

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO

Civil Action No. **05-cv-00478-MSK-PAC**

EDWARD J. KERBER,
NELSON B. PHELPS,
JOANNE WEST,
NANCY A. MEISTER,
THOMAS J. INGEMANN, JR.,
Individually, and as Representative of plan participants
and plan beneficiaries of the QWEST PENSION PLAN,

Plaintiffs,

vs.

QWEST PENSION PLAN,
QWEST EMPLOYEES BENEFIT COMMITTEE,
QWEST PENSION PLAN DESIGN COMMITTEE,
QWEST COMMUNICATIONS INTERNATIONAL, INC.,

Defendants.

**PLAINTIFFS' MOTION TO COMPEL DOCUMENT PRODUCTION
and FOR MODIFICATION OF SCHEDULING ORDER**

For the following reasons, Named Plaintiffs hereby move for an order compelling Defendants to produce requested documents. In addition, due to Defendants' continuing delayed production of requested documents, Named Plaintiffs seek modification of the Scheduling Order.

AS GROUNDS, Named Plaintiffs state:

1. On November 15, 2005, Named Plaintiffs served on Defendants some interrogatories and requests for documents, a copy of which is filed herewith as Exhibit 1. Defendants' deadline was on or about December 15, 2005. On December 19, 2005, Defendants' counsel emailed the Defendants' formal written response, a copy of which is filed herewith as Exhibit 2. But, Defendants did not produce requested documents. For several weeks, defense

counsel have been telling the undersigned that the requested documents are being reviewed, being bates stamped, and responsive papers will be produced in a few days.

2. Today, Defendants are already more than 25 days past the original response deadline. This delay prejudices Named Plaintiffs, as they need the documents to conduct depositions and educate an expert witness. The discovery deadline clock is running out.

3. In a motion filed on May 25, 2005, Defendants state at paragraph 2 “[t]he Amended Complaint contains extensive factual allegations, in addition to legal issues requiring significant investigation by Defendants prior to filing an informed responsive pleading.” Defendants repeated that position in page 2 of Docket No. 22 filed on September 22, 2005, stating “[t]his is an extremely complex case. Extensive factual allegations are contained in Plaintiffs’ responsive brief, in addition to legal issues requiring significant investigation by Defendants. . . .” Yet, when Defendants provided their initial disclosures on October 17, 2005, Defendants listed *only* two persons likely to have discoverable information. (See page 2 of Exhibit 3 filed herewith). This minuscule disclosure made thus far by Defendants appears to be in bad faith considering all the complicated factual issues and the over 40 year history of administration of the Pension Death Benefits. Again, Defendants failure to provide timely disclosures and document production serves only to prevent the orderly process of Named Plaintiffs’ efforts to obtain needed discovery in this proposed class action.

4. Presently, the deadline for submission of a motion for class certification is February 1, 2006, a mere three weeks away. The deadline for submission of expert reports is March 15, 2006. The deadline for completion of fact and expert discovery is May 15, 2006. Due to Defendants’ delay in producing documents, Plaintiffs will need additional time to

conduct discovery. Also, due to Defendants' objections to Interrogatories provided to Defendants (See Exhibit 2), it is most likely that Named Plaintiffs will have to seek a motion to compel responses to the Interrogatories, a motion to be filed after responsive documents are provided.

5. Defendants' delay prevents Named Plaintiffs from timely getting information to an expert witness and complying with the deadline for submission of an expert report.

6. **Efforts under Local Rule 7.1 to resolve differences have been unsuccessful.**

Over the course of several weeks, the undersigned counsel has emailed, held telephone discussions and even a face to face discussion with defense counsel and Qwest's lead in-house counsel with responsibility for this case. Yesterday, defense counsel and Qwest's in-house counsel again reiterated that Defendants are not yet prepared to turn over requested documents. Accordingly, there is an impasse which requires the Court's intervention.

WHEREFORE, Named Plaintiffs, pursuant to Fed.R.Civ.P., Rule 37, requests an order directing Defendants promptly to produce all responsive documents to the November 15, 2005 discovery request, Exhibit 1 filed herewith. In addition, Named Plaintiffs' seek modification of the Scheduling Order and an extension of Named Plaintiffs' discovery deadlines, the deadline for Named Plaintiffs' to comply with Rule 26 with respect to expert reports and the deadline for Named Plaintiffs' motion for class certification.

Dated: January 11, 2006.

s/ Curtis L. Kennedy
Curtis L. Kennedy
8405 East Princeton Avenue
Denver, CO 80237-1741
Telephone: 303-770-0440
Facsimile: 303-843-0360
e-mail CurtisLKennedy@aol.com
Attorney for Named Plaintiffs

CERTIFICATE OF SERVICE

I hereby certify that on the 11th day of January, 2006, a true and correct copy of the above and foregoing document, together with Exhibits 1-3, was electronically filed with the Clerk of the Court using the CM/ECF system and a courtesy copy was emailed to Defendants' counsel of record as follows:

Elizabeth I. Kiovsy, Esq.
Beth Doherty Quinn, Esq.
BAIRD & KIOVSKY, LLC
2036 E. 17th Ave.
Denver, CO 80206-1106
Tele: 303-813-4500
Fax: 303-813-4501
BethK@bairdkiovsy.com (Beth Kiovsy, Esq.)
BDQ@bairdkiovsy.com (Beth Doherty Quinn, Esq.)

Also, copy of the same was delivered via email to Named Plaintiffs as follows:

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Warrenton, OR 97146
EJKMAK@aol.com (Edward J. Kerber)

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Attorney for Named Plaintiffs

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO

Civil Action No. **05-cv-00478-MSK-PAC**

EDWARD J. KERBER,
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Individually, and as Representative of plan participants
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Plaintiffs,

vs.

QWEST PENSION PLAN,
QWEST EMPLOYEES BENEFIT COMMITTEE,
QWEST PENSION PLAN DESIGN COMMITTEE,
QWEST COMMUNICATIONS INTERNATIONAL, INC.,

Defendants.

**PLAINTIFFS' FIRST SET OF INTERROGATORIES
and FIRST REQUEST FOR PRODUCTION OF DOCUMENTS**

On this 15th day of November, 2005, Plaintiffs Edward J. Kerber and Nelson B. Phelps, through their counsel, submit this First Set of Interrogatories and First Request for Production of Documents to Defendants. Please serve timely responses within 30 days upon Plaintiffs' counsel at the address shown below.

