



Qwest Human Resources
1801 California Street, 23rd Floor
Denver, Colorado 80202
Phone (303) 992-6153
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Felicity O'Herron
Vice President, Human Resources

October 23, 2009

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 Request

Dear Mr. Kennedy:

This letter is in response to your correspondence dated September 22, 2009, 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, that you receive a response updated since our last response of October 17, 2008, and that we provide certain documents relating to the Plan since October 17, 2008, the date as of when Plan documents were last 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"). We remind you that by letters since 2003 we have responded to your numerous requests under ERISA Section 104(b)(4) for Plan documents and information.

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. There is a charge of ten cents (.10) per page for each of the documents copied and provided, and, as with previous disclosures under Section 104(b)(4) made to you 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 thirteen (13) requests. As requested in your letter, Qwest encloses with this letter documents that have not been provided to you as a result of your prior requests. In that regard, the documents enclosed comply with your request not to provide duplicate copies of documents previously sent to you, except where noted.

1. Copies of all Qwest Pension Plan amendments, resolutions, delegations of authority and actions since October 17, 2008 by the Plan sponsor's Board of Directors, the Plan Design Committee, the Employee Benefits Committee and Plan Administrators 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. Enclosed is a copy of each of the following responsive EBC minutes, redacted:
 - i. November 20, 2008
 - ii. January 15, 2009
 - iii. April 2, 2009
 - iv. July 6, 2009
 - v. September 23, 2009

- b. Enclosed are copies of the following responsive Plan Design Committee documents, redacted:
 - i. Plan Design Committee Meeting Minutes of March 30 2009, signed October 15, 2009
 - ii. Plan Design Committee Meeting Minutes of November 11, 2008, signed December 11, 2008
 - iii. Plan Design Committee Meeting Minutes and Resolutions Amendment of the Pension Plan of November 11, 2008 with Amendment 2008-2 attached
 - iv. Plan Design Committee Meeting Minutes of December 18, 2008 with "Plan Design Committee Minutes, Resolutions and Plan Amendment, December 18, 2008" attached as well as Amendment 2008-3 attached
 - v. Resolution of the Qwest Communications International Inc. Plan Design Committee "Acceptance of Resignation from the Plan Design Committee, Appointment of New Members and Ratification of Remaining Existing Members," dated October 13, 2009

- c. Resolution of the Qwest Communications International Inc. Employee Benefits Committee "Acceptance of Resignation, Appointment of New Members to Employee Benefits Committee and Ratification of Remaining Existing Members", dated September 24, 2008

- d. Resolution of the Qwest Communications International Inc. Employee Benefits Committee Delegation of Authority to Sign Documents November 20, 2008

- e. Delegation of Authority Pursuant to Qwest Compliance Policy 107, July 6, 2009

- f. Loan Agreement and Reimbursement Process by and among: Qwest Communications International Inc., the Qwest Savings and Investment Plan, the

Qwest Pension Plan, the Qwest Health Care Plan and Qwest Asset Management Co., dated July 6, 2009

- g. Resolution of the Qwest Communications International Inc. Employee Benefits Committee "Acceptance of Resignation, Appointment of New Member to Employee Benefits Committee and Ratification of Remaining Existing Members", dated June 23, 2009
- h. Resolution of the Qwest Communications International Inc. Employee Benefits Committee "Acceptance of Resignation from the Employee Benefits Committee and Ratification of Remaining Existing Members", dated September 23, 2009

Enclosed is a copy of each of the following responsive Board of Director documents:

- a. Charter of the Compensation and Human Resources Committee of the Board of Directors of Qwest Communications International Inc.
- b. Charter of the Finance Committee of the Board of Directors of Qwest Communications International Inc.

2. Copies of the current Summary Annual Report for the Plan and the 2008 Form 5500 report, and all schedules (including schedule of investments, accounting report), all exhibits and all attachments thereto, as filed during year 2009 with the Internal Revenue Service and Department of Labor.

Enclosed is a copy of the timely filed 2008 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 2009. Enclosed is the 2007 Summary Annual Report and Summary of Material Modification 2009 Plan Year, distributed December 2008.

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 17, 2008.

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 Filing" and "Receipt for Comprehensive Filing" with Premium Payment (if any) for 2009, dated February 24, 2009 and October 9, 2009, 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 17, 2008 under which service providers, including claims administrators, lawyers and law firms provide administrative and legal services for the Plan.

As you indicate, we previously provided responsive documents for each of the numerous requests you have presented. We hereby incorporate all of our responses, but without enclosing copies of documents previously sent to you. If you would like an additional copy of a document enclosed with, or referenced in, any of our responses, then please contact us in writing and specifically identify the document. The Plan is represented in the litigation that you brought, *Kerber, et al. v. Qwest Pension Plan, et al.*, Civil Action No. 1:05-cv-00478-BNB-KLM and in other matters as determined appropriate by Qwest Asset Management. Any agreement regarding such matters is privileged and will not be disclosed herewith.

6. All documents 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 last year, the Plan document dated January 1, 2008 sets forth the Plan's amendment and adoption procedure. You were previously provided responsive documents.

7. All other documents created since October 17, 2008 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, plan amendment procedures, plan amendment adoption procedures, 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. Memorandum Qwest Asset Management November 7, 2008, Re: Internal Fixed Income Portfolio- Guideline Exception / Strategy Termination
- b. Investment Manager Agreement (the "Agreement") – Qwest Pension Trust, May 13, 2009, with Goldman Sachs Asset Management, including Exhibit A (7 pages)
- c. Investment Manager Agreement with Prudential Investment Management, June 17, 2009 (14 pages including Schedule A)

8. All collective bargaining agreements and letter agreements entered into since June 13, 2008 between the Plan sponsor and unions concerning the terms and conditions, benefits and coverage under the Qwest Pension Plan.

Enclosed is the letter dated October 12, 2008 from Robert Joga, Vice President, Labor and HR Relations, Qwest Communications, to Reed Roberts, Administrative Director to

the Vice President, Communications Workers of America, regarding "Benefit for Employees Hired or Rehired After December 31, 2008."

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 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. The information required to be provided regarding the Plan Administrator is set forth in the Plan's summary plan description (SPD), which you have already received. If you require another copy of the SPD, please advise and one will be sent to you. 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 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). You have previously received the required disclosure about the Trustee in the SPD. 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 in the SPD. However, the following information is 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 Watson Wyatt and actuaries reflecting the funding status of the Qwest Pension Plan since the end of year 2007 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 ration; 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 2009.

13. Plan participants are aware that some companies have been moving their SERP and even deferred compensation liabilities for senior executives into their qualified pension plans, and they want to know whether Qwest has taken similar action as a way to give top officers bigger benefits from the regular pension plan.

Qwest has not undertaken such action.

Curtis L. Kennedy, Esq.
October 23, 2009
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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