- annuity benefits for survivors of plan participants; and
- disability benefits for a disability that occurred before the date the plan terminated.

The PBGC does not guarantee certain types of benefits:

- Benefits that are not vested when a plan terminates, usually because you have not worked enough years for the company.
- Benefits for which you have not met all age, service or other requirements at the time the plan terminates.
- Benefit increases and new benefits that have been in place for less than one year. Those that have been in place for less than five years are only partly guaranteed.
- Early retirement payments that are greater than payments at normal retirement age. For example, a supplemental benefit that stops when you become eligible for Social Security may not be guaranteed.
- Benefits other than pension benefits, such as health insurance, life insurance, death benefits, vacation pay, or severance pay.
- The PBGC generally does not pay lump sums exceeding $5,000.

Even if certain benefits are not guaranteed, participants and beneficiaries still may receive some of those benefits from the PBGC, depending on how much money the terminated plan has and how much the PBGC collects from the employer.

Where to Get More Information

For more information about this notice, you may contact the Qwest Service Center at **1 800-729-7526**, and select the pension option. For identification purposes, the official Plan number is 005 and the plan sponsor's employer identification number or "EIN" is 841339282. For more information about the PBGC and benefit guarantees, go to PBGC's website, www.pbgc.gov, or call PBGC toll-free at **1 800-400-7242** (TTY/TDD users may call the Federal relay service toll-free at **1 800-877-8339** and ask to be connected to **1 800-400-7242**).