

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO**

Civil Action No. 01-cv-1451-REB-CBS

(Consolidated with Civil Action Nos. 01-cv-1472-REB-CBS, 01-cv-1527-REB-CBS, 01-cv-1616-REB-CBS, 01-cv-1799-REB-CBS, 01-cv-1930-REB-CBS, 01-cv-2083-REB-CBS, 02-cv-0333-REB-CBS, 02-cv-0374-REB-CBS, 02-cv-0507-REB-CBS, 02-cv-0658-REB-CBS, 02-cv-755-REB-CBS, 02-cv-798-REB-CBS and 04-cv-0238-REB-CBS)

In re QWEST COMMUNICATIONS INTERNATIONAL, INC. SECURITIES LITIGATION

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover from the Settlement Fund as a Class Member based on your claims in the consolidated action entitled *In re Qwest Communications International, Inc. Securities Litigation*, Civil Action No. 01-cv-1451-REB-CBS (the "Litigation"), you must complete and sign this Proof of Claim and Release. If you fail to execute and submit a timely, properly completed and addressed (as set forth in paragraph 3 below) Proof of Claim and Release, your claim may be rejected and you may be precluded from any recovery from the Settlement Fund created in connection with the settlement of the Litigation.

2. Submission of this Proof of Claim and Release, however, does not assure that you will share in the Settlement Fund.

3. **YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE POSTMARKED ON OR BEFORE MAY 2, 2006, ADDRESSED AS FOLLOWS:**

Qwest Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 808003
Petaluma, CA 94975-8003
Telephone: 800/516-6339

If you are NOT a Class Member (as defined in the Notice of Pendency and Partial Settlement of Class Action) DO NOT submit a Proof of Claim and Release form.

If you are a Class Member and you have not validly and timely requested exclusion, you will be bound by the terms of the Final Judgment entered in the Litigation, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE.

II. DEFINITIONS

All capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Notice of Pendency and Partial Settlement of Class Action ("Notice") that accompanies this Proof of Claim and Release.

III. IDENTIFICATION OF CLAIMANT

1. If you purchased Qwest publicly traded securities during the Class Period and held the securities in your name, you are the beneficial purchaser, seller or holder as well as the record purchaser, seller or holder. If, however, you purchased Qwest publicly traded securities during the Class Period and the securities were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser, seller or holder of these securities, but the third party is the record purchaser, seller or holder of these securities.

2. Use Part I of this form entitled "Claimant Identification" to identify each purchaser, seller or holder of record ("nominee"), if different from the beneficial purchaser of Qwest publicly traded securities which forms the basis of this claim. THIS CLAIM MUST BE SUBMITTED BY THE ACTUAL BENEFICIAL PURCHASER OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER OF QWEST PUBLICLY TRADED SECURITIES UPON WHICH THIS CLAIM IS BASED.

3. All joint beneficial purchasers, sellers or holders must sign this claim. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of one of the beneficial owner(s) may be used in verifying this claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of your claim.

IV. IDENTIFICATION OF TRANSACTION(S)

1. Use Part II of this form entitled "Schedule of Transactions in Qwest Publicly Traded Securities" to supply all required details of your transaction(s) in Qwest publicly traded securities. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

2. On the schedules, provide all of the requested information with respect to **all** of your holdings of Qwest publicly traded securities as of May 24, 1999, **all** of your purchases and sales of Qwest publicly traded securities which took place at any time beginning May 24, 1999 through and including July 28, 2002 (the "Class Period"), as well as proof of your holdings of Qwest common stock as of the close of trading on December 31, 2002 and proof of your holdings of Qwest notes/debt as of the close of trading on December 31, 2003, whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

3. List each purchase and sale in the Class Period separately by security and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day and year of each such transaction you list.

4. The date of covering a "short sale" is deemed to be the date of purchase of Qwest securities. The date of a "short sale" is deemed to be the date of sale of Qwest securities.

