

**RESOLUTIONS OF THE QWEST PLAN DESIGN COMMITTEE  
QWEST GROUP LIFE INSURANCE PLAN  
REGARDING AMENDMENT 2007-1**

**WHEREAS** the Qwest Group Life Insurance Plan, (formerly the U S West Group Life Insurance Plan) as Amended and Restated Effective June 12, 1998 (the "Life Plan"), is sponsored by Qwest Communications International Inc. (the "Company");

**WHEREAS** Section 10.1 of the Life Plan provides that the Company may amend the Plan;

**WHEREAS** Section 8.4 of the Life Plan provides that the Company may delegate its responsibility as Plan Sponsor and, pursuant to resolutions adopted at the May 2, 2001 meeting of the Board, the Company delegated its powers as set forth therein, including the authority to amend the Plan, to the Company's Plan Design Committee;

**WHEREAS** the Plan Design Committee delegated the authority to amend any and all the employee benefit plans sponsored by the Company, including the Life Plan, to the Executive Vice President of Human Resources;

**WHEREAS** the Plan Design Committee previously amended the Life Plan: (a) on October 14, 2005 to, *inter alia*, change the Basic Life Coverage for Post-1990 Occupational Retirees to reduce such benefit to a fixed \$10,000 benefit effective January 1, 2006, and (b) on September 14, 2006 to, *inter alia*, change the Basic Life Coverage for all Pre-1991 Retirees, ERO-1992 Retirees, and Management Post-1990 Retirees to reduce such benefit to a fixed \$10,000 benefit effective January 1, 2007 (collectively the "Prior Life Plan Amendments"); and

**WHEREAS** the Plan Design Committee has determined it appropriate to further document the Prior Life Plan Amendments by amending the Life Plan as follows (capitalized terms above and below shall have the meanings set forth in the Life Plan):

◇ Effective January 1, 2007, the Section 1.1 definition of "Basic Life Coverage" was restated in its entirety as follows:

"Basic Life Coverage" means basic life insurance coverage in an amount equal to an Eligible Employee's Annual Pay that is available as a Benefit; provided, however, that the basic life insurance coverage amount for ELIP Participants who are Eligible Employees shall be limited to no more than a maximum Benefit of \$50,000 and the Benefit for an Eligible Retiree who is an ELIP Participant shall be in accordance with other Benefit limitations as set forth in the Plan and below.

Effective January 1, 2006, with respect to Occupational Employees who upon their retirement become Eligible Retirees, the Basic Life Coverage is a \$10,000 Benefit. Effective January 1, 2006, with respect to Post-1990 Retirees who are former Occupational Employees, the Basic Life Coverage is a \$10,000 Benefit. To the extent a Post-1990 Retiree who is a former Occupational Employee has elected and maintained participation in Supplemental Life Coverage, the amount of such Benefit shall not be impacted due to this change in Basic Life Coverage.

Effective January 1, 2007, with respect to all Eligible Employees, who upon their retirement become Eligible Retirees, the Basic Life Coverage is a \$10,000 Benefit. Effective January 1, 2007, with respect to all Eligible Retirees (including, but not limited to, Pre-1991 Eligible Retirees, Post-1990 Management Retirees, and Post-1990 Retirees who are former Occupational Employees), the Basic Life Coverage is a \$10,000 Benefit. To the extent an Eligible Retiree has elected and maintained participation in Supplemental Life Coverage, the amount of such Benefit shall not be impacted due to this change in Basic Life Coverage.

◇ Effective January 1, 2007, Section 2.6 was restated in its entirety as set forth below to delete subsection (a) “Basic Life Coverage,” and to re-designate the remaining subsections of Section 2.6 as follows:

2.6 Benefits for Eligible Retirees. An Eligible Retiree shall commence participation in the Plan on the first day of the month coinciding with or next following the date on which such former Eligible Employee becomes eligible to receive a service pension or disability benefit in accordance with the terms of the US WEST Pension Plan or its successor, the Qwest Pension Plan. The Benefit is the Basic Life Coverage as defined and set forth in Section 1.1.

Section 2.6(b) “AD&D Coverage” is now designated Section 2.6 (a)  
 Section 2.6(c) “Supplemental Life Coverage” is now designated Section 2.6 (b)  
 Section 2.6(d) “Dependent Life Coverage” is now designated Section 2.6 (c)

◇ Effective January 1, 2007, Appendix 2 “Benefits Schedule” was amended to restate the Basic Life Benefit as follows and to delete the \*\*footnote on Appendix 2:

Plan Benefit Coverage	Benefit Schedule
Basic Life – Active Eligible Employees	Management - One and one-half Times Annual Pay  Occupational- One Times Annual Pay  Increased to the next higher \$1,000 increment; Subject to age reduction schedule as set forth in Section 2.7 (a)
Basic Life – Eligible Retired Employees	The Basic Life Coverage is a \$10,000 Benefit

◇ Effective January 1, 2007, Appendices 7 and 8 “Minimum and Maximum Benefits for Certain Eligible Retirees” were deleted in their entirety.

**RESOLVED**, that the Life Plan be and hereby is amended to further document the Prior Life Plan Amendments and to incorporate the amendments and modifications outlined above;

**RESOLVED**, that administrative practices previously adopted within the terms of the foregoing resolutions are hereby affirmed, approved and ratified in all respects as contemplated herein; and

**FURTHER RESOLVED**, that the Plan Design Committee be, and or its duly authorized delegate be, and each of them hereby is, authorized and instructed to execute any and all documents and to take any and all actions necessary or appropriate to effectuate the amendment of the Life Plan as contemplated herein.

Executed this 7 day of June, 2007.


PLAN DESIGN COMMITTEE  
QWEST COMMUNICATIONS INTERNATIONAL INC.

By:   
Teresa Taylor

Title: Executive Vice President

By:   
Erik P. Ammidown

Title: Director, Health, Life & Disability

By:   
Felicity O'Herron

Title: Vice President, Human Resources - Compensation