



Qwest Human Resources
1801 California Street, 23rd Floor
Denver, Colorado 80202
Phone (303) 992-6153
Facsimile (303) 391-2170

Felicity O'Herron
Vice President, Human Resources

November 19, 2010

BY CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Curtis L. Kennedy, Esq.
8405 E. Princeton Avenue
Denver, CO 80237-1741

Re: Qwest Pension Plan (the "Plan")
Response to ERISA Document Disclosure Request

Dear Mr. Kennedy:

This letter is in response to your correspondence dated October 21, 2010, to the Plan Administrator of the Qwest Pension Plan, (the "Plan"), the Qwest Employee Benefits Committee, and to my attention.

You requested, on behalf of Qwest retirees Nelson Phelps, Mimi Hull and Hazel Floyd, participants in the Plan, to receive documents that have been created or updated since your last document request, which we responded to you by letter dated October 23, 2009, when Plan documents were also provided to you pursuant to Section 104(b)(4) of the Employee Retirement Income Security Act of 1974, as amended, and the regulations promulgated thereunder ("ERISA"). You have acknowledged receiving the Plan's 2009 amendments by letter dated May 26, 2010 so in accordance with your request, we have not included these in this response.

Document Requests. As you know, ERISA defines what information is shared with Plan participants. While not entitled under ERISA to certain of the requested information, the Plan Administrator, on behalf of the Company in its settlor capacity, has decided, as a gesture of good faith, to provide certain of the information requested. Please be advised that notwithstanding this decision, the Plan Administrator and the Company each do so without any intent of waiving or diminishing any of their respective reserved rights and entitlements as Plan fiduciary and Plan sponsor.

Copy charge. As you know, there is a charge of ten cents (.10) per page for each of the documents copied and provided, and, as with previous Section 104(b)(4) disclosures made on behalf of your clients, an invoice is included with this letter and is due and payable within thirty (30) days.

Accordingly, copies of the relevant documents listed below (redacted as noted), if there are any, are provided in response to each of your twelve (12) requests. As specifically requested in your letter, Qwest encloses documents that have not been previously provided to you.

1. Copies of all Qwest Pension Plan amendments, resolutions, delegations of authority and actions since October 23, 2009 by the Plan sponsor's Board of Directors, the Plan Design Committee, the Employee Benefits Committee ("EBC") and Plan Administrator concerning the terms and administration of the Plan and the trust, including Committee resolutions, Committee minutes, appendices, and any other document under which the Plan is established and operated.

- a. Having already provided you with Plan Amendments 2009-1, 2009-2 and 2009-3, there are no responsive Plan amendments and resolutions.
- b. Enclosed is a copy of each of the following responsive EBC minutes and resolutions, redacted:
 - i. November 19, 2009 redacted
 - ii. Resolution of the Qwest Communications International Inc. Employee Benefits Committee Delegation of Authority to Sign Documents, December 10, 2009
 - iii. March 9, 2010
 - iv. May 19, 2010
 - v. August 16, 2010
- c. Enclosed are copies of the following responsive Plan Design Committee documents, redacted:
 - i. Plan Design Committee Meeting Minutes of November 2, 2009
 - ii. Plan Design Committee Meeting Minutes of December 15, 2009
- d. There are no responsive Board of Director documents.
- e. Enclosed are copies of the Summaries of Material Modifications 2010 Plan Year, distributed December 2010:
 - I. Section 204(h) Notice of Amendment to the Qwest Pension Plan: Impact on Future Benefits of Management Participants
 - II. Qwest Pension Plan Questions and Answers Elimination of Pension Plan Benefit Accruals
 - III. Letter from Ed Mueller to Active Participants- 204(h) Notice

2. Copies of the current Summary Annual Report for the Plan and the 2009 Form 5500 report, and all schedules (including schedule of investments, accounting report), all exhibits and all attachments thereto, as filed during year 2010 with the Internal Revenue Service and Department of Labor.

Enclosed is a copy of the timely filed 2009 Annual Return/Report of the Employee Benefit Plan, Form 5500 for the Qwest Pension Plan. It is provided with Financial

Statements and Supplemental Schedules, except the SSA, which is not furnished in order to protect individual participants' privacy. Summary Annual Reports are no longer required to be filed by the Pension Plan. This reporting and disclosure obligation is now satisfied by the "Annual Funding Notice for Qwest Pension Plan" which was timely distributed in April 2010.