DEFINITIONS AND INSTRUCTIONS

1. As used herein, the following terms shall have the following meanings:
 - a. "Person" means and includes a natural person, governmental agency, governmental department, corporation, partnership, association and any other kind of entity, and all of its agents, servants, employees and representatives.
 - b. "Qwest" means and includes Qwest Communications International, Inc. and its subsidiaries and the former U S WEST, Inc. and its subsidiaries.
 - c. "EBC" means and includes Qwest Employees Benefits Committee and the former U S WEST Employees Benefits Committee and the former AT&T Employees Benefits Committee, and their agents, representative and legal counsel.

d. "Communicate" or "communication" means the transmission of data, information or ideas, whether orally, in writing, or via electronic media, including Internet email.

e. "Document(s)" means and includes any printed, typewritten or handwritten matter, and recordings of any type, including, but without limitation to, microfiche, electronic (including instant email and email), mechanical and magnetic recordings, and any tangible matter containing any information in any form, and includes notes, diaries, calendars, computer software (including minidisks and compact disks), video tape recordings, contracts and agreements, minutes or recordings of meetings, lists of persons attending meetings, opinions or reports of consultants, telegrams, telexes, films, bulletins, circulars, pamphlets, charts, graphs, maps, drawings, internal memoranda, correspondence and marginal comments appearing on any document.

f. "Identify" means:

1. With reference to "documents", to specifically state the type of document (e.g. letter, inter-office memoranda, instant email and email) and the following:

a. Information sufficient to enable Plaintiffs and/or their attorney to identify the document, such as its date, the name of the addressee or addressees, the name of the signer or signers, the name of the author or authors, the person(s) who typed and filed the document, the title or heading of the document, its approximate number of pages and all other means of identifying it with sufficient particularity to meet the requirements for conclusion in a request for production. Form documents may be identified by the title of the form, a description of the method of preparation and disposition of all copies;

b. Identify any address or addresses of the person or persons to whom copies were sent;

c. Present or last known location of the custodian of the original of the document (or, if that is unavailable, the most legible copy) and

d. If any document was, but is no longer in a Defendant's possession, custody or control, state what disposition was made of it and the reason.

2. With reference to a "person", to furnish information sufficient to enable Plaintiffs and/or their attorney to identify and locate the person, including, the full name and present and/or last known home address, home telephone number, business address, and business telephone number of the person, together with the partnership, firm, association, corporation or other business, government or legal entity by whom said person is currently employed or is affiliated and his position therein.

g. “Related to”, including but not limited to such various forms as “relating to,” shall mean consists of, used in the preparation of, refer to, pertain to, reflect or be in any way logically or factually connected with the matter discussed.

h. “PLAN” means and includes the all predecessor plans to the QWEST PENSION PLAN and its successor plans, and any of the present and former agents, representatives, servants, employees, plan administrators, plan fiduciaries, attorneys and officers.

i. “Pension Death Benefits” means and includes the death benefit payable in accordance with the terms of Article VII of the PLAN, as said terms existed prior to Qwest Pension Plan Amendment 2003-5 which was effective January 1, 2004.

2. If any Defendant claims any form of legal privilege or confidentiality as a ground for not answering an interrogatory or for not producing a requested document or any part thereof, the Defendant must set forth in complete detail each and every fact upon which the alleged privilege or confidentiality is based on, and if referring to a document, include a complete description of the document, and a log identifying the creator of the document and identifying all recipients of the same sufficient for the Court to make a full determination of whether the alleged privilege is valid. If a Defendant maintains that a matter is subject to a privilege notwithstanding the ERISA fiduciary exception to the privilege, the Defendant must state with specificity all reasons for contending the ERISA fiduciary exception does not apply.

3. If any document that would be responsive to the following Requests for Production has been lost or destroyed, identify the document, state the date and manner of its destruction or loss, state why the document was lost or destroyed, and identify the person(s) who authorized and carried out the destruction of the document or other action taken.

4. The Interrogatories and Document Requests hereinafter set forth are to be continuing to the full extent provided by Rule 26 of the Federal Rules of Civil Procedure.

INTERROGATORIES

1. For each interrogatory herein, identify the interrogatory by number and give the name of the person(s) who assisted, answered and responded to the same. Provide separately, by interrogatory number, the following information:

- a. The person's full name, current or last known home address and telephone number, current or last known business address and telephone number, current employer, current position or job title and relationship to Defendant(s), including, but not limited to, any employment positions or job titles held for that period of time at which this discovery is directed, location of employment and, if applicable, date of termination or separation of employment with Defendant(s); and
- b. A summary of the nature of the consultation or of the information and assistance provided, in connection with answering these interrogatories.

2. Identify all persons who participated in discussions and made either a recommendation or the decision to implement Qwest Pension Plan Amendment 2003-5 so as to terminate payment of the Pension Death Benefit for persons retiring or receiving payment of service pension benefits effective on or after January 1, 2004. For each person identified, state whether the person made a recommendation or final decision explaining exactly what role each identified person played in the decision. For each person identified, state whether he or she relied upon either written or verbal legal advice and identify the legal counsel involved.

3. During 1998, the PLAN was amended to include a health benefits account to fund a portion of post-retirement healthcare obligations for retirees and their beneficiaries in accordance with Sections 401(h) and 420 of the Internal Revenue Code ("IRC"). State separately for each year during which an IRC Section 401(h) and 420 transfer occurred, the date of the transfer, exact amount of dollars involved and the total number of PLAN participants who became immediately vested in their pension benefits.

4. Describe, explain and state the substance of all verbal communications occurring at any time between and among PLAN administrators and legal counsel pertaining to Plaintiff Phelps's claim letters sent concerning the Pension Death Benefit which are reported in the Amended Complaint and the Second Amended Complaint, as well as all other PLAN participants' claims for payment of Pension Death Benefits which claims were received after January 1, 2004. Identify the parties to the communications. Also identify and produce the written communications between and among PLAN administrators and legal counsel pertaining to Plaintiff Phelps's aforesaid claim letters and the claims made by all other PLAN participants for payment of Pension Death Benefits which claims were received after January 1, 2004.

5. On August 20, 2002, Qwest announced that it had agreed to sell the directory publishing business of its subsidiary, Qwest Dex, Inc. ("Qwest Dex"). It has been reported that in year 2003 approximately \$192 million, and in year 2004 approximately \$379

million was transferred from the PLAN to a plan for Qwest Dex transferred employees and retirees. Of this combined approximately \$571 million, state how much represented Pension Death Benefits, state how that amount was determined and identify the person(s) who made the determination of the amount to be transferred representing Pension Death Benefits.

6. For the period January 1, 1984 to the present, identify in chronological order each Chief Human Resources Officer (or the equivalent title for the person in charge of the personnel department or human resources department) of U S WEST, Inc. and Qwest. For each person identified, state whether he or she was a "Chairman" of the EBC, state his or last known residence and business address(es), residence and business telephone number(s), and email address(es). Also, state whether at any time since January 2003 he or she made or sent a communication to any Qwest officer or Qwest representative complaining, protesting or otherwise disagreeing with Defendants' position that the Pension Death Benefits are unprotected, non vested or unaccrued pension benefits and that Qwest had the right to reduce or eliminate the Pension Death Benefits.

7. For the period January 1, 1984 to the present, identify in chronological order each person serving as a member of the U S WEST Employees Benefit Committee and Qwest Employees Benefit Committee. For each person identified, state whether he or she was a "Chairman" of the Employees Benefit Committee, state his or last known residence and business address(es), residence and business telephone number(s), and email address(es). Also, state whether at any time since January 2003 he or she made or sent a communication to any Qwest officer or Qwest representatives complaining, protesting or otherwise disagreeing with Defendants' position that the Pension Death Benefits are unprotected, non vested or unaccrued pension benefits and that Qwest had the right to reduce or eliminate the Pension Death Benefits.

