

Qwest Board of Directors—January 2008

<u>Name</u>	<u>Title</u>	<u>Age</u>	
Richard N Baer	Executive VP/Secretary/General Counsel	49	
Paula Kruger	Divisional Executive VP	56	
Linda G Alvarado	Director	55	--
Charles L Biggs	Director	66	--
K Dane Brooksher	Director	68	--
Peter S Hellman	Director	57	--
R David Hoover	Director	61	--
R William Johnston	Vice President/Controller/Chief Accounting Officer	53	--
Patrick J Martin	Director	66	--
Caroline (Caz) Matthews	Director	47	--
Edward A Mueller	Director/Chairman of the Board/CEO	60	--
Wayne W Murdy	Director	62	--
Jan L Murley	Director	56	--
Frank P Popoff	Director	71	--
Thomas E Richard	Divisional Executive VP	52	--
John W Richardson	Executive VP/CFO	62	--
James A Unruh	Director	66	--
Anthony Welters	Director	52	--

Each director who is neither an officer nor an employee of Qwest is paid \$30,000 per year for serving as a director and \$2,000 for each meeting of the Board or any committee meeting attended. The chairman of each committee is also paid an additional \$5,000 annually, in quarterly installments, with the exception of the chairman of the Audit Committee, who is paid an additional \$20,000 annually, in quarterly installments. In addition to cash compensation, each year [Qwest] typically grants stock options covering 5,000 shares of common stock to each of our non-employee directors. Qwest also typically grants to each newly appointed, non-employee director a stock option covering 40,000 shares of our common stock

Qwest Directors Contact Listing

	Linda G. Alvarado	Alvarado Construction
	President and CEO, Alvarado Construction	1266 Santa Fe Dr., Denver CO 80204-3546 (303) 629-0783, (303) 595-4354 fax, http://www.alvarado.constructware.com
Chairman of Qwest Compensation Committee	Charles L. Biggs Former Senior Partner, Deloitte Consulting (Retired)	Home Address: 4 SOUND SHORE DR, GREENWICH, CT 06830-7252 Tel. (203) 552-0890
	K. Dane Brooksher Chairman of the Board of Trustees, ProLogis (Denver)	ProLogis Corporate Headquarters 4545 Airport Way Denver, Colorado 80239 ph: 800-566-2706 direct: 303-567-5000 fax: 303-567-5605 info@prologis.com

(continued on next page)

<p>Peter S. Hellman President/CFO/Chief Administrative Officer/Director at Nordson Corporation</p>	<p>Nordson Corporation 300 Nordson Drive Amherst, OH 44001-2496</p>
<p>R. David Hoover CEO/Chairman of the Board /President/Director at Ball Corporation</p>	<p>Ball Corporation 10 Longs Peak Drive, Broomfield, CO, 80021 Phone: (303) 469-3131 / Fax: (303) 460-2127 Online: www.ball.com Email: corpinfo@ball.com</p>
<p>Patrick J. Martin Former Chairman, President and CEO, Storage Technology Corporation (Retired with Sun Systems buy-out)</p>	<p>Storage Technology Corporation One StorageTek Dr Louisville, CO 80028-4309 303-673-5151</p>
<p>Caroline (Caz) Matthews President, WellPoint Foundation</p>	<p>WellPoint Foundation 1 WellPoint Way, T2 1A6 Thousand Oaks, CA 91362 wellpoint.foundation@wellpoint.com Phone: 805-557-6177</p>
<p>Edward A. Mueller (<i>pronounced Miller</i>) Chairman of the Board and CEO Qwest Communications International, Inc.</p>	<p>1801 California St, Denver, CO 80202 Tel. 800-899-7780 / FAX 303-992-1724</p>
<p>Wayne W. Murdy CEO/Chairman of the Board/Director Newmont Mining Corporation</p>	<p>Newmont Mining Corporation 1700 Lincoln Street, Denver, Colorado80203 Telephone: 303-863-7414Fax: 303-837-5837</p>
<p>Jan L/ Murley Consultant KKR & Co.</p>	<p>Kohlberg Kravis Roberts & Co 9 West 57th St., Ste 4200 New York, NY 10019 212-750-8300</p>
<p>Frank Popoff Former Chairman,Dow Chemical Co Chairman Chemical Financial Co</p>	<p>Chairman, Chemical Financial Corporation 333 E Main St, Midland, MI 48640 Phone517-631-3310 / Fax:989-839-5255 Website: www.chemicalbankmi.com</p>
<p>James A. Unruh Principal, Alerion Capital Group imunruh@alerion.com</p>	<p>Alerion Capital Group, LLC 7702 East Doubletree Ranch Rd.Suite 350 Scottsdale, AZ 85258 Phone: 480-367-0900 / Fax: 480-367-0936</p>
<p>Anthony Welters Executive Vice, United Healthcare Group</p>	<p>United Healthcare Group PO box 1459 Minneapolis, MN 55440-1459 Tel. 800-328-5979</p>

