

**IN THE UNITED STATES DISTRICT COURT
DISTRICT OF COLORADO**

Criminal Case No. 05-cr-00545-EWN

UNITED STATES OF AMERICA,

Plaintiff,

v.

1. JOSEPH P. NACCHIO,

Defendant.

UNITED STATES' MOTION FOR ENTRY OF MONEY JUDGMENT

The United States moves pursuant to Fed. R. Crim. P. 32.2(b)(1) for a money judgment against Defendant Nacchio in the amount of \$52,007,545.47, which represents the proceeds of the sales charged in Counts 24 through 42, the offenses as to which Defendant was found guilty.

I. Forfeiture is mandatory as to Counts 24 through 42.

Forfeiture as to Counts 24 through 42 is mandatory. 28 U.S.C. § 2461(c) provides, in relevant part, that where “a person is charged in a criminal case with a violation of an Act of Congress for which the civil or criminal forfeiture of property is authorized” and then “the defendant is convicted of the offense giving rise to the forfeiture, the court shall order the forfeiture of the property as part of the sentence in the criminal case” 28 U.S.C. § 2461.

The offenses at issue in this case are ones for which the “criminal forfeiture of property is authorized.” *Id.* Section 981(a)(1), Title 18, United States Code, provides:

The following property is subject to forfeiture by the United States: –
* * *

(C) Any property, real or personal, which constitutes or is derived from proceeds traceable to ... any offense constituting ‘*specified unlawful activity*’ (as defined in section 1956(c)(7) of this title)...”

18 U.S.C. § 981(a)(1) (emphasis added).

The definition of “specified unlawful activity” states, in relevant part, that:

the term ‘specified unlawful activity’ means —

(A) any act or activity constituting an offense listed in section 1961(1) of this title except an act which is indictable under subchapter II of chapter 53 of title 31; ...

18 U.S.C. § 1956(c)(7). 18 U.S.C. § 1961(1), in turn, includes “(D) any offense involving ... fraud in the sale of securities.”

In short, the offense in this case is one for which the forfeiture of property is authorized, so forfeiture is mandatory. *See* 28 U.S.C. § 2461 (the “court *shall* order the forfeiture of the property as part of the sentence in the criminal case”) (emphasis added). The mandatory nature of forfeiture is further confirmed by the last sentence of section 2461(c), which provides that “[t]he procedures in section 413 of the Controlled Substances Act (21 U.S.C. § 853) apply to all stages of a criminal forfeiture proceeding,

except that subsection (d) of such section applies only in cases in which the defendant is convicted of a violation of such Act.” Section 853, in turn, provides in relevant part that

Any person convicted of a violation of this title or title III punishable by imprisonment for more than one year *shall* forfeit to the United States, irrespective of any provision of State law—

(1) any property constituting, or derived from, any proceeds the person obtained, directly or indirectly, as the result of such violation;

(2) any of the person’s property used, or intended to be used, in any manner or part, to commit, or to facilitate the commission of, such violation;

21 U.S.C. § 853(a) (emphasis added); *United States v. Monsanto*, 491 U.S. 600, 606 (1989) (observing that in 21 U.S.C. § 853, “Congress could not have chosen stronger words to express its intent that forfeiture be mandatory in cases where the statute applied”).

II. The United States seeks an *in personam* money judgment.

The United States seeks forfeiture in the form of an *in personam* money judgment against Defendant.

“A criminal forfeiture may take several forms [including] an *in personam* money judgment against the defendant for the amount of money the defendant obtained as proceeds of the offense.” *United States v. Hall*, 434 F.3d 42, 59 (1st Cir. 2006) (observing that “[t]his position accords with the several appellate decisions that have addressed the question,” and citing decisions from five other circuits); *United States v.*

Vampire Nation, 451 F.3d 189, 201-03 (3d Cir. 2006) (explaining that it is “clear that an *in personam* forfeiture judgment may be entered for the full amount of the criminal proceeds”).

III. The United States seeks forfeiture of the gross proceeds of the trades at issue in Counts 24 through 42.

Federal Rule of Criminal Procedure 32.2(b)(1) provides in relevant part that “[i]f the government seeks a personal money judgment, the court must determine the amount of money that the defendant will be ordered to pay.” The United States requests, for Counts 24 through 42, a money judgment equal to the amount of the gross proceeds of the trades relating to those counts.¹

The amount of the proceeds of those trades is subject to forfeiture. *See* 28 U.S.C. § 2461(c) (providing in relevant part that “[t]he procedures in section 413 of the Controlled Substances Act (21 U.S.C. § 853) apply to all stages of a criminal forfeiture proceeding, except that subsection (d) of such section applies only in cases in which the defendant is convicted of a violation of such Act”); 21 U.S.C. § 853(a)(1) (providing for forfeiture of “any property constituting, or derived from, any *proceeds* the person obtained, directly or indirectly, as the result of such violation”) (emphasis added); *cf.* 18

¹ Defendant has long been on notice that, upon conviction of one or more of the fraud in the sale of securities offenses alleged, the United States will seek forfeiture of the proceeds of the sales. *See* Docket No. 1 (Indictment) at 6 (notifying Defendant of the United States’ intention to seek forfeiture of “\$100,812,582 in United States currency, representing the amount of proceeds obtained as a result of the offenses”).

