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MESSAGE FROM MIMI HULL, AUSWR PRESIDENT

December 29, 2009

The leadership of the AUSWR, Mimi Hull, President, Nelson Phelps, Executive Director, and Jim Heinze, Retiree Advocate, as well as our Attorney, Curtis Kennedy, met at Qwest's invitation with Rich Baer, EVP- General Counsel and Chief Administrative Officer, and Felicity O'Herron, VP of Human Resources-Benefits shortly before the holidays. At this meeting, a letter was presented, which was released to all effected retirees by Qwest on December 28, 2009 announcing the discontinuation of the Death Benefit from the Qwest Pension Plan and the Qwest Nonqualified Pension Plan, effective March 1, 2010.

All requests for reconsideration of this decision from our Attorney, speaking on behalf of all retirees, were rebuked by the Qwest officers. We are deeply saddened that after years of mismanagement and poor business decisions on the part of the Qwest Officer group and the Board of Directors, that they have chosen to take this onerous action and place great financial burden and hardship on the retirees of Qwest and their predecessor companies. The leadership of the AUSWR is considering what actions may be taken to counteract this devastating announcement.

Name
Address Line 1
Address Line 2

December 28, 2009



Subject: IMPORTANT UPDATE ON YOUR BENEFITS
 Discontinuation of the Death Benefit from the Qwest
 Pension Plan and the Qwest Nonqualified Pension Plan

Dear

Qwest continues to work diligently to meet its financial objectives in the face of a weakened economy and fierce competition. Since the onset of the economic downturn, we have sought to respond in a measured way, intensifying our focus on reducing costs and improving efficiencies. Over the past two years, this disciplined approach resulted in a number of cost-saving measures including:

- Continuing to balance our workforce with workload
- Consolidating call center operations
- Reducing net debt by \$1.3 billion (since 3Q07) and reducing what the company must pay in interest
- Further reducing the costs to operate our national network
- Freezing salaries in 2009 for vice presidents and above
- Freezing salaries in 2010 for all management employees
- Freezing pension plan accruals in the Qwest Pension Plan and Qwest Nonqualified Pension Plan for active management employees effective Jan. 1, 2010; the Pension Plan freeze will help preserve the Pension Plan's ability to meet its obligations to current and future retirees
- Reducing the Basic Life Insurance benefit for active management employees effective Jan. 1, 2010

We continue to be impacted by the economic downturn and growing competitive pressures. To ensure Qwest's continued financial and operational success, we made a very difficult decision to discontinue the Death Benefit under the Pension Plan and the Nonqualified Pension Plan after Feb. 28, 2010. This applies to all retirees who are currently eligible for the Death Benefit under the terms of the Qwest Pension Plan and, if applicable, the Qwest Nonqualified Pension Plan, regardless of the date of retirement, including those who retired with a disability pension.

For specific information, refer to the Qwest Pension Plan, the summary plan description and summaries of material modifications. The Plan Administrator has the authority, discretion and the right to interpret and resolve any ambiguities in each of the respective Plans or any document relating to the Plans. Qwest reserves the right to amend or terminate the Qwest Pension Plan and Qwest Nonqualified Pension Plan with respect to all Participants, subject to the terms of the Plan document and applicable laws.

As I am sure you know, the Death Benefit was a benefit only available to employees who retired prior to January 1, 2004 and who met certain other criteria as well.

This change does not affect your monthly pension payments or the survivor pension payable from the Qwest Pension Plan or, if applicable, the Qwest Nonqualified Pension Plan. Retirees and their beneficiaries continue to be eligible for a \$10,000 Basic Life insurance benefit under the Qwest Group Life Insurance Plan and health care benefits under the Qwest Health Care Plan.

Although we realize that you may not agree with this change, I trust that you understand the need for Qwest to make such difficult decisions.

If you have questions, please contact the Qwest Service Center at 1-800-729-7526, option 2.

Sincerely,

Richard N. Baer
EVP - General Counsel and Chief Administrative Officer

Important information: This document is intended to be a summary of material modification as described in section 104(b) of the Employee Retirement Income Security Act of 1974, as amended, for the Qwest Pension Plan and the Qwest Nonqualified Pension Plan. ***You should keep this letter with your copy of the SPD for future reference.***

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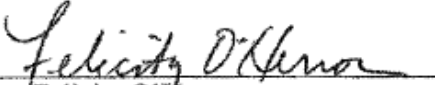
**AMENDMENT 2009-2
TO THE
QWEST PENSION PLAN**

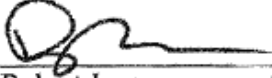
The Qwest Pension Plan, as amended and restated effective January 1, 2008, and as it previously has been further amended (the "Plan"), is hereby amended as set forth below:

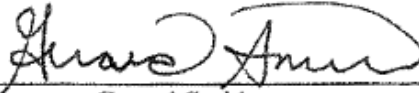
1. Section 7.3, "Death After Retirement," of the Plan is hereby deleted in its entirety as of March 1, 2010 with respect to any Participant death occurring on or after March 1, 2010. Furthermore, effective on and after March 1, 2010, any provision of the Plan regarding, and any provision of the Plan that may have provided or authorized, the payment of a death benefit in the event of the death of any Participant while receiving pension benefits, including a Participant who has received a distribution of pension benefits, is receiving a distribution of pension benefits, has not retired but may be entitled to a future distribution of pension benefits, or has retired and is entitled to receive a future distribution of pension benefits from the Plan, in any predecessor plan, prior restatement or prior version of the Plan, is hereby deleted in its entirety. Accordingly, under Plan Section 7.3 or any prior version thereof, there shall be no payment of a death benefit with respect to the death of any Participant that occurs after February 28, 2010 including a Participant who has received a distribution of pension benefits, is receiving a distribution of pension benefits, has not retired but may be entitled to receive a future distribution of pension benefits from the Plan or has retired and is entitled to receive a future distribution of pension benefits from the Plan.
2. Any inconsistent provisions of the Plan shall be read consistent with this Amendment.
3. Except as amended above, each and every provision of the Plan, as it previously may have been amended, shall remain in full force and effect without change or modification.

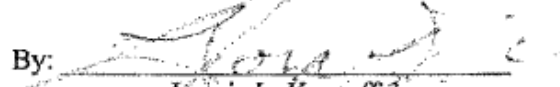
IN WITNESS WHEREOF, this Amendment is hereby adopted on this 15th day of December, 2009.

**QWEST COMMUNICATIONS INTERNATIONAL INC.
PLAN DESIGN COMMITTEE**

By: 
Felicity O'Herron
Title: Vice President, Human Resources

By: 
Robert Joga
Title: Vice President, Labor & HR

By: 
Gerard Smith
Title: Director, Benefits/HRIS

By: 
Laurie L. Korneffel
Title: Vice President, Legal

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