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Qwest Director Profiles

Information Sources: *Forbes, Reuters, Yahoo Money, MSN Money, Zoom Info*

Linda G. Alvarado, 55

President and CEO,
Alvarado Construction

1266 Santa Fe Dr.,
Denver CO 80204-3546
Tel. 303-629-0783,
FAX: 303-595-4354



Director at Qwest Communications since 2000
Director at 3M Company since 2000
Director at Pepsi Bottling Group since 2000

Director at Lennox International, Inc.
Director at Pitney Bowes, Inc.

Alvarado Construction, Inc. founded in 1976; employees 450 people with \$41 million annual revenues; Specializes in commercial, industrial, telecommunications, and heavy engineering projects.

Co-Owner of the Colorado Rockies baseball team.

Charles L. Biggs, 66

Former Senior Partner,
Deloitte Consulting

Contact: Home Address:
4 Sound Shore Dr,
Greenwich, CT 06830-7252
Tel. 203-552-0890



Charles L. Biggs, Director,
Chairman of Qwest Compensation Committee.
Biggs became a Qwest director in May 2004.
Director at Standard Parking Corporation

Biggs was a consultant for Deloitte Consulting, a professional services firm that provides assur-

ance and advisory, tax and management consulting services, from 1968 until retirement November, 2002.

Biggs served as National Director of Strategy Services for Braxton, Deloitte's strategy arm and was Chairman of Deloitte/Holt Value Associates.

He is a Certified Management Consultant and is co-author of a book entitled, *MANAGING THE SYSTEMS DEVELOPMENT PROCESS*, which was published by Prentice Hall.

He was with Deloitte & Touche from 1968 until his retirement at the end of November 2002.

K. Dane Brooksher, 68

Chairman of the Board of
Trustees, ProLogis (Denver)
4545 Airport Way
Denver, Colorado 80239
ph: 800-566-2706
fax: 303-567-5605
info@prologis.com



Director at Pactiy Corporation
Director at Cass Information Systems, Inc.

K. Dane Brooksher, former Chairman of ProLogis, a provider of distribution facilities and services, and has served as a member of its Board of Trustees since November 1993. ProLogis is the largest U.S. owner and developer of warehouse and distribution facilities.

Before joining ProLogis, Brooksher spent more than 32 years with KPMG Peat Marwick (now KPMG LLP), an independent public accounting firm.

Qwest Directors — continued

Peter S. Hellman, 57

Chief Financial and Administrative Officer, Nordson Corporation

300 Nordson Drive, Amherst, OH 44001-2496

Phone: 440-985-4000

Fax: 440-985-1536

Former President and Chief Operation Officer of TRW, Inc.

Director at Baxter International, Incorporated since March 2005

Hellman, was elected President and Chief Financial and Administrative Officer of Nordson on



March 12, 2004.

From 1995 through February 1999, Hellman was President and Chief Operating Officer of TRW Inc., where he also served on its board of directors and as a member of the management committee. TRW was a provider of advanced technology products and services for the automotive, aerospace and information systems markets.

Hellman serves as a director of Baxter International Inc., a global medical products and services company.