5. Broker confirmations or other documentation of your transactions in Qwest publicly traded securities should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

Official
Office
Use
Only

UNITED STATES DISTRICT COURT
DISTRICT OF COLORADO

*In re Qwest Communications International, Inc.
Securities Litigation*

Civil Action No. 01-cv-1451-REB-CBS

PROOF OF CLAIM AND RELEASE

Please Type or Print in the Boxes Below

Do **NOT** use Red Ink, Pencil, or Staples

**Must be Postmarked
No Later Than
May 2, 2006**

QWST1

I. CLAIMANT IDENTIFICATION

Last Name (Beneficial Owner)

[Grid for Last Name (Beneficial Owner)]

First Name (Beneficial Owner)

[Grid for First Name (Beneficial Owner)]

Last Name (Co-Beneficial Owner)

[Grid for Last Name (Co-Beneficial Owner)]

First Name (Co-Beneficial Owner)

[Grid for First Name (Co-Beneficial Owner)]

Company/Beneficial Owner (If Claimant is not an Individual)

[Grid for Company/Beneficial Owner]

Trustee/Custodian/Nominee

[Grid for Trustee/Custodian/Nominee]

Record Owner's Name (If Different from Beneficial Owner Listed Above)

[Grid for Record Owner's Name]

Account#/Fund# (Not Necessary for Individual Filers)

[Grid for Account#/Fund#]

Trust/Pension Date

[Grid for Trust/Pension Date]

Social Security Number

[Grid for Social Security Number]

or

Taxpayer Identification Number

[Grid for Taxpayer Identification Number]

Telephone Number (Work)

[Grid for Telephone Number (Work)]

Telephone Number (Home)

[Grid for Telephone Number (Home)]

Email Address

[Grid for Email Address]

MAILING INFORMATION

Address

[Grid for Address]

Address

[Grid for Address]

City

[Grid for City]

State

[Grid for State]

Zip Code

[Grid for Zip Code]

Foreign Province

[Grid for Foreign Province]

Foreign Zip Code

[Grid for Foreign Zip Code]

Foreign Country Abbreviation

[Grid for Foreign Country Abbreviation]

For Claims
Processing Only

PC

[Grid for PC]

LS

[Grid for LS]

BC1

[Grid for BC1]

DEF

[Grid for DEF]

LATE

[Grid for LATE]

FOR PUBLICLY TRADED QWEST NOTES/DEBT

*Type of Notes/Debt (b, c, d, e, f, g)

Proof Enclosed?

H. Face amount of Qwest Notes/Debt held at the beginning of trading on May 24, 1999:

Y
 N

I. Purchases or Acquisitions (July 12, 2001 – July 28, 2002, inclusive) of Qwest Notes/Debt:

PURCHASES OR ACQUISITIONS

*Type of Notes/Debt (b, c, d, e, f, g)	Trade Date Month/Day/Year	Face Amount of Notes/Debt Purchased or Acquired	Total Purchase or Acquisition Price (net of commissions, taxes and fees)	Proof of Purchase Enclosed?
1. <input type="text"/> <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	\$ <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
2. <input type="text"/> <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	\$ <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
3. <input type="text"/> <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	\$ <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N

J. Sales (July 12, 2001 – July 28, 2002, inclusive) of Qwest Notes/Debt (Include Notes/Debt later redeemed at any time):

SALES

*Type of Notes/Debt (b, c, d, e, f, g)	Trade Date Month/Day/Year	Face Amount of Notes/Debt Sold	Total Sale Price (net of commissions, taxes and fees)	Proof of Sale Enclosed?
1. <input type="text"/> <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	\$ <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
2. <input type="text"/> <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	\$ <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
3. <input type="text"/> <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	\$ <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N

K. Sales (July 29, 2002 – December 31, 2003) Qwest Notes/Debt:

SALES

*Type of Notes/Debt (b, c, d, e, f, g)	Trade Date Month/Day/Year	Face Amount of Notes/Debt Sold	Total Sale Price (net of commissions, taxes and fees)	Proof of Sale Enclosed?
1. <input type="text"/> <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	\$ <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
2. <input type="text"/> <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	\$ <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
3. <input type="text"/> <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	\$ <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N

*Type of Notes/Debt (b, c, d, e, f, g)

Proof Enclosed?