8. For the period January 1, 1984 to the present, identify in chronological order each attorney (both in-house and outside hired counsel) serving for the U S WEST Employees Benefit Committee and Qwest Employees Benefit Committee. For each person identified, state whether he or she provided an opinion to the EBC or the PLAN sponsor about whether or not the Pension Death Benefits were protected, vested or accrued pension benefits. If so, give the date of the opinion and state whether or not the opinion was written.

9. For the period January 1, 1984 to the present, identify in chronological order each actuary for the PLAN and state separately for each year the actuary served for the PLAN whether or not he or she included in his or her annual calculation of the PLAN's accrued/vested pension liabilities the Pension Death Benefits and whether or not he or she included in his or her annual calculation of the PLAN's funding requirements and accrual rate the Pension Death Benefits.

10. The following chart is compiled from the “Qwest Pension Plan Financial Statements and Supplemental Statements” reports accompanying the annual Form 5500 reports submitted by the PLAN sponsor for years 2000 through 2003:

Actuarial Present Value of Accumulated Plan Benefits:

	2003	2002	2001	2000
Vested benefits:				
Participants currently receiving payments:	\$2,226,069,000	\$2,538,224,000	\$2,830,549,000	\$4,305,084,000
Other participants:	\$4,958,169,000	\$4,723,658,000	\$4,656,130,000	\$2,941,909,000
Nonvested benefits:	\$ 337,225,000	\$ 608,102,000	\$ 743,054,000	\$ 820,489,000
Total Actuarial Present Value of Accumulated Plan Benefits:	\$7,521,463,000	\$7,869,984,000	\$ 8,229,733,000	\$8,067,482,000

Note 5 “ACTUARIAL PRESENT VALUE OF ACCUMULATED BENEFITS” in said reports consistently states: “Benefits payable upon retirement, death and disability are included to the extent they are deemed attributable to employee service rendered through the valuation date.” With respect to the amounts shown in the “Vested benefits” column (shown in bold print above), state separately for each PLAN year (2000-2003) the amount representing “death” or Pension Death Benefits.

11. State with particularity and fully explain the factual basis for Defendants’ position or legal defense that any PLAN participant (including his or her beneficiary) whose employment with Qwest terminated on or after January 1, 2004 must first exhaust administrative remedies before seeking any judicial relief under ERISA related to any allegedly unpaid Pension Death Benefits. In your response, explain how the administrative claims process would work so as to not prove to be futile, and state with particularity what evidence the Qwest Employee Benefits Committee would require in order for any such claimant to succeed on his or her claim for payment of Pension Death Benefits. Include in your response, state all facts which form the basis for any Defendant’s disagreement with or denial of any allegation set forth in paragraphs 39 and 186 of the Second Amended Complaint tendered to the Court.

12. Identify the person(s) best suited to identify the PLAN documents from which a portion of the text is quoted in Plaintiffs’ proposed Second Amended Complaint at ¶s 53, 65, 74-90, 96, 98, 106, 113, 171 and 175. Also, identify the person(s) who drafted the PLAN language

which is quoted in the proposed Second Amended Complaint at ¶s 53, 65, 74-90, 96, 98, 106, 113, 171 and 175.

13. State what steps and actions were taken to inquire about, search for, locate and obtain documents responsive to the Requests For Documents submitted herewith. Also, identify the persons who searched for the documents, carried out the related tasks and the persons supervising the same.

REQUESTS FOR DOCUMENTS

1. All documents, not already produced, reviewed, referenced and identified in connection with Defendants' responses to the Interrogatories listed herein above. This includes documents used in order to identify persons in response to the aforesaid interrogatories.

2. The full administrative record for Plaintiffs' claims and requests for administrative relief that is the subject of Plaintiff's Amended Complaint and proposed Second Amended Complaint tendered to the Court. This includes all internal communications, minutes of meetings, agendas, notes and emails between and among PLAN Administrators, EBC members and legal counsel.

3. All documents related to claims made by persons (and their beneficiaries) with retirement dates effective on or after January 1, 2004 seeking an explanation about or payment of Pension Death Benefits. This includes decision letters sent to the claimants and all internal communications, notes and email between and among PLAN Administrators, EBC members and legal counsel.

4. All documents during the period September 2003 to the date of trial relating to written comments, statements, protests and demands made by retirees (and their beneficiaries) relating to Pension Death Benefits sent to Qwest, including officers, management representatives and PLAN administrators, and all responses thereto. This includes all internal communications, notes and email between and among PLAN Administrators, EBC members and legal counsel.

5. The reports and certifications sent by the Trustee(s) to the PLAN administrator since 2000 to the date of trial certifying the information provided to the PLAN administrator concerning investment assets held for pension benefits, including Pension Death Benefits, was complete and accurate.

6. A copy of AT&T's plan document effective January 1, 1927 called "Plan for

Employees' Pensions, Disability Benefits and Death Benefits," together with every successor plan document to the present, including the 1976 version of the plan, the 1979 version of the plan, the October 1, 1980 "Bell System Management Pension Plan" and "Bell System Pension Plan," up to the present Qwest Pension Plan, as restated, together with all summary plan descriptions (SPDs).

7. All documents distributed since the January 1, 1984 break up of AT&T through December 2003, to retirees and Plaintiffs and advising them of the terms and conditions of their service pension benefits, including form letters to respond to inquiries about the status and amount of Pension Death Benefits. This includes all documents constituting descriptions of, or communications about, the Pension Death Benefits, or referring to the manner in which the Pension Death Benefits were described or communicated, at any time to employees, PLAN participants and beneficiaries.

8. All documents in existence since the January 1, 1984 break up of AT&T reflecting the funding policy for the PLAN, including assumptions for the Pension Death Benefit.

9. All documents related to discussions, recommendations and decisions to eliminate the Pension Death Benefit at any time during year 2003 and effective as of January 1, 2004, including minutes of EBC meetings, minutes of Qwest Board of Director meetings, minutes of Qwest Pension Plan Design Committee meetings, other related meetings, agenda, financial reports, financial predictions, analysis, legal opinions, government filings and proposed explanations and all drafts and proposed written notices to send to retirees.

10. All documents generated since January 2002 to the date of trial estimating, predicting or reporting the number of PLAN participants with mandatory beneficiaries and the number and dollar amount of claims made and predicted to be made for payment of Pension Death Benefits. This request includes actuary reports and projections, financial analysis, documents submitted to government agencies and the Pension Benefit Guaranty Corporation, the PLAN sponsor's internal worksheets, spreadsheets, charts, internal memorandum and other accounting records.

11. All documents reflecting any reduction of projected liabilities of the PLAN as a result of implementation of Qwest Pension Plan Amendment 2000-3 and reflecting any curtailment income gain or reportable financial gain to Qwest. This request includes actuary reports, financial analysis, documents submitted to government agencies and institutional shareholder investors, and all reports charts and spreadsheets given to Qwest Board of Directors.

12. All documents related to the litigation pending in the civil actions consolidated into the case of *Foss v. Lucent Technologies, et al*, Civil Action No. 03-5017, pending before United States District Court Judge William G. Bassler, District of New Jersey. This includes all communications between and among Defendants' representatives and representatives and legal counsel for Lucent Technologies related to the litigation, discovery requests, discovery responses, legal opinions and memorandum.