Nordson exited the fiber systems business October 13, 2006. Nordson which employed 3,653 sold its fiber systems to Sauer Ltd.

R. David Hoover, 61

CEO/Chairman of the Board/President/Director at Ball Corporation

Broomfield, Colorado

10 Longs Peak Drive, Broomfield, CO, 80021

Phone: (303) 469-3131 / Fax: (303) 460-2127

Online: www.ball.com

Email: corpinfo@ball.com



Director of Energizer Holdings, Inc.
Director of Irwin Financial Corporation.

R. David Hoover, Chairman, Ball Corporation President and Chief Executive Officer since April 2002 and a director since 1996.

Hoover whose career started at Ball in 1983 as Vice President of Finance and Administration held numerous positions until becoming President and Chief Executive Officer.

Patrick J. Martin, 66

Former Chairman, President and CEO, Storage Technology Corporation

One StorageTek Dr Louisville, CO 80028-4309

tel. 303-673-5151

Patrick J. Martin, was Chairman, President and Chief Executive Officer of Storage Technology Corporation. Founded in 1969 in Colorado, StorageTek is a \$2 billion



company that is a designer, manufacturer and marketer of tape drives and automated cartridge libraries, disk arrays and network management and backup software. StorageTek employees 7,000 workers.

Prior to joining StorageTek, he spent 23 years with Xerox Corp. Martin earned a bachelor's degree from Iona College, a master's degree and Ph.D. from George Washington University

Qwest Directors — continued

Caroline S. (Caz) Matthews, 47

President, WellPoint Foundation

1 WellPoint Way, T2 1A6

Thousand Oaks, CA 91362

wellpoint.foundation@wellpoint.com

805-557-6177

Caroline "Caz" Matthews, is the former president of Blue Cross Blue Shield of Georgia. WellPoint, Inc. the nation's largest health benefits company. She leads the company's philanthropic and social responsibility programs.

Matthews has volunteered her time, services and financial support to a variety of community-based organizations throughout her career, including serving on the Atlanta Make-A-Wish



Foundation Board and on the Mile High United Way Board of Trustees in Denver where she chaired the Women's Initiative. She joined WellPoint in 1988, most recently serving as president of its Georgia market.

She held various positions with Anthem Inc. since 1988, including Co-Chief Information Officer from 1998 to 1999 and Chief Operating Officer and Chief Financial Officer of a former Anthem subsidiary from 1993 to 1997.

Matthews received a bachelor's degree from Sheffield University in Yorkshire, England and an M.B.A. from Indiana University.

Edward A Mueller, 60

Director/Chairman of the Board/CEO

Qwest Communications International, Inc. Since August 2007

Since August 2007

Director and Chairman of the Board of VeriSign since 2005

Director of Clorox Company

Director of GSC Acquisition Co

On August 10, 2007, the Qwest Board appointed Edward A. Mueller, as a director and to the positions of Chairman of the Board and Chief Executive Officer. The Board also appointed Mr. Mueller as Chairman of the Executive Committee of the Board. Mr. Mueller served as the chief executive officer of Williams-Sonoma, Inc., a specialty retailer of home furnishings, from 2003 until 2006, and served as a director of Williams-Sonoma from 1999 until 2007. Prior to



joining Williams-Sonoma as chief executive officer, Mr. Mueller served as president and chief executive officer of Ameritech, a telecommunications company, from 2000 to 2002; as president of SBC International Operations, a telecommunications company, from 1999 to 2000; and as president and chief executive officer of Pacific Bell, a telecommunications company, from

1997 to 1999. Mr. Mueller joined the SBC organization in 1968, and held other executive level positions in the company, including president and chief executive officer of Southwestern Bell Telephone.

Mr. Mueller holds a B.S. degree in civil engineering from the University of Missouri and an executive masters degree in business administration from Washington University.

Qwest Directors — continued

Wayne W. Murdy, 62

CEO/Chairman of the Board/Director at Newmont Mining Corp
1700 Lincoln Street, Denver, CO 80203
Tel: 303-863-7414 / Fax: 303-837-5837



Director of TransMontaigne Inc.