3. Copies of the last report the Qwest Pension Plan (including schedules, accounting report) exhibits and attachments thereto submitted to the Pension Benefit Guaranty Corporation. Also include receipts for estimated filing with premium payments since October 23, 2009.

As indicated to you in prior correspondence, documents submitted to the PBGC are beyond the scope of required disclosure under Section 104(b)(4). However, as a courtesy, copies of the "Receipt for Estimated Flat-rate Premium Filing" and "Receipt for Comprehensive Premium Filing" with Premium Payment (if any) for 2009, dated February 25, 2010 and October 4, 2010, are enclosed (8 pages).

4. Copies of the IRS response to the request for a determination letter from the federal agency with respect to the Plan as Amended and Restated Effective January 1, 2008.

We believe this request to be overbroad and beyond the scope of required disclosure under Section 104(b)(4). However, we advise that to date, no response has been received.

5. All service provider agreements in effect and/or created since October 23, 2009 under which service providers, including claims administrators, lawyers and law firms provide administrative and legal services for the Plan.

As you indicate, we previously have provided responsive documents. We hereby incorporate all of our prior responses, but without enclosing copies of documents previously sent to you. The Plan is represented in matters as determined appropriate by the Plan Administrator and Qwest Asset Management. Any agreement regarding such matters is privileged and will not be disclosed herewith. Notwithstanding this, without waiving any rights or privileges, the following documents are provided (each as redacted):

- a. Procurement Agreement Template with specific terms and conditions for services Welfare Benefit Administration Services, Tax Qualified Plans Administration Services – State Street Bank and Trust Company, Procurement Agreement No. PRA5907.0, July 1, 2010; Exhibit A Qwest Affiliates; Statement of Work No. PRA 5907.0; Exhibit B Qwest Supplier Privacy Requirements; Attachment B Pension Payroll Fees; Attachment C Performance Standards; Exhibit D HIPAA Privacy and Security Business Associate Agreement; Attachment D Task Order Request; Attachment E Change Order Request; Attachment F Qwest Reports; Attachment L Overpayment Recovery Services; Attachment Q State Street SubContractors List

- b. Procurement Agreement PRA5462.0 Qwest Pension Plans Administration Services, Watson Wyatt & Company, July 1, 2010; Exhibit A Qwest Affiliates; Statement of Work No. PRA 5462.SS1; Attachment A – Scope of Services of Work; Attachment C Performance Standards; Exhibit D Management Reports; Attachment Q Subcontractors; Qwest Supplier Privacy Requirements; Attachment R MWDVBE Plan

6. All documents, not previously provided, setting forth the Plan's amendment procedure, the Plan's adoption procedure for amendments, and other documents for compliance with ERISA Section 401(b)(3), 29 U.S.C. § 1102(b)(3).

As explained several times in prior responses, the Plan document dated January 1, 2008, which you were previously provided, sets forth the Plan's amendment and adoption procedure.

7. All other documents created since October 23, 2009 to the date of this response under which the Qwest Pension Plan is established and operated within the meaning of ERISA Section 104(b)(4), including asset allocation policy(s), asset allocation guideline(s), investment policy(s), investment guideline(s) funding policy(s), proxy voting policies, by-laws and rules of procedure for the Plan administrator.

As you know, not all of the documents requested are required to be provided. As per prior disclosures of this nature, these documents are regarded by Qwest and Qwest Asset Management as proprietary and, therefore, subject to the Interim Confidentiality Agreement agreed to by the Employee Benefits Committee, Qwest Asset Management and you dated September 14, 2006. On this understanding, enclosed are copies of the following responsive investment management documents:

- a. State Street Global Advisors – Amendment for Participation in a Passive Bond Market Index Ex-Mortgage Backed Securities Non-Lending Strategy; Exhibit 1; Dec. 4, 2009.
- b. State Street Global Advisors – Amendment for Participation in a Custom Passive U.S. Bond Market Index Non-Lending Strategy; Exhibit 1; March 16, 2010.
- c. Qwest Pension Trust Investment Guidelines Jennison Associates LLC, April 1, 2010.
- d. Investment Manager and Advisory Agreement with J.P. Morgan Investment Management Inc., September 30, 2010 (including Exhibit A)

8. All collective bargaining agreements and letter agreements entered into since October 23, 2009 between the Plan sponsor and unions concerning the terms and conditions, benefits and coverage under the Qwest Pension Plan.

