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Felicity O'Herron
Senior Director – Employee Benefits

October 22, 2003

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

Dear Curtis:

I am responding to your letter dated September 26, 2003 to Barry Allen concerning death benefits under the Qwest Pension Plan ("Plan"). You state particular representations were made to participants in the Plan by its fiduciaries and by Qwest concerning the continued availability of death benefits. You also state participants in the Plan, in making individual retirement decisions, relied on documents which assured the continuation of death benefits indefinitely notwithstanding the Company's reservation in various plan documents of the right to change or eliminate such benefits. You do not identify the statements or documents to which you refer and we are not aware of any.

Please advise us of the specific statements or documents upon which you claim your client and others relied.

I look forward to hearing from you.

Very truly yours,

A handwritten signature in black ink that reads 'Felicity O'Herron'. The signature is written in a cursive style with a large initial 'F'.

Felicity O'Herron

c: Barry Allen, EVP & Chief Human Resources Officer

CURTIS L. KENNEDY
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ALSO ADMITTED IN:
UNITED STATES SUPREME COURT
STATE OF ARIZONA
STATE OF OKLAHOMA
STATE OF TEXAS
WASHINGTON, D.C.

September 26, 2003

Via Fax, Email and First Class Mail:

Barry Allen, Senior Vice President HR
QWEST COMMUNICATIONS INTERNATIONAL, INC.
1801 California Street, 52nd Floor
Denver, CO 80202
Tele: 303-992-2020
Fax: 303-296-0520
Barry.Allen@qwest.com

Margie Dobis, Plan Administrator
QWEST PENSION PLAN
c/o Felicity O'Herron, Esq., Senior Director, Employee Benefits
QWEST EMPLOYEE BENEFITS COMMITTEE
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Denver, CO 80202-2645
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Felicity.O'Herron@qwest.com

Re: QWEST PENSION PLAN – Death Benefits
REQUEST FOR INTERPRETATION / DETERMINATION

Dear Mr. Allen and Qwest Pension Plan Administrators:

Recently, you had a meeting with Nelson Phelps and certain board members of the Association of U S WEST Retirees during which meeting you told everyone present that company leadership was planning to discontinue providing death benefits to beneficiaries of service pension retirees. You stated the change might take effect October 1, 2003. However,

several days later, you reported back to Mr. Phelps and others stating that the decision was being delayed.

It is the position of Mr. Phelps and thousands of other former U S WEST retirees that death benefits paid from the Qwest Pension Plan (formerly the U S WEST Pension Plan) have been treated, interpreted, and considered the same as accrued benefits and that Qwest, as plan sponsor and plan fiduciary, should not eliminate those benefits. Indeed, for decades, the company promised such benefits to its service pension eligible retirees. The retirees seek assurances that the company will not eliminate the death benefits and will, in fact, memorialize a promise in new language to be placed in the governing plan documents.

Certainly, there can be no question that U S WEST officials and pension plan fiduciaries, repeatedly, made representations to Mr. Phelps and other retirees assuring them that death benefits was an expected benefit of one eligible for a service pension. Even to this date, an eligible annuitant can choose to receive a lump sum distribution of benefits that includes the present value of death benefits. We are certain virtually all service pension eligible retirees believe their beneficiaries will be rightfully considered for the death benefits upon the passing away of the plan participant. Most spouses are counting on this financial benefit to help them when that difficult financial time arises.

Mr. Phelps and the others reasonably believe the plan administrator and the EBC are in possession of (or have direct access and privy to) many documents reflecting communications made to worker and retirees alike which communications are contrary to any intent to eliminate death benefits or a reservation of rights disclaimer set forth in the Qwest Pension Plan. All such statements and representations were material and relied upon in making individual retirement decisions. We ask that you review those materials and agree that the appropriate course of action is to grant plan-wide relief and memorialize a commitment to treat death benefits as an accrued benefit for service pension eligible pensioners payable to qualified beneficiaries.

Therefore, this claim letter is submitted on behalf of Nelson Phelps, individually and for the benefit of all participants in the Qwest Pension Plan. Since the Employee's Benefits Committee, apparently, is the only entity with authority to construe and interpret the terms of the Qwest Pension Plan, plan participants seek the EBC's declaration confirming death benefits will neither be eliminated nor reduced.

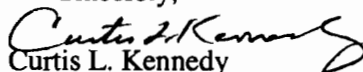
Mr. Phelps and the class of Qwest Pension Plan participants formally request the Plan Administrator and the EBC obtain a resolution from the Qwest Board of Directors formally acknowledging the company is contractually bound not to either reduce or eliminate death

benefits for those persons eligible for a service pension. Further, Mr. Phelps and the class demand Qwest and the EBC acknowledge this obligation by amending the Qwest Pension Plan's reservation of rights disclaimer and insert language memorializing a contractual obligation for death benefits. Finally, Mr. Phelps and the class ask there be a formal notice distributed to the Qwest Pension Plan participants.

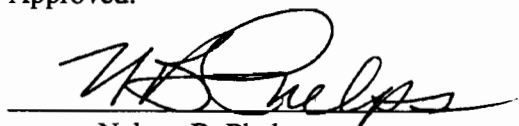
Please send me written confirmation of receipt of this claim letter stating when a full response will be provided.

Finally, this is a reminder that Mr. Phelps' request for pension plan financial information set forth in the letter dated August 15, 2003 sent to you remains outstanding. Please respond. Thank you.

Sincerely,


Curtis L. Kennedy

Reviewed and
Approved:



Nelson B. Phelps
1500 So. Macon St.
Aurora, CO 80012-5141
Tele: 303/743-7928