L. Face amount of shares of Qwest Notes/Debt held at close of trading on December 31, 2003:

Y
 N

***Type of Notes/Debt**

“July Exchange Notes” defined as notes issued pursuant to July 12, 2001 Registration Statement:

- b. Qwest Capital Funding Note 7.25% due February 15, 2011
- c. Qwest Capital Funding Note 7.75% due February 15, 2031

“October Exchange Notes” defined as notes issued pursuant to October 30, 2001 Registration Statement

- d. Qwest Capital Funding Note 5.875% due August 3, 2004
- e. Qwest Capital Funding Note 7.0% due August 3, 2009
- f. Qwest Capital Funding Note 7.625% due August 3, 2021

All Other Publicly Traded Notes/Debt

- g. All other Qwest Publicly Traded Notes/Debt

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

YOU MUST READ AND SIGN THE RELEASE ON PAGE 10. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

FOR CALL OPTIONS ON QWEST COMMON STOCK

A. Number of Qwest call options held at beginning of trading on May 24, 1999:

Number of Call Option Contracts _____ Strike Price \$ _____ Expiration Date (Month/Day/Year) _____ / _____ / _____

B. I made the following purchases of call options on Qwest during the period from May 24, 1999 through July 28, 2002, inclusive:

Date(s) of Purchase (List Chronologically) (Month/Day/Year)	Number of Contracts	Strike Price	Expiration Date (Month/Day/Year)	Total Purchase Price (net of commissions, taxes and fees)	Proof of Purchase Enclosed?
____ / ____ / ____	_____	\$ _____	____ / ____ / ____	\$ _____	Y N <input type="radio"/> <input type="radio"/>
____ / ____ / ____	_____	\$ _____	____ / ____ / ____	\$ _____	Y N <input type="radio"/> <input type="radio"/>
____ / ____ / ____	_____	\$ _____	____ / ____ / ____	\$ _____	Y N <input type="radio"/> <input type="radio"/>
____ / ____ / ____	_____	\$ _____	____ / ____ / ____	\$ _____	Y N <input type="radio"/> <input type="radio"/>
____ / ____ / ____	_____	\$ _____	____ / ____ / ____	\$ _____	Y N <input type="radio"/> <input type="radio"/>
____ / ____ / ____	_____	\$ _____	____ / ____ / ____	\$ _____	Y N <input type="radio"/> <input type="radio"/>

C. I made the following sales of call options on Qwest during the period from May 24, 1999 through July 28, 2002, inclusive:

Date(s) of Sale (List Chronologically) (Month/Day/Year)	Number of Contracts	Strike Price	Expiration Date (Month/Day/Year)	Total Sale Price (net of commissions, taxes and fees)	Proof of Sale Enclosed?
____ / ____ / ____	_____	\$ _____	____ / ____ / ____	\$ _____	Y N <input type="radio"/> <input type="radio"/>
____ / ____ / ____	_____	\$ _____	____ / ____ / ____	\$ _____	Y N <input type="radio"/> <input type="radio"/>
____ / ____ / ____	_____	\$ _____	____ / ____ / ____	\$ _____	Y N <input type="radio"/> <input type="radio"/>
____ / ____ / ____	_____	\$ _____	____ / ____ / ____	\$ _____	Y N <input type="radio"/> <input type="radio"/>
____ / ____ / ____	_____	\$ _____	____ / ____ / ____	\$ _____	Y N <input type="radio"/> <input type="radio"/>
____ / ____ / ____	_____	\$ _____	____ / ____ / ____	\$ _____	Y N <input type="radio"/> <input type="radio"/>

D. Number of Qwest call options held at close of trading on July 28, 2002:

Number Contracts _____ Strike Price \$ _____ Expiration Date (Month/Day/Year) _____ / _____ / _____

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

**YOU MUST READ AND SIGN THE RELEASE ON PAGE 10. FAILURE TO SIGN THE RELEASE
MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.**

FOR PUT OPTIONS ON QWEST COMMON STOCK

A. Number of Qwest put options held at beginning of trading on May 24, 1999:

Number of Put Option Contracts	Strike Price	Expiration Date (Month/Day/Year)
_____	\$ _____	_____/_____/_____