U.S.C. § 981(a)(1)(C) (providing for forfeiture of “[a]ny property, real or personal, which constitutes or is derived from *proceeds* traceable to ... any offense constituting ‘specified unlawful activity’”).

The amount subject to forfeiture is the *gross* amount of the proceeds, not some smaller amount. *See United States v. Keeling*, 235 F.3d 533, 537 (10th Cir. 2000). In *Keeling*, the Tenth Circuit explained that “for purposes of § 853, ‘proceeds’ contemplates gross proceeds and not merely profits.” *Id.* at 537 (rejecting as “utterly without merit” a defendant’s argument that he should not be forced to forfeit the gross proceeds because the majority of the proceeds had not gone to the defendant). The Tenth Circuit explained that requiring forfeiture of the gross amount was in accord not only with “the legislative history and policies undergirding 21 U.S.C. § 853,” but also with the “purpose of forfeiture,” which “‘is to remove property facilitating crime or property produced by crime — all of which is tainted by the illegal activity.’” *Id.* (quoting *United States v. McHan*, 101 F.3d 1027, 1042 (4th Cir. 1996)); *see also United States v. Wilson*, 244 F.3d 1208, 1213 (10th Cir. 2001) (rejecting a defendant’s argument that a forfeiture amount should include a deduction for expenses, and explaining that this “argument regarding the use of gross proceeds instead of net profits fails from the start” under *United States v. Keeling*).

This determination by the Tenth Circuit — that forfeiture of the gross proceeds accords with congressional intent — is well supported. *See* S. Rep. No. 98-225, 98th Cong., 2d Sess. (1984) at 199, *reprinted in* 1984 U.S.C.C.A.N. 3382 (noting that in the RICO statute, "the term 'proceeds' has been used in lieu of the term 'profits' in order to alleviate the unreasonable burden on the government of proving net profits"); *United States v. McHan*, 101 F.3d 1027, 1042 (4th Cir. 1996) (observing that the language used in 21 U.S.C. § 853 "closely tracks that of the RICO forfeiture provision"); *see also* Black's Law Dictionary 1204 (6th ed. 1990) (defining proceeds as "the sum, amount, or value of property sold or converted into money or into other property") (quoted in *McHan*, 101 F.3d at 1041).²

² *See also United States v. Boulware*, 384 F.3d 794, 813 (9th Cir. 2004) (defendant must forfeit gross proceeds of fraudulent loan without credit for the amount he repaid); *United States v. Puche*, 350 F.3d 1137, 1154 (11th Cir. 2003) (in money laundering case, affirming money judgment equal to the combined value of the commission paid to the money launderer and the untainted money used to facilitate the offense); *United States v. All Funds Distributed to Weiss*, 345 F.3d 49, 56 n.8 (2d Cir. 2003) (section 981(a)(1)(C) permits the forfeiture of all proceeds of specified unlawful activity); *United States v. Simmons*, 154 F.3d 765, 770-71 (8th Cir. 1998) (collecting cases and holding that "the better view is the one that defines proceeds as the gross receipts of the illegal activity," as forfeiture is not intended to punish just those criminals whose activity turns a profit); *United States v. Whatley*, 133 F.3d 601, 606 (8th Cir. 1998) (recognizing the propriety of using gross receipts rather than net profits, and noting that the court is "not inclined to allow the defendants a profit for defrauding people or a credit for money spent perpetrating a fraud"); *United States v. DeFries*, 129 F.3d 1293, 1313-14 (D.C. Cir. 1997) (in RICO case, holding that the defendant was not entitled to any deduction on taxes paid on a salary subject to forfeiture, and noting that "a deduction for taxes could create unwarranted complexities in the administration of the statute. The

IV. The gross proceeds of Counts 24 through 42 is \$52,007,545.47.

Rule 32.2(b)(1) provides the following procedure for determination of a money judgment following a guilty verdict:

As soon as practicable after a verdict or finding of guilty, or after a plea of guilty or nolo contendere is accepted, on any count in an indictment or information regarding which criminal forfeiture is sought, the court must determine what property is subject to forfeiture under the applicable statute.... If the government seeks a personal money judgment, the court must determine the amount of money that the defendant will be ordered to pay. The court's determination may be based on evidence already in the record, including any written plea agreement or, if the forfeiture is contested, on evidence or information presented by the parties at a hearing after the verdict or finding of guilt.

Fed. R. Crim. P. 32.2(b)(1) (emphasis added).

