

September 2, 2003



Dear Qwest Retiree:

As part of our commitment to ensure we provide you a valuable package of benefits, we continually review our benefit plans. Recently, we determined that certain retired employees are eligible for a death benefit from both the Pension Plan and the Qwest Group Life Insurance Plan (outside of the Pension Plan). As a business, it is our responsibility to wisely steward our financial resources, and in these cases, the company is paying twice for the same benefit. Therefore, it made financial sense for us to delete one of the duplicate benefits.

Effective October 1, 2003, we will eliminate the Sickness Death Benefit from the Pension Plan. As you recall, the Sickness Death Benefit was paid upon the death of a retired participant who was hired prior to March 1, 1993, and was receiving, or eligible to receive, a service pension from the Plan and who had a surviving dependent.

Please note that these changes do not affect the survivor benefits that may be payable under the form of pension you elected or any life insurance benefits provided through the Qwest Group Life Insurance Plan.

If you have any questions, please contact the Qwest Service Center at 800-729-7526, select option 3 (other), then option 3 (pension), then *0 to speak with a representative.

Regards,

A handwritten signature in black ink that reads "Jill R. Sanford". The signature is written in a cursive, flowing style.

Jill R. Sanford
Vice President of Human Resources



September 2, 2003

Dear Qwest Retiree:

As you know, Qwest is committed to honoring your service to the company by providing you with a valuable package of benefits. In addition, it is imperative that we exercise good stewardship in the oversight of the financial needs of the business. In an age of ever-increasing benefit costs and an extremely competitive marketplace environment, it has become necessary for us to make some decisions that will result in modifications of our benefit plans.

The circumstances that create this need will come as little surprise. One only has to read a newspaper, magazine article or listen to a national television news broadcast to understand that the cost of health care is reaching crisis proportions throughout the United States. Unfortunately, Qwest is quite familiar with these challenges. In each of the past several years, the company has experienced significant increases in health care costs – and we expect to experience similar increases in the future.

In response to these challenges, we are making necessary changes to our benefit plans. While some of the changes were previously communicated to you, others are new:

- 1) Currently, certain retired employees are eligible for a death benefit from both the Pension Plan and the Qwest Group Life Insurance Plan (outside of the Pension Plan). As a business, it is our responsibility to wisely steward our financial resources, and in these cases, the company is paying twice for the same benefit. Therefore it makes financial sense for us to delete one of those duplicate benefits.

As a result, we will eliminate the Sickness Death Benefit, effective October 1, 2003. As you may recall, the Sickness Death Benefit was paid on the death of a retired participant who was hired prior to March 1, 1993, and was receiving, or eligible to receive, a service pension from the Plan and who had a surviving dependent.

Please note that these changes do not affect the survivor benefits that may be payable under the form of pension you elected or any life insurance benefits provided through the Qwest Group Life Insurance Plan.

- 2) All management employees who retired on or after January 1, 1991, (management post-90 retirees), who are eligible for retiree health care (medical and dental) will be migrated to the Qwest active management employee health care plans as of January 1, 2004. Here is a summary of the medical and dental plans currently offered to active management employees. Please be aware that these plans are subject to change by the company at any time.
 - The medical plan offerings available to active management employees currently include Preferred Provider Organization (PPO), Exclusive Provider Organization (EPO), No-Network and Health Maintenance Organization (HMO) plans. Retirees who are eligible for Medicare will continue to be covered under separate Medicare plans that are similar to, but may vary from, the active management employee plans.

- Dental plan offerings available to active management employees currently include Preferred Provider Organization (PPO) and Indemnity plans.
- 3) All management post-90 Retirees who are eligible for retiree health care (medical and dental) will contribute for health care coverage beginning on January 1, 2004. The monthly contributions for 2004 are shown below and generally approximate 20 percent of the expected retiree health care costs for 2004. The company is still paying a significant amount for this benefit -- approximately 80 percent of the total cost in 2004. Monthly contributions will vary based on several factors including which medical and dental plans you elect, how many of your eligible dependents are covered under the plan, and the expected costs of the plan. The monthly contributions and percentage cost split between retirees and the company are subject to change by the company at any time.

2004 Non-Medicare Retiree Contributions			
Medical	Single	Single + 1 Dependent	Family
EPO	\$96 Retiree	\$193 Retiree	\$260 Retiree
	\$386 Company	\$771 Company	\$1,041 Company
PPO & No-Network	\$83 Retiree	\$166 Retiree	\$224 Retiree
	\$332 Company	\$664 Company	\$897 Company
Dental			
PPO	\$5 Retiree	\$11 Retiree	\$15 Retiree
	\$22 Company	\$ 44 Company	\$59 Company
Indemnity	\$8 Retiree	\$16 Retiree	\$22 Retiree
	\$33 Company	\$66 Company	\$89 Company

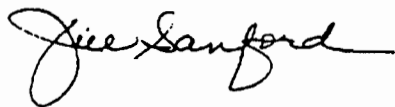
2004 Medicare Retiree Contributions			
Medical	Single	Single + 1 Dependent	Family
EPO	\$55 Retiree	\$109 Retiree	\$147 Retiree
	\$218 Company	\$437 Company	\$590 Company
PPO & No-Network	\$47 Retiree	\$94 Retiree	\$127 Retiree
	\$188 Company	\$376 Company	\$508 Company
Dental			
PPO	\$5 Retiree	\$11 Retiree	\$15 Retiree
	\$22 Company	\$ 44 Company	\$59 Company
Indemnity	\$8 Retiree	\$16 Retiree	\$22 Retiree
	\$33 Company	\$66 Company	\$89 Company

Monthly contribution requirements for the various HMO plans offered in 2004 will be communicated in the open enrollment materials you receive in October 2003.

I assure you that a great deal of thought and care were put into making these difficult but necessary decisions to help ensure the future success of Qwest. You will receive more information regarding the contribution levels and plan designs to enable you to make your 2004 plan elections during the upcoming open enrollment period in October 2003.

Please review the enclosed question-and-answer sheet that will explain some of the changes in more detail. If you have further questions, please contact the Qwest Service Center at 800-729-7526.

Regards,

A handwritten signature in cursive script that reads "Jill R. Sanford". The signature is written in black ink and is positioned above the printed name.

Jill R. Sanford
Vice President of Human Resources

This document summarizes provisions of certain benefit plans offered by Qwest. If there is any conflict between the terms of the plan documents and this letter, the terms of the plan documents will govern. Qwest reserves the right to interpret and resolve any ambiguities in the plans or any document relating to the plans. Qwest has the right to change, modify, discontinue or terminate the plans and the benefits under the plans at any time without prior notice.

September 2, 2003



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The circumstances that create this need will come as little surprise. One only has to read a newspaper, magazine article or listen to a national television news broadcast to understand that the cost of health care is reaching crisis proportions throughout the United States. Unfortunately, Qwest is quite familiar with these challenges. In each of the past several years, the company has experienced significant increases in health care costs – and we expect to experience similar increases in the future.

In response to these challenges, we are making necessary changes to our benefit plans, as summarized below:

- 1) Currently, certain retired employees are eligible for a death benefit from both the Pension Plan and the Qwest Group Life Insurance Plan (outside of the Pension Plan). As a business, it is our responsibility to wisely steward our financial resources, and in these cases, the company is paying twice for the same benefit. Therefore it makes financial sense for us to delete one of those duplicate benefits.

As a result, we will eliminate the Sickness Death Benefit, effective October 1, 2003. As you may recall, the Sickness Death Benefit was paid on the death of a retired participant who was hired prior to March 1, 1993, and was receiving, or eligible to receive, a service pension from the Plan and who had a surviving dependent.

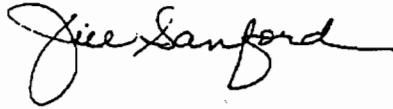
Please note that these changes do not affect the survivor benefits that may be payable under the form of pension you elected or any life insurance benefits provided through the Qwest Group Life Insurance Plan.

- 2) All occupational (union) employees who retired on or after January 1, 1991, (Occupational Post-90 Retirees), excluding those who are part of the Enhanced Retirement Offer (ERO) in 1992, who are eligible for retiree health care (medical and dental) will be migrated to the new Qwest active occupational employee health care plans as of January 1, 2004. The purpose of this migration is to leverage synergies between all of our health care plans for both active and retired occupational employees.

I assure you that a great deal of thought and care were put into making these decisions that were necessary to help ensure the future success of Qwest. You will receive more information regarding the new plan designs and you will be able to make your 2004 plan elections during the upcoming open enrollment period in October 2003.

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

Regards,

A handwritten signature in black ink that reads "Jill R. Sanford". The signature is written in a cursive style with a large, looping initial "J".

Jill R. Sanford
Vice President of Human Resources

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