B. I made the following sales of put options on Qwest during the period from May 24, 1999 through July 28, 2002, inclusive:

Date(s) of Sale (List Chronologically) (Month/Day/Year)	Number of Contracts	Strike Price	Expiration Date (Month/Day/Year)	Total Sale Price (net of commissions, taxes and fees)	Proof of Sale Enclosed?
_____/_____/_____	_____	\$ _____	_____/_____/_____	\$ _____	Y N <input type="radio"/> <input type="radio"/>
_____/_____/_____	_____	\$ _____	_____/_____/_____	\$ _____	Y N <input type="radio"/> <input type="radio"/>
_____/_____/_____	_____	\$ _____	_____/_____/_____	\$ _____	Y N <input type="radio"/> <input type="radio"/>
_____/_____/_____	_____	\$ _____	_____/_____/_____	\$ _____	Y N <input type="radio"/> <input type="radio"/>
_____/_____/_____	_____	\$ _____	_____/_____/_____	\$ _____	Y N <input type="radio"/> <input type="radio"/>
_____/_____/_____	_____	\$ _____	_____/_____/_____	\$ _____	Y N <input type="radio"/> <input type="radio"/>

C. I made the following purchases of put options on Qwest during the period from May 24, 1999 through July 28, 2002, inclusive:

Date(s) of Purchase (List Chronologically) (Month/Day/Year)	Number of Contracts	Strike Price	Expiration Date (Month/Day/Year)	Total Purchase Price (net of commissions, taxes and fees)	Proof of Purchase Enclosed?
_____/_____/_____	_____	\$ _____	_____/_____/_____	\$ _____	Y N <input type="radio"/> <input type="radio"/>
_____/_____/_____	_____	\$ _____	_____/_____/_____	\$ _____	Y N <input type="radio"/> <input type="radio"/>
_____/_____/_____	_____	\$ _____	_____/_____/_____	\$ _____	Y N <input type="radio"/> <input type="radio"/>
_____/_____/_____	_____	\$ _____	_____/_____/_____	\$ _____	Y N <input type="radio"/> <input type="radio"/>
_____/_____/_____	_____	\$ _____	_____/_____/_____	\$ _____	Y N <input type="radio"/> <input type="radio"/>
_____/_____/_____	_____	\$ _____	_____/_____/_____	\$ _____	Y N <input type="radio"/> <input type="radio"/>

D. Number of Qwest put options held at close of trading on July 28, 2002:

Number Contracts	Strike Price	Expiration Date (Month/Day/Year)
_____	\$ _____	_____/_____/_____

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

**YOU MUST READ AND SIGN THE RELEASE ON PAGE 10. FAILURE TO SIGN THE RELEASE
MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.**

V. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release under the terms of the Stipulation of Partial Settlement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the District of Colorado with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I (we) will be bound by and subject to the terms of any Final Judgment that may be entered in the Litigation. I (We) agree to furnish additional information such as transactions in other Qwest publicly traded securities to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim covering the same purchases, sales or holdings of Qwest publicly traded securities during the Class Period and know of no other person having done so on my (our) behalf.

VI. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge from the Released Claims each and all of the Released Persons as those terms are defined below.

2. "Arthur Andersen LLP" means Arthur Andersen LLP, and all of its respective past and present subsidiaries, parents, successors and predecessors, and all of its current and former partners, members, principals, participating principals, national directors, managing or other agents, management personnel, officers, directors, shareholders, administrators, servants, employees, consultants, advisors, attorneys, accountants, representatives, successors and assigns, along with the heirs, spouses, executors, administrators, insurers, reinsurers, representatives, estates, successors and assigns of any such person or entities.

3. "Arthur Andersen Released Parties" means Arthur Andersen LLP, AWSC Société Coopérative, en liquidation, and all of their respective past and present subsidiaries, parents, successors and predecessors, member firms, affiliates, related entities, and divisions, and all of their respective current and former partners, members, principals, participating principals, national directors, managing or other agents, management personnel, officers, directors, shareholders, administrators, servants, employees, consultants, advisors, attorneys, accountants, representatives, successors and assigns, along with the heirs, spouses, executors, administrators, insurers, reinsurers, representatives, estates, successors and assigns of any such person or entities.