DATED this 15th day of November, 2005.



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CurtisLKennedy@aol.com
Attorney For Plaintiffs
Edward J. Kerber and Nelson B. Phelps

CERTIFICATE OF SERVICE

I hereby certify that on this 15th day of November, 2005, a true and correct copy of the above and foregoing

**PLAINTIFFS' FIRST SET OF INTERROGATORIES
and FIRST REQUEST FOR PRODUCTION OF DOCUMENTS**

was delivered to Defendants' counsel of record as follows:

Elizabeth I. Kiovsky, Esq.
BAIRD & KIOVSKY, LLC
2036 E. 17th Ave.
Denver, CO 80206-1106
Tele: 303-813-4500
Fax: 303-813-4501
BethK@bairdkiovsky.com (Beth Kiovsky, Esq.)

(Via Email and Fax)

and a copy of the same was sent by email to Plaintiffs Edward J. Kerber and Nelson B. Phelps.



Curtis L. Kennedy

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO

Civil Action No. 1:05-cv-00478-MSK-PAC

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Individually, and as Representative of plan participants
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vs.

QWEST PENSION PLAN,
QWEST EMPLOYEES BENEFIT COMMITTEE,
QWEST PENSION PLAN DESIGN COMMITTEE,
QWEST COMMUNICATIONS INTERNATIONAL, INC.,

Defendants.

**DEFENDANTS' RESPONSES TO
PLAINTIFFS' FIRST SET OF INTERROGATORIES AND
FIRST REQUEST FOR PRODUCTION OF DOCUMENTS**

Defendants Qwest Pension Plan ("Plan"), Qwest Employees Benefit Committee ("EBC"), Qwest Pension Plan Design Committee ("PDC") and Qwest Communications International, Inc. ("Qwest") (sometimes collectively referred to as "Defendants"), by and through undersigned counsel, hereby respond to Plaintiffs' First Set of Interrogatories and First Request for Production of Documents as follows:

**PRELIMINARY STATEMENTS AND OBJECTIONS
APPLICABLE TO ALL REQUESTS**

A. In responding to any discovery request, Defendants do not concede the relevancy or materiality of the request nor of the subject matter to which any interrogatory or request refers. Rather, Defendants' answer or response to any discovery request is made expressly subject to, and without in any way waiving or intending to waive, any question or objection as to the competency, relevancy, privilege or admissibility as evidence of any of the answers and responses given herein.

B. To the extent that any of the discovery requests seek personal, confidential information about current or former employees of Qwest or related entities (with the exception of the named Plaintiffs), or information relating to a trade secret or other confidential research, development, or commercial information, Defendants object on this basis.

C. Defendants, through their attorneys of record, have not begun preparation for trial. The responses to the following discovery requests are based on information currently known to Defendants and are given without waiving Defendants' rights to use evidence of any subsequently discovered or identified facts, documents or communications.

D. To the extent the discovery requests can be construed as calling for information subject to a claim of privilege, including, without limitation, the attorney-client privilege and the work product doctrine, Defendants hereby claim such protection and objects to the requests on that basis. While a careful effort has been made to exclude privileged documents from these discovery responses, if such documents are inadvertently produced, Defendants do not waive or intend to waive such protection as it pertains to such documents or to any other documents.

E. To the extent the discovery requests purport to require continuing answers and responses, Defendants object to the extent that they go beyond the requirements of applicable law and thus impose an undue burden on Defendants. Defendants do not object to providing continuing answers and responses in those categories specifically defined in the Federal Rules of Civil Procedure.

F. Defendants object to each discovery request that seeks information outside the relevant time period.

G. To the extent the discovery requests require Defendants to produce duplicative documents maintained in separate locations, Defendants will produce only one copy of the requested document.

H. Defendants object to Plaintiffs' introduction and definitions to the extent they seek to impose greater discovery obligations on Qwest than permitted by the Federal Rules of Civil Procedure.

I. Defendants object to Plaintiffs' discovery requests on the grounds that most of the requests have multiple sub-parts and constitute more than one interrogatory or document request. Defendants reserve their right to count each sub-part as a separate interrogatory or request for production and to object and refuse to answer or produce should Plaintiffs go past the discovery limitations set forth in the Case Management Order.

INTERROGATORIES

1. For each interrogatory herein, identify the interrogatory by number and give the name of the person(s) who assisted, answered and responded to the same. Provide separately, by interrogatory number, the following information:

a. The person's full name, current or last known home address and telephone number, current or last known business address and telephone number, current employer, current position or job title and relationship to Defendant(s), including, but not limited to, any employment positions or job titles held for that period of time at which this discovery is directed, location of employment and, if applicable, date of termination or separation of employment with Defendant(s); and

b. A summary of the nature of the consultation or of the information and assistance provided, in connection with answering these interrogatories.

RESPONSE: Defendants object to this Interrogatory on the ground that it seeks information protected by the attorney-client privilege or work product doctrine. The Interrogatory is also objectionable because it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving said objections, Defendants answer as follows:

Beth Doherty Quinn, outside counsel for Qwest, along with Cynthia Delaney, Qwest attorney, drafted the responses. The following persons provided the information contained within the Answers to the Interrogatories:

<u>Interrogatory</u>	<u>Person</u>
2	Judy Osse
3	Karen Frame
4	Steve Christoffersen, Joan Brown, Judy Osse
5	Not Applicable
6	Judy Osse
7	Judy Osse, Carla Chiles
8	Steve Christoffersen
9	Cindy Somer-Larsen
10	Not applicable

11	Not Applicable
12	Judy Osse
13	Not applicable

2. Identify all persons who participated in discussions and made either a recommendation or the decision to implement Qwest Pension Plan Amendment 2003-5 so as to terminate payment of the Pension Death Benefit for persons retiring or receiving payment of service pension benefits effective on or after January 1, 2004. For each person identified, state whether the person made a recommendation or final decision explaining exactly what role each identified person played in the decision. For each person identified, state whether he or she relied upon either written or verbal legal advice and identify the legal counsel involved.

RESPONSE: Defendant objects to this Interrogatory on the grounds that it seeks information protected by the attorney-client privilege or work product doctrine. The Interrogatory is also objectionable because it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving said objections, Defendants answer as follows:

The Plan Design Committee made the decision to implement Qwest Pension Plan Amendment 2003-5. The Plan Design Committee consisted of Barry Allen, Jill Sanford and Janet Cooper. Steve Christoffersen, in-house counsel, assisted the PDC.

3. During 1998, the PLAN was amended to include a health benefits account to fund a portion of post-retirement healthcare obligations for retirees and their beneficiaries in accordance with Sections 401(h) and 420 of the Internal Revenue Code (“IRC”). State separately for each year during which an IRC Section 401 (h) and 420 transfer occurred, the date of the transfer, exact amount of dollars involved and the total number of PLAN participants who became immediately vested in their pension benefits.

RESPONSE: The Interrogatory is objectionable because it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Defendants also object to this Interrogatory on the ground that the phrase “pension benefits” is vague and ambiguous and should be more specifically defined.

