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**Joan M. Brown**  
Corporate Counsel

January 28, 2008

Curtis L. Kennedy, Esq.  
8405 E. Princeton Avenue  
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RE: Qwest Health Care Plan and the Health Coverage Commitment for Certain Retirees

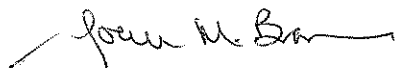
Dear Mr. Kennedy:

We understand from your recent correspondence with Ms. Felicity O'Herron and from our legal counsel, Christopher Koenigs, Esq., that the recent mailing of the "2006 Summary of Annual Reports and Summary of Material Modifications 2008 Plan Year - Important Benefits Notices" distributed December 2007 (the "SAR-SMM") has caused concern among your clients. This was not intended nor was it anticipated as this mailing format has been used before in prior years. The SAR-SMM was mailed to all participants on behalf of each of the various employee benefit plans to satisfy disclosure requirements under ERISA and to minimize plan expenses and hold down costs for those participants who pay for their coverage. We felt the SAR-SMM adequately explained that it was not applicable to all participants, in part because the combined mailing had not previously resulted in confusion or complaints from participants.

We acknowledge that the recently issued SAR-SMM on page 6 under the heading "Right to Amend" contains a statement that "Qwest has reserved the right in its sole discretion to change, modify, discontinue or terminate the Plans [defined to include the Health Plan] and/or any of the benefits under the Plans with respect to all participant classes, retired or otherwise, at any time without prior notice, subject to applicable laws and collective bargaining agreements." We acknowledge there was no specific mention of the Health Coverage Commitment for Pre-1991 Retirees and 1992 ERO Retirees. However, the SAR-SMM was not intended to, and does not in any way, erode or encroach upon the Health Coverage Commitment which is set forth in Appendix 6 of the Qwest Health Care Plan and, to my understanding, has been a part of the plan since 1996. We have provided you, on behalf of various retirees, with the plan document as it has been updated over the years and we understand that the document is posted on the Association of U S WEST Retirees website in its entirety for your clients to review.

Certainly, Qwest did not intend to create concern among our participants about the Company's Health Coverage Commitment to the Pre-1991 and 1992 ERO Retirees. As stated, the Commitment is memorialized in the plan documents and will be again explained to the Pre-1991 and 1992 ERO Retiree participants in their Summary Plan Descriptions when re-issued.

Sincerely yours,



Joan M. Brown

Felicity O'Herron, Vice President, Human Resources  
Erik P. Ammidown, Director, Health, Disability & Life Benefits