4. "Individual Settling Defendants" means Philip Anschutz, Robin Szeliga, Stephen Jacobsen, Drake Tempest, Marc Weisberg, James Smith, Lewis Wilks, Craig Slater, Afshin Mohebbi, Gregory Casey, and Vinod Khosla.

5. "Qwest" means Qwest Communications International, Inc., any and all successors, subsidiaries, and affiliates of Qwest Communications International, Inc., and any and all current and former officers, directors, employees and agents of any of them, as well as any predecessors of Qwest (including but not limited to US West and any successors, subsidiaries, and affiliates thereof) and their successors, subsidiaries, and affiliates, and any and all current and former officers, directors, employees and agents of any of them. Notwithstanding the foregoing, neither Nacchio nor Woodruff is included in the definition of Qwest.

6. "Related Parties" means each of a Settling Defendant's past or present directors, officers, partners, members, employees, controlling shareholders, attorneys, accountants or auditors, banks or investment banks, advisors, personal or legal representatives, insurers, reinsurers, predecessors, successors, parents, subsidiaries, divisions, assigns, spouses, heirs, related or affiliated entities, any partnership in which a Settling Defendant is a general or limited partner, any entity in which a Settling Defendant has a controlling interest, any member of an Individual Settling Defendant's immediate family, or any trust or foundation of which any Settling Defendant is the settlor or which is for the benefit of any Individual Settling Defendant and/or member(s) of his or her family. Notwithstanding the foregoing, neither Nacchio nor Woodruff is included in the definition of Related Parties.

7. "Released Claims" shall collectively mean all claims, demands, rights, liabilities and causes of action of every nature and description whatsoever, whether based in law or equity, on federal, state, local, foreign, statutory or common law, or any other law, rule, or regulation (including, but not limited to, all claims arising out of or relating to any acts, omissions, disclosures, public filings, registration statements, financial statements, audit opinions, or statements by the Settling Defendants, including without limitation, claims for negligence, gross negligence, constructive or actual fraud, negligent misrepresentation, conspiracy, or breach of fiduciary duty), whether known or unknown, whether or not concealed or hidden, accrued or not accrued, foreseen or unforeseen, matured and not matured, that were asserted or that could have been asserted directly, indirectly, representatively or in any other capacity, at any time, in any forum by Lead Plaintiffs, the Class Members, or the successors or assigns of any Lead Plaintiff or Class Member, or any of them against the Released Persons arising out of, based upon, or related in any way to: (a) the purchase, acquisition, sale, or disposition of Qwest securities by any Lead Plaintiffs or any Class Member during the Class Period and the allegations that were made or could have been made in the Litigation; (b) the purchase or other acquisition of, the retention of, the sale or other disposition of, or

any other transaction involving Qwest securities by any of the Released Persons during the Class Period; or (c) the settlement or resolution of the Litigation (including, without limitation, any claim for attorneys' fees by Lead Plaintiffs or any Class Member). Released Claims shall also include claims related to any tax effects or tax liabilities (including any interest, penalties and representation costs) arising out of the Stipulation or any payment or transfer made pursuant to the Stipulation. Released Claims shall also include Unknown Claims otherwise subject to this provision. Released Claims shall not include the claims asserted in the Second Amended and Consolidated Complaint filed in the United States District Court for the District of Colorado on May 21, 2003 in *In re Qwest Savings and Retirement Plan ERISA Litigation*, 02-CV-00464-REB-CBS (and all cases consolidated therein).

8. "Released Persons" means each and all of the Settling Defendants and their Related Parties, and the Arthur Andersen Released Parties. Notwithstanding the foregoing, neither Nacchio nor Woodruff is included in the definition of Released Persons.

9. "Settling Defendants" means, collectively, Qwest, Arthur Andersen LLP, and each of the Individual Settling Defendants. Notwithstanding the foregoing, neither Nacchio nor Woodruff is included in the definition of Settling Defendants.