There are no new responsive documents since your last request.

9. Document listing and disclosing the name, title, business address, business telephone number, business fax number, business email address of the person(s) currently designated as Plan administrator for the Qwest Pension Plan. This request includes identifying and providing the same information for each member of the Qwest Employee Benefits Committee acting as plan administrator for the Qwest Pension Plan.

As you know, and has been most recently reported to you in letters dated October 23, 2009, October 17, 2008, June 13, 2008, October 17, 2007, June 25, 2007, August 29, 2006, January 9, 2006, October 7, 2005 and in earlier prior responses to your requests for information, the Employee Benefits Committee is the Plan Administrator for the Plan. Your request seeks a document that provides specific listed information regarding members of the Employee Benefits Committee. Such a document does not exist and would not be subject to ERISA Section 104(b)(4) even if it did exist. However, the following information is provided:

The current members of the Employee Benefits Committee are:

Felicity O'Herron, Chairperson
Rodney Miller, member
Gerard Smith, member
Brian Stading, member

All can be contacted by writing to:

Qwest Employee Benefits Committee
Qwest Communications International Inc.
1801 California Street, 23rd Floor
Denver CO 80202
Fax: 303.992.3379

10. Document listing and disclosing the name, address, telephone number, fax number, email address of each person(s) designated to serve as Trustee of the Qwest Pension Plan. This request includes identifying the person or persons at Boston Safe Deposit and Trust Company, or any successor under the Trust Agreement, with responsibilities for carrying out the duties of the Trustee.

As reported to you in letters dated October 23, 2009, October 17, 2008, June 13, 2008, October 17, 2007, June 25, 2007, August 29, 2006, January 9, 2006, October 7, 2005 and in earlier prior responses, your request regarding information about the Trustee asks for a document that does not exist and which would, if it did exist, contain information beyond the scope of the information required under ERISA Section 104(b)(4). However, the following information is provided:

Attn: Kelli Dever
Client Service Officer, Qwest Pension Plan
Mellon Trust of New England (fka "Boston Safe Deposit and Trust Company")
135 Santilli Highway
Everett, MA 02149

11. Document listing and disclosing the name, address, telephone number, fax number, email address of each person(s) designated as a member of the Qwest Asset Management Company with responsibilities for operating the Qwest Pension Plan as set forth in the Plan at Section 8.8(b).

As reported to you in our responding letters, your request for information about Qwest Asset Management asks for a document that does not exist and which would, if it did exist, contain information beyond the scope of ERISA Section 104(b)(4). You have previously received the required disclosures about Qwest Asset Management and nothing has changed. However, the following information is again provided:

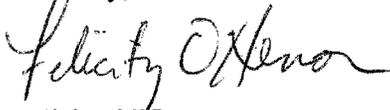
Kathleen M. Lutito, President
Qwest Asset Management Company
1801 California Street, 38th Floor
Denver CO 80202

12. The requesting Plan Participants ask for voluntary disclosure of the latest funding status report provided to Qwest and Plan Administrators by service providers including TowersWatson and actuaries reflecting the funding status of the Qwest Pension Plan since the end of year 2009 to the date of this response. Accordingly, they request the most current available information about: Total market value of Plan assets; Projected benefit obligation (PBO); PBO funded ratio; and PBO funded status.

Funding status reports are not instruments under which the Plan is maintained or operated, to the extent any such documents are created, and Qwest believes that such reports are beyond the scope of disclosure required under Section 104(b)(4). Qwest respectfully declines to provide this data voluntarily to the extent that such documents are created and exist. Enclosed is the "Annual Funding Notice for Qwest Pension Plan," which was timely distributed to participants in April 2010.

Qwest and the Plan Administrator are providing you with this information and these documents without waiver or limitation of their respective rights. We trust this is responsive to your request. However, we also reserve the right to supplement this response if it is determined that a document was omitted.

Sincerely,



Felicity O'Herron
Vice President, Human Resources

Enclosures -- Invoice and documents listed herein