Qwest further objects on the ground that the request is overbroad and unduly burdensome with regard to number of participants. Without waiving said objections, Defendants answer as follows:

Transfers to the health benefits account occurred on the following dates in the following amounts:

December 15, 1998: Transfer in the amount of \$55,800,000
November 30, 1999: Transfer in the amount of \$111,000,000
December 15, 2000: Transfer in the amount of \$90,000,000
December 31, 2001: Transfer in the amount of \$98,000,000

Towers Perrin was the firm that provided actuarial services to Qwest (US West) at the time of the transfers. Towers Perrin no longer provides those services to Qwest. In addition, Towers Perrin has sold its benefits administration business (which retains Qwest's records relating to these transactions) to a third party. Despite its efforts, Qwest has not yet been able to obtain the information, if it even exists, regarding the number of plan participants affected by the transfer. Once Qwest determines whether it is able to obtain this information and has an opportunity to review it, Qwest will respond to the remainder of this Interrogatory.

4. Describe, explain and state the substance of all verbal communications occurring at any time between and among PLAN administrators and legal counsel pertaining to Plaintiff Phelps' claim letters sent concerning the Pension Death Benefit which are reported in the Amended Complaint and the Second Amended Complaint, as well as all other PLAN participants' claims for payment of Pension Death Benefits which claims were received after January 1, 2004. Identify the parties to the communications. Also identify and produce the written communications between and among PLAN administrators and legal counsel pertaining to Plaintiff Phelps' aforesaid claim letters and the claims made by all other PLAN participants for payment of Pension Death Benefits which claims were received after January 1, 2004.

RESPONSE: Defendants object to this Interrogatory on the ground that the term "claim letter" or "claim" is vague and ambiguous because there are a number of

Plaintiffs, Plaintiff Phelps has sent more than one claim letter and “claim letter” or “claim” should be distinguished from a general letter of inquiry or a notification of death. In addition, the second part of this Interrogatory is really a request for production of documents and will be treated herein as duplicative of Plaintiffs’ Request For Production of Documents #2 and #3. Defendants direct Plaintiffs to their responses to those Requests. Without waiving such objections, and specifically reserving same, Defendants answer as follows:

Steve Christoffersen was the attorney assigned to the EBC at the time Plaintiff Phelps’ September 26, 2003 letter and Plaintiffs Phelps and Kerber’s March 2004 letter were received. Mr. Christoffersen has no memory of any specific verbal communications with the EBC relating to this matter. Also, Qwest is not aware of any post 1/1/04 retiree claims for death benefits.

5. On August 20, 2002, Qwest announced that it had agreed to sell the directory publishing business of its subsidiary, Qwest Dex, Inc. (“Qwest Dex”). It has been reported that in year 2003 approximately \$192 million, and in year 2004 approximately \$379 million was transferred from the PLAN to a plan for Qwest Dex transferred employees and retirees. Of this combined approximately \$571 million, state how much represented Pension Death Benefits, state how that amount was determined and identify the person(s) who made the determination of the amount to be transferred representing Pension Death Benefits.

RESPONSE: NOTE: In year 2004, \$379,000, not \$379 million, was transferred from the Qwest Pension Trust to the Dex Media Inc. Pension Plan. Defendants object to this Interrogatory on the ground that it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Specifically, Plaintiffs allege that the death benefit is a vested benefit that cannot be altered. The determination of whether a benefit is vested can only be made by reference

to the “clear and express” language of the formal plan documents. *See Chiles v. Ceridian Corp.*, 95 F.3d 1505, 1515 (10th Cir. 1996). Since none of the requested information would be contained within any formal plan documents, it is irrelevant.¹

Without waiving the objections set forth above, Defendants state the amount of monies to be transferred to the Dex Media, Inc. Pension Plan were not broken down so as to specifically identify an amount attributable to the “Pension Death Benefits” as defined in Plaintiffs’ Interrogatories.

6. For the period January 1, 1984 to the present, identify in chronological order each Chief Human Resources Officer (or the equivalent title for the person in charge of the personnel department or human resources department) of US WEST, Inc. and Qwest. For each person identified, state whether he or she was a “Chairman” of the EBC, state his or last known residence and business address(es), residence and business telephone number(s), and email address(es). Also, state whether at any time since January 2003 he or she made or sent a communication to any Qwest officer or Qwest representative complaining, protesting, or otherwise disagreeing with Defendants’ position that the Pension Death Benefits are unprotected, non vested or unaccrued pension benefits and that Qwest had the right to reduce or eliminate the Pension Death Benefits.

RESPONSE: Defendants object to this Interrogatory on the grounds that it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Defendants further object to this Interrogatory on the grounds that it is overly broad in time frame. Without waiving said objections, and specifically reserving same, Defendants answer as follows:

Qwest has compiled, to the best of its abilities, a list of the EBC Committee members from 1984 to the present and, from that list, has attempted to identify the Chief

¹ Even if the information was available, or if any of the supporting actuarial information had ever been made public, the sale agreement specifically noted that the liabilities being transferred included the “accrued benefits within the meaning of Section 411(d)(6) of the Code, all ancillary benefits (such as the death benefits set forth in Article VII of the Qwest Pension Plan and disability benefits set forth in Appendix J thereof) and [] other benefits.”

Human Resources Officers from that same time period. The list of the Chief HR Officers is produced as *Exhibit A*. Defendants are not aware of any communications from any of the Chief Human Resource Officers that Qwest has been able to identify in which he or she complains, protests or otherwise disagrees with the notion that any death benefit offered through the Qwest Pension Plan is not a vested, accrued benefit and may be altered or eliminated at any time.

7. For the period January 1, 1984 to the present, identify in chronological order each person serving as a member of the US WEST Employees Benefit Committee and Qwest Employees Benefits Committee. For each person identified, state whether he or she was a “Chairman” of the Employees Benefit Committee, state his or last known residence and business address(es), residence and business telephone number(s), and email address(es). Also, state whether at any time since January 2003 he or she made or sent a communication to any Qwest officer or Qwest representatives complaining, protesting, or otherwise disagreeing with Defendants’ position that the Pension Death Benefits are unprotected, non vested or unaccrued pension benefits and that Qwest had the right to reduce or eliminate the Pension Death Benefits.

Response: Defendants object to this Interrogatory on the ground that it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Defendants further object to this Interrogatory on the ground that it is overly broad in time frame. Without waiving said objections, and specifically reserving same, Defendants answer as follows:

Qwest has compiled, to the best of its abilities, a list of the EBC Committee members from 1984 to the present, though it cannot verify for certain who was the designated Chairperson at any given time. That list is produced as *Exhibit B*. Defendants are not aware of any communications from any of the identified EBC members in which he or she complains, protests or otherwise disagrees with the notion that any death benefit

offered through the Qwest Pension Plan is not a vested, accrued benefit and may be altered or eliminated at any time.

8. For the period January 1, 1984 to the present, identify in chronological order each attorney (both in-house and outside hired counsel) serving for the US WEST Employees Benefit Committee and Qwest Employees Benefit Committee. For each person identified, state whether he or she provided an opinion to the EBC or the PLAN sponsor about whether or not the Pension Death Benefits were protected, vested or accrued pension benefits. If so, give the date of the opinion and state whether or not the opinion was written.

RESPONSE: Defendants object to this Interrogatory on the grounds that it is unduly burdensome and overly broad. Qwest does not have records of the in-house attorneys whose responsibilities may have included advising the EBC or the Plan Sponsor over the previous 21 years. Defendants also object on the grounds that it seeks information protected by the attorney-client privilege or the attorney work product doctrine. Plan Amendments are entirely a plan sponsor function and any advice on the matter would be protected by the attorney-client privilege. Without waiving said objections, Defendants answer as follows:

Steve Christoffersen acted as counsel to the Qwest Employee Benefits Committee on pension issues during the time relevant to Plaintiffs' claims. Mr. Christoffersen did not provide an opinion as to the ancillary nature of the death benefit to the Qwest Employee Benefits Committee.

9. For the period January 1, 1984 to the present, identify in chronological order each actuary for the PLAN and state separately for each year the actuary served for the PLAN whether or not he or she included in his or her annual calculation of the PLAN accrued/vested pension liabilities the Pension Death Benefits and whether or not he or she included in his or her annual calculation of the PLAN's funding requirements and accrual rate the Pension Death Benefits.

RESPONSE: Defendants object to this Interrogatory on the grounds that (A) it is vague and ambiguous when using the term “annual calculation of the PLAN accrued/vested pension liabilities” and “funding requirements.” Defendants will interpret this request to mean either the actuary’s calculation set forth on Schedule B of the Form 5500 Line 1(c)(2)(b) (expressed as 8.3 billion dollars in the most recent Form 5500) or the calculation on Line 1d(2)(a) and Line 2(b)(4) which is the “RPA ‘94’ Current Liability Information” (expressed as 8.4 billion dollars in the most recent Form 5500). Also vague and ambiguous is Plaintiffs use of the term “accrual rate.” It is unclear what that term references here.

Regardless, Defendants object to this Interrogatory on the ground that (B) it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Specifically, Plaintiffs allege that the retiree death benefit is a vested benefit that cannot be altered. The determination of whether a benefit is vested can only be made by reference to the “clear and express” language of the formal plan documents.

In addition to the lack of relevance, Defendants further object on the grounds that (C) this Interrogatory is overly broad in terms of time frame and is unduly burdensome. Qwest would have to pay to have Towers Perrin or Watson Wyatt (see below), to review computer databases and files spanning back 21 years to identify whether and how the death benefit was incorporated into the value of current liabilities reported on the Schedule B. Given the fact that this information is irrelevant and that it would be expensive and time consuming to go back over the last 21 years and look at the actuary’s

records, databases and calculations, Defendants will not respond to this Interrogatory except as follows. Without waiving said objections, Defendants answer as follows:

From 2001 to the present, Watson Wyatt has served as the firm providing actuarial services to Qwest. From 1984 through 2001, Towers Perrin provided actuarial services to Qwest's predecessor, US West. Neither Watson Wyatt nor Towers Perrin calculated projected pension plan liabilities based on whether those liabilities represent "accrued/vested" benefits as those terms are defined or used under ERISA. For the most recent calendar year for which a Schedule B has been filed (2004), death benefits were included in the projected liabilities of the plan based on the current plan terms.

10. The following chart is compiled from the "Qwest Pension Plan Financial Statements and Supplemental Statements" reports accompanying the annual Form 5500 report submitted by the PLAN sponsor for years 2000 through 2003:

Actuarial Present Value of Accumulated Plan Benefits:

	<u>2003</u>	<u>2002</u>	<u>2001</u>	<u>2000</u>
Vested Benefits:				
Participants currently receiving payments:	\$2,226,069,000	\$2,538,224,000	\$2,830,549,000	\$4,305,084,000
Other participants:	\$4,958,169,000	\$4,723,658,000	\$4,656,130,000	\$2,941,909,000
Nonvested Benefits:	\$ 337,225,000	\$ 608,102,000	\$ 743,054,000	\$ 820,489,000
Total Actuarial Present Value of Accumulated Plan Benefits:	\$7,521,463,000	\$7,869,984,000	\$8,229,733,000	\$8,067,482,000

Note 5 "ACTUARIAL PRESENT VALUE OF ACCUMULATED BENEFITS" in said reports consistently states: "Benefits payable upon retirement, death and disability are included to the extent they are deemed attributable to employee service rendered through the valuation date." With respect to the amounts shown in the "Vested benefits" column (shown in bold print above), state separately for each PLAN year (200-2003) the amount representing "death" or Pension Death Benefits.

RESPONSE: Defendants object to this Interrogatory on the grounds that the chart is not complete because, among other things, all the actuarial assumptions and

statements that correspond to the “actuarial present value of accumulated benefits” over the four year period have not been reproduced. Defendants also incorporate their objection (B) to Interrogatory # 9, above. Qwest does not receive from its current or previous actuary, Watson Wyatt and Towers Perrin, respectively, any information that specifically delineates in what amounts, if any, the death benefit is incorporated into the actuarial present value of accumulated benefits as set forth in the Company’s financial statements. Qwest would have to pay a significant expense to Watson Wyatt and Towers Perrin to run valuations related to the death benefit for each of these years in question in order to answer this Interrogatory. Given the fact that this information is irrelevant and that it would be a great expense to Qwest, Defendants will not respond to this Interrogatory.

11. State with particularity and fully explain the factual basis for Defendants’ position or legal defense that any PLAN participant (including his or her beneficiary) whose employment with Qwest terminated on or after January 1, 2004 must first exhaust administrative remedies before seeking any judicial relief under ERISA related to any allegedly unpaid Pension Death Benefits. In your response, explain how the administrative claims process would work so as to not prove to be futile, and state with particularity what evidence the Qwest Employee Benefits Committee would require in order for any such claimant to succeed on his or her claim for payment of Pension Death Benefits. Include in your response, state all facts which form the basis for any Defendants’ disagreement with or denial of any allegation set forth in paragraphs 39 and 186 of the Second Amended Complaint tendered to the Court.

RESPONSE: Defendants have not yet answered or otherwise responded to Plaintiffs’ Complaint. Therefore, this Interrogatory is premature.

12. Identify the person(s) best suited to identify the PLAN documents from which a portion of the text is quoted in Plaintiffs’ proposed Second Amended Complaint at ¶s 53, 65, 74-90, 96, 98, 106, 113, 171 and 175. Also, identify the person(s) who drafted the PLAN language which is quoted in the proposed Second Amended Complaint at ¶s 53,65, 74-90, 96, 98, 106, 113, 171 and 175.

RESPONSE: Defendants answer as follows: The Defendants' representatives best able to identify the documents cited in Plaintiffs' Second Amended Complaint are Judith Osse and Margie Dobis.

13. State what steps and actions were taken to inquire about, search for, locate and obtain documents responsive to the Requests for Production submitted herewith. Also identify the persons who searched for the documents, carried out the related tasks and the persons supervising the same.

RESPONSE: Defendants object to this Interrogatory on the ground that it seeks information protected by the attorney-client privilege or work product doctrine. The Interrogatory is also objectionable as seeking information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving said objections, Defendants answer as follows:

Beth Doherty Quinn, outside counsel for Qwest, and Cynthia Delaney, Qwest attorney, supervised the production of documents. The following specific individuals helped identify or collect the documents to be produced, or verify that no documents exist:

<u>Request for Production</u>	<u>Person</u>
1	Not applicable
2	Lisa M. Griffith, Sara Schwenner, Joan Brown
3	Judith Osse
4	Lisa M. Griffith, Sara Schwenner, Judy Osse, Joan Brown
5	Not applicable
6	Judy Osse
7	Judy Osse
8	Cindy Somer-Larsen, Karen Frame
9	Judy Osse, Lisa M. Griffith
10	Cindy Somer-Larsen
11	Not applicable
12	Not applicable

REQUESTS FOR DOCUMENTS

1. All documents, not already produced, reviewed, referenced and identified in connection with Defendants' responses to the Interrogatories listed herein above. This includes documents used in order to identify persons in response to the aforesaid interrogatories.

RESPONSE: Defendants object to this Request on the ground that it seeks information protected by the attorney-client privilege or the attorney work product doctrine. Defendants further object on the ground that it seeks information that is not relevant nor likely calculated to lead to the discovery of admissible evidence. Without waiving said objections, Defendants respond as follows:

The relevant documents have been produced.

2. The full administrative record for Plaintiffs' claims and requests for administrative relief that is the subject of Plaintiffs' Amended Complaint and proposed Second Amended Complaint tendered to the Court. This includes all internal communications, minutes of meetings, agendas, notes and emails between and among PLAN Administrators, EBC members and legal counsel.

RESPONSE: The administrative record will be made available for inspection and copying at a mutually and reasonably convenient time and location.

3. All documents related to claims made by persons (and their beneficiaries) with retirement dates effective on or after January 1, 2004 seeking an explanation about or payment of Pension Death Benefits. This includes decision letters sent to the claimants and all internal communications, notes and email between and among PLAN Administrators, EBC members and legal counsel.

RESPONSE: No claims seeking an explanation about or payment of the retiree death benefit have been made by individuals with retirement dates of 1/1/04 or later, other than Plaintiffs via this lawsuit.

4. All documents during the period September 2003 to the date of the trial relating to written comments, statements, protests and demands made by retirees (and their beneficiaries) relating to Pension Death Benefits sent to Qwest, including officers, management representatives and PLAN administrators, and all responses thereto. This includes all internal communications, minutes of meetings, agendas, notes and emails between and among PLAN Administrators, EBC members and legal counsel.

RESPONSE: Defendants object to this Request on the ground that it seeks information protected by the attorney-client privilege or the attorney work product doctrine. Without waiving said objections, Defendants respond as follows:

All written statements from retirees relating to death benefits, including responses thereto, non-privileged internal communications, meeting minutes, etc., if any, will be made available for inspection and copying at a mutually and reasonably convenient time and location.

5. The reports and certifications sent by the Trustee(s) to the PLAN administrator since 2000 to the date of trial certifying the information provided to the PLAN administrator concerning investment assets held for pension benefits, including Pension Death Benefits, was complete and accurate.

RESPONSE: Defendants object on the ground that it seeks information that is not relevant nor likely calculated to lead to the discovery of admissible evidence.

6. A copy of AT&T's plan document effective January 1, 1927 called "Plan for Employees' Pensions, Disability Benefits and Death Benefits," together with every successor plan document to the present, including the 1976 version of the plan, the 1979 version of the plan, the October 1, 1980 "Bell System Management Pension Plan" and "Bell System Pension Plan," up to the present Qwest Pension Plan, as restated, together with all summary plan descriptions (SPDs).

RESPONSE: Defendants object on the grounds that this Request is overly broad, unduly burdensome and seeks information that is not relevant, nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving said objections, Defendants respond as follows:

All copies of plan documents were provided to counsel for the Plaintiffs in early 2004. Nevertheless, additional copies of all plan documents Defendants have been able to locate will be made available for inspection and copying at a mutually and reasonably convenient time and location.

7. All documents distributed since the January 1, 1984 break up of AT&T through December 2003, to retirees and Plaintiffs and advising them of the terms and conditions of their service pension benefits, including form letters to respond to inquiries about the status and amount of Pension Death Benefits. This includes all documents constituting descriptions of, or communications about, the Pension Death Benefits, or referring to the manner in which the Pension Death Benefits were described or communicated, at any time to employees, PLAN participants and beneficiaries.

RESPONSE: Defendants object on the grounds that this Request is overly broad and unduly burdensome. This Request seeks copies of all communications with any retiree relating to death benefits over a 21 year period. It is impossible to comply with such a broad Request. Nor would even the most thorough and time-consuming search uncover all such communications. Defendants also object to this Request on the ground that it seeks information that is not relevant, nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving said objections, Defendants respond as follows:

All copies of documents that Defendants have been able to locate relating to general distributions of plan death benefit information from 1984 to the present will be made available for inspection and copying at a mutually and reasonably convenient time and location.

8. All documents in existence since the January 1, 1984 break up of AT&T reflecting the funding policy for the PLAN, including assumptions for the Pension Death Benefit.

RESPONSE: Defendants object to this Request on the grounds that it is overly broad and unduly burdensome in that it requests information spanning 21 years. Defendants further object on the grounds that it seeks information that is not relevant, nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving said objections, Defendants respond as follows:

Plan Section 4.4 states that the participating companies will pay sums “actuarially necessary to fund the benefits in accordance with a funding method and policy to be established by the Company.” The Company’s funding policy is to fund the amounts required under ERISA and the Internal Revenue Code using the Aggregate Funding Method, which is set forth in Appendix A, Statement of Actuarial Assumptions and Methods, to Schedule B of the form 5500 (which can be found on the AUSWR website).

9. All documents related to discussions, recommendations and decisions to eliminate the Pension Death Benefit at any time during year 2003 and effective as of January 1, 2004, including minutes of EBC meetings, minutes of Qwest Board of Director meetings, minutes of Qwest Pension Plan Design Committee meetings, other related meetings, agenda, financial reports, financial predictions, analysis, legal opinions, government filings and proposed explanations and all drafts and proposed written notices to send to retirees.

RESPONSE: Defendants object to this Request on the ground that it seeks information protected by the attorney client privilege and the attorney work product doctrine. Without waiving said objections, and specifically reserving same, Defendants respond as follows:

Defendants will produce all non-privileged documents at a time and location that is mutually and reasonable convenient. Defendants also note that references to the elimination of the death benefit from 1/1/04 forward appear on the financial statements posted on the AUSWR website at page 14.

10. All documents generated since January 2002 to the date of the trial estimating, predicting, or reporting the number of PLAN participants with mandatory beneficiaries and the number and dollar amount of claims made and predicted to be made for payment of Pension Death Benefits. This request includes actuary reports and projections, financial analysis, documents submitted to government agencies and the Pension Benefit Guaranty Corporation, the PLAN sponsor's internal worksheets, spreadsheets, charts, internal memorandum and other accounting records.

RESPONSE: Defendants object to this Request on the ground that it seeks information protected by the attorney client privilege and the attorney work product doctrine.

Without waiving said objections, and specifically reserving same, Defendants respond as follows:

Defendants will produce all non-privileged documents at a time and location that is mutually and reasonable convenient.

11. All documents reflecting any reduction of projected liabilities of the PLAN as a result of implementation of Qwest Pension Plan Amendment 2000-3 and reflecting any curtailment income gain or reportable financial gain to Qwest. This request includes actuary reports, financial analysis, documents submitted to government agencies and institutional shareholder investors, and all reports charts and spreadsheets given to Qwest Board of Directors.

RESPONSE: Defendants object to this Request on the ground that it is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

12. All documents related to the litigation pending in the civil actions consolidated into the case of *Foss v. Lucent Technologies, et al*, Civil Action No. 03-5017, pending before United States District Court Judge William G. Bassler, District of New Jersey. This includes all communications between and among Defendants' representatives and representatives and legal counsel for Lucent Technologies related to the litigation, discovery requests, discovery responses, legal opinions and memorandum.

RESPONSE: Defendants object to this Request on the ground that it seeks information protected by the attorney-client privilege or the attorney work product doctrine. Without waiving such objections, Defendants respond as follows:

CERTIFICATE OF SERVICE

I hereby certify that on this 19th day of December, 2005, I emailed the foregoing **Defendants' Responses to Plaintiffs' First Set of Interrogatories and First Request for Production of Documents** to Counsel for Plaintiffs at the foregoing email address. I also placed a true and correct copy of same in the U.S. Mail, postage prepaid and addressed to:

Curtis L. Kennedy
Attorney at Law
8405 East Princeton Avenue
Denver, CO 80237-1741
CurtisLKennedy@aol.com

Cynthia P. Delaney, Esq
Qwest Communications Corp.
1801 California Street, Suite 900
Denver, CO 80202
cynthia.delaney@qwest.com

Beth Doherty Quinn
of Baird & Kiofsky, LLC

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO

Civil Action No. 1:05-cv-00478-MSK-PAC

EDWARD J. KERBER,
NELSON B. PHELPS,
Individually, and as Representative of plan participants
and plan beneficiaries of the QWEST PENSION PLAN,

Plaintiffs,

vs.

QWEST PENSION PLAN,
QWEST EMPLOYEES BENEFIT COMMITTEE,
QWEST PENSION PLAN DESIGN COMMITTEE,
QWEST COMMUNICATIONS INTERNATIONAL, INC.,

Defendants.

DEFENDANTS' RULE 26(a)(1) INITIAL DISCLOSURES

Defendants Qwest Pension Plan, Qwest Employees Benefit Committee, Qwest Pension Plan Design Committee and Qwest Communications International, Inc. (collectively "Qwest" or "Defendants"), through their counsel Baird & Kiofsky, LLC, hereby submit these Rule 26(a)(1) disclosures pursuant to Fed. R. Civ. P. 26(a)(1). These disclosures are based upon information reasonably available at this time and represent a good faith effort to identify information and documents that appear relevant to the factual disputes raised in the pleadings. By making these disclosures, Defendants do not represent that they are identifying every document, tangible thing or witness possibly relevant to this lawsuit.

Defendants' disclosures are made without waiving: (1) the right to object on the grounds of competency, privilege, relevancy and materiality, hearsay or any other proper ground, to the use of any information, for any purpose, in whole or in part, in any subsequent proceeding in this action or any other action; and (2) the right to object on any and all grounds, at any time, to any other discovery request or proceeding involving or relating to the subject matter of these disclosures.

A. Individuals likely to have discoverable information that the disclosing party may use to support its claims or defenses, unless solely for impeachment, identifying the subjects of the information.

1. Felicity O'Herron, Director Compensation and Benefits, Qwest Services Corporation, 1801 California Street, Suite 4500, Denver, CO 80202 (303) 992-6153 (may be contacted only through Baird & Kiovsky, L.L.C.). Ms. O'Herron is a member of the Qwest Pension Plan ("Plan") Employee Benefits Committee ("EBC") and the Plan Design Committee. Ms. O'Herron may have information regarding the status of the death benefit provided for in Section 7.3 of the Plan and Defendants' right to change or eliminate that benefit. Ms. O'Herron may also have information regarding amendments to the Plan and to the administration of the Plan.
2. Judith Osse, Lead Benefits Professional, Qwest Services Corporation, 1801 California Street, Suite 4500, Denver, CO 80202 (303) 992-6231 (may be contacted only through Baird & Kiovsky, L.L.C.). Ms. Osse may have information regarding the maintenance of Plan documents and

regarding the administration of the Plan from May 1989 through June 1998 and from August 2003 to the present.

B. Documents Defendants may use to support their claims or defenses.

1. January 1, 1979 AT&T Plan for Employees' Pensions, Disability Benefits and Death Benefits
2. Bell System Management Pension Plan effective 10-1-82
3. U S WEST Pension Plan effective as of January 1, 1984
4. U S WEST Management Pension Plan effective as of January 1, 1984
5. U S WEST Pension Plan effective January 1, 1984 as amended effective January 1, 1985
6. U S WEST Management Pension Plan effective January 1, 1984 as amended effective January 1, 1985
7. U S WEST Pension Plan effective January 1, 1984 as amended effective January 1, 1986
8. U S WEST Management Pension Plan effective January 1, 1984 as amended effective January 1, 1986
9. U S WEST Pension Plan amended and restated effective January 1, 1989
10. U S WEST Management Pension Plan amended and restated effective January 1, 1989
11. U S WEST Pension Plan amended and restated effective January 1, 1993
12. U S WEST Pension Plan amended and restated effective January 1, 1997
13. Qwest Pension Plan as amended and restated as of June 12, 1998 as thereafter amended
14. Qwest Pension Plan as amended and restated effective January 1, 2001, as thereafter amended
15. Summary Plan Descriptions for the pension plans set forth herein.

C. Computation of damages claimed by the disclosing party.

The disclosing parties are not claiming damages in this action, except to the extent that they may seek fees and costs as the prevailing party or pursuant to Fed.R.Civ. P. 23, or any other avenue of relief available.

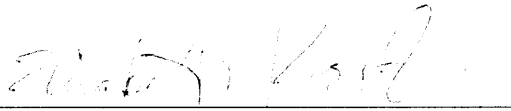
D. Insurance Agreements

There are no applicable insurance agreements.

Dated this 11th day of October, 2005.

Respectfully submitted,

BAIRD & KIOVSKY, LLC



Elizabeth Kiovsy
Beth Doherty Quinn,
Attorneys for Defendants
2036 E. 17TH Avenue
Denver, CO 80206
Telephone No.: 303-813-4500

CERTIFICATE OF MAILING

I hereby certify that on the 14th day of October 2005, I placed a true and accurate copy of the foregoing *Defendants' Disclosures Pursuant to Fed.R.Civ.P. 26(a)(1)* in the United States Mail, postage prepaid, and addressed to the following:

Curtis L. Kennedy, Esq.
8405 E. Princeton Ave.
Denver, Colorado 80237
303-770-0440
Attorney for Plaintiffs



Of Baird & Kiovsky, LLC