10. "Unknown Claims" means any claims that any Class Member or Lead Plaintiffs do not know or suspect to exist in his, her, its or their favor at the time of the release of the Released Persons which, if known by him, her, it, or them might have affected his, her, its or their settlement with and release of the Released Persons, or might have affected his, her, its, or their decision not to object to this settlement. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, the Lead Plaintiffs shall expressly, and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived the provisions, rights and benefits of California Civil Code §1542, which provides:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.

The Lead Plaintiffs shall expressly, and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights and benefits conferred by any law, or principle of common law, which is similar, comparable or equivalent to California Civil Code §1542. The Lead Plaintiffs and Class Members may hereafter discover facts in addition to or different from those that he, she, it or they now know or believe to exist or to be true with respect to the subject matter of the Released Claims, but the Lead Plaintiffs shall have, and each Class Member, upon the Effective Date, and by operation of the Judgment shall be deemed to have, fully, finally, and forever settled and released any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct that is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. The Lead Plaintiffs acknowledge, and the Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a material element of the settlement of which this release is a part.

11. This release shall be of no force or effect unless and until the Court approves the Stipulation of Partial Settlement, and the Effective Date (as defined in the Stipulation) has occurred.

12. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

13. I (We) hereby warrant and represent that I (we) have included information about all of my (our) purchase and sales transactions in Qwest publicly traded securities which occurred during the Class Period and the number of securities held by me (us) at the beginning of trading on May 24, 1999, and at the close of trading on July 28, 2002.

14. I (We) hereby warrant and represent that I (we) am (are) not excluded from the Class as defined in the Notice.

SUBSTITUTE FORM W-9
Request for Taxpayer Identification Number ("TIN") and Certification

First Name

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I. Last Name

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Check appropriate box:

- Individual/Sole Proprietor
 IRA
 Trust
 Corporation
 Partnership
 Pension Plan
 Other _____
 (specify)

Enter TIN on the appropriate line.

- For individuals, this is your Social Security Number ("SSN")
- However, for a resident alien, sole proprietor, or disregarded entity, see Part 1 of the enclosed W-9 instructions.
- For sole proprietors, you must show your individual name, but you may also enter your business or "doing business as" name. You may enter either your SSN or your Employer Identification Number ("EIN").
- For other entities, it is your EIN.

Social Security Number

				—			—				
--	--	--	--	---	--	--	---	--	--	--	--

or

Employer Identification Number

		—									
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Part II. For Payees Exempt from Backup Withholding

If you are exempt from backup withholding, enter your correct TIN in Part I and write "exempt" on the following line: _____

Part III. Certification

UNDER THE PENALTY OF PERJURY, I (WE) CERTIFY THAT:

- (1) The number shown on this form is my correct TIN; and
- (2) I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1)(C) of the Internal Revenue Code because: (a) I am (we are) exempt from backup withholding; or (b) I (we) have not been notified by the Internal Revenue Service that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the Internal Revenue Service has notified me (us) that I am (we are) no longer subject to backup withholding.

SEE ENCLOSED FORM W-9 INSTRUCTIONS

The Internal Revenue Service does not require your consent to any provision of this document other than the certification required to avoid backup withholding.

I (We) declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied on this Proof of Claim and Release form by the undersigned is true and correct.

Executed this _____ day of _____ in _____ .
 (Month/Year) (City/State/Country)

 (Sign your name here)

 (Sign your name here)

 (Type or print your name here)

 (Type or print your name here)

 (Capacity of person(s) signing, e.g., Beneficial Purchaser or Acquirer, Executor or Administrator)
 Proof of Authority to File Enclosed? Y N
 (Not necessary if you are filing on your own behalf)
 (See Section III, No. 3)

 (Capacity of person(s) signing, e.g., Beneficial Purchaser or Acquirer, Executor or Administrator)
 Proof of Authority to File Enclosed? Y N
 (Not necessary if you are filing on your own behalf)
 (See Section III, No. 3)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
 THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above release and declaration.
2. Remember to attach supporting documentation, if available.
3. Do not send original stock certificates.
4. Keep a copy of your claim form for your records.
5. If you desire an acknowledgement of receipt of your claim form please send it Certified Mail, Return Receipt Requested.
6. If you move, please send the Claims Administrator your new address.