Wayne W. Murdy, was elected Chairman of Newmont Mining Corporation effective January 1, 2002.

Denver-based Newmont Mining Corp. has mine sites on five continents and bills itself as the world's largest gold producer. Under the leadership of Chairman and CEO Wayne W. Murdy, the \$4.4 billion company has made much of the principle of stewardship, including commitments to the environment and community health.

Newmont is the world's largest gold producer with a market capitalization of \$20 billion, total assets in excess of \$12 billion on five continents, and 13,500 employees worldwide.

Jan L. Murley, 56

Former Vice President at Hallmark Cards, Inc.
Director at [Qwest Communications International, Incorporated](#) since December 2007
Director at Clorox Group
Director at 1-800 Flowers



Ms. Murley has served as a consultant to Kohlberg Kravis Roberts & Co. (KKR) (a private equity firm) since November 2006.

From October 2003 to July 2006, Ms. Murley was chief executive officer and a director of The Boyds Collection, Ltd. (a publicly traded designer and manufacturer of gifts and collectibles, which was majority-owned by KKR. Boyds filed for bankruptcy under Chapter 11 of the US Bankruptcy Code in October 2005 and emerged from Chapter 11 in June 2006 as a private company). Prior to that, she was group vice president – marketing of Hallmark Cards, Inc. (a publisher of greeting cards and related gifts) from 1999 to 2002.

Frank Popoff, 71

Former Chairman, Dow Chemical Company
Chairman, Chemical Financial Corporation
333 E Main St., Midland, MI 48640
Phone: 517- 631-3310 / Fax 989-839-5255



Website: www.chemicalbankmi.com
Revenues: \$238.5 Million
Employees: 1,376

Popoff is the former Chairman and Chief Executive Officer, The Dow Chemical Company, December 2000 to April 2004.

Popoff earned at Indiana University a bachelor of science degree in chemistry in 1957 and a master of business administration degree in 1959.

Qwest Directors — continued

James A. Unruh, 66

Principal, Alerion Capital Group

jimunruh@alerion.com

Alerion Capital Group, LLC

7702 East Doubletree

Ranch Rd., Suite 350

Scottsdale, AZ 85258

Phone: 480-367-0900 / Fax: 480-367-0936



James A. Unruh is a founding member of Alerion Capital Group, LLC (private equity investment group) in 1998. Unruh was with Unisys Corporation (information technology services, hardware and software) from 1987 to 1997, serving as its Chairman and Chief Executive Officer from 1990 to 1997.

He also held executive positions with financial management responsibility, including serving as Senior Vice President, Finance, Burroughs Corporation, from 1982 to 1987.

Unruh holds a bachelor's degree from Jamestown College and a master's degree in business administration from the University of Denver. Author of: "Customers Mean Business: Six Steps to Building Relationships That Last" by James A. Unruh, Perseus Books 1996.

Director at Prudential Financial, Incorporated since 2001

Director of Prudential Insurance since 1996

Director of CSG Systems International, Inc

Director of Tenet Healthcare Corporation

Anthony Welters, 52

Executive Vice President of UnitedHealth Group

Former President and Chief Executive Officer, AmeriChoice Corp. (a UnitedHealth Group company)



ration, a UnitedHealth Group Company, and Chairman and Chief Executive Officer of AmeriChoice Corporation and its predecessor companies since 1989.

Mr. Welters has been a director of C. R. Bard since February 1999 and is a member of the Compensation Committee, Governance Committee, Science and Technology Committee and Regulatory Compliance Committee.

Director at Qwest Communications

Director at [C.R. Bard, Inc.](#) since 1999

Director of West Pharmaceutical Services, Inc.

Mr. Welters is a recipient of the prestigious Horatio Alger Award and serves as a director of the Horatio Alger Association.

Executive Vice President, UnitedHealth Group (a diversified health and well-being company), since January 2007, having been President and Chief Executive Officer of AmeriChoice Corpo-

He serves as Chairman of the Board of Trustees for the Morehouse School of Medicine in Atlanta.