The Court thus must determine the amount of money that the defendant will be ordered to pay. This determination is made pursuant to a preponderance of the evidence standard. *See United States v. Keene*, 341 F.3d 78, 85-86 (1st Cir. 2001) (explaining that because forfeiture is not a separate charge but instead an aspect of punishment imposed

amount of taxes that a person pays depends upon his or her other income as well as on the nature of deductions taken by the taxpayer"); *United States v. McHan*, 101 F.3d 1027, 1041-42 (4th Cir. 1996) (gross proceeds forfeitable in drug case); *United States v. Hurley*, 63 F.3d 1, 21 (1st Cir. 1995) (observing that under the RICO statute, "proceeds" includes the gross amount, not just profits, and explaining that "[t]he point is borne out by imagining that [the defendant] had been caught with the \$136 million in cash or gold The cash or gold could surely be described as property representing 'proceeds'"); *United States v. Numisgroup International Corp.*, 169 F. Supp. 2d 133, 136 (E.D.N.Y. 2001) (money judgment may be based on the value of the gross proceeds derived from the offense and the value of the property used to facilitate or promote it).

following conviction, the applicable standard of proof is not proof beyond a reasonable doubt, and further noting that “other circuits have consistently refused to apply *Apprendi* requirements to criminal forfeitures”) (citing cases); *United States v. Cabeza*, 258 F.3d 1256, 1257-58 (11th Cir. 2001) (explaining that because forfeiture is an aspect of the sentence, the burden of proof is a preponderance of the evidence); *United States v. Patel*, 131 F.3d 1195, 1200 (7th Cir. 1997) (observing that the burden of proof is preponderance of the evidence because criminal forfeiture is part of the sentence); *United States v. Wittig*, 2006 WL 13158, at *1 (D. Kan. 2006) (applying the preponderance standard to forfeiture proceedings).

That standard is plainly met by virtue of Defendant’s conviction beyond a reasonable doubt as to the trades executed in connection with Counts 24 through 42. Evidence of the gross proceeds of those counts was presented during the trial, through evidence of the trade confirmation for each sale. Attached is the declaration of Dana Chamberlin, who sets forth the calculation of the gross proceeds of the sales at issue, as derived from the trade confirmations. *See* Ex. 1 (Declaration of Dana Chamberlin). Ms. Chamberlin provides a chart identifying, for each sale at issue in Counts 24 through 42, the following information: the count, the trade date, the shares sold, the gross proceeds of the trade, and the admitted exhibit where this underlying information can be found. As her declaration demonstrates, the sum of the gross proceeds for Counts 24 through 42 is \$52,007,545.47. Because this information is derived directly from the trade

confirmations, the United States expects that this calculation of the amount of the gross proceeds should be undisputed.

CONCLUSION

The United States respectfully requests an *in personam* money judgment against Defendant in the amount of \$52,007,545.47, representing the gross proceeds of the trades as to Counts 24 through 42. A proposed order is attached.

Respectfully submitted this 26th day of April, 2007.

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Attorneys for the United States

CERTIFICATE OF SERVICE

I hereby certify that on this 26th day of April, 2007, I electronically filed the foregoing pleading with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the following e-mail addresses:

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**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO**

Criminal Case No. 05-cr-00545-EWN

UNITED STATES OF AMERICA,

Plaintiff,

v.

1. JOSEPH P. NACCHIO,

Defendant.

DECLARATION OF DANA CHAMBERLIN

I, Dana Chamberlin, declare the following under penalty of perjury:

1. I am a Financial Analyst for the United States Attorney's Office for the District of Colorado. I have held this position since January 2004. I am a Certified Public Accountant and a Certified Fraud Examiner.

2. I testified at the trial in this case on Wednesday, April 4, 2007. I reviewed and summarized Qwest stock administration documents, brokerage documents, and SEC Form 4 reports relating to trades by Mr. Nacchio.

3. I have calculated the gross proceeds of the trades at issue in Counts 24 through 42. I have reviewed the trade confirmations from the broker for each trade and determined the gross proceeds of each sale. Attached as Attachment A to this declaration is a chart I have prepared summarizing these trade confirmations and calculating the gross proceeds of Counts 24 through 42. The chart shows, for each count, the following information: (1) the count, (2) the trade date, (3) the shares sold, (4) the sales price per share, (5) the gross sales proceeds, (6) the brokerage

account associated with the sale, and (6) the trial exhibit where the trade confirmation can be found.

4. The chart shows that the sum of the gross proceeds for the sales charged in Counts 24 through 42 is \$52,007,545.47.

5. The underlying trade confirmations (admitted trial exhibits 1285, 1296, 1306, 1316, 1324, 1332, 1340, 1348, 1357, 1365, 1373, 1382, 1390, 1398, 1405, 1412, 1420, 1427, 1434) are attached as Attachment B.

Pursuant to 28 U.S.C. § 1746(2), I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 26, 2007

Signed: Dana Chamberlin

Joseph Nacchio Qwest Stock Sales for Counts 24 - 42

| Count | Trade Date | Shares Sold | Sales Price per Share | Sale Proceeds (Gross) | Account | Ex. # |
|--------------|---------------|------------------|--------------------------|--------------------------|-----------|-------|
| 24 | 4/26/01 | 350,000 | \$ 38.85590 | \$ 13,599,565.00 | #2175 DLJ | 1285 |
| 25 | 4/27/01 | 300,000 | \$ 39.67160 | \$ 11,901,480.00 | #0291 BS | 1296 |
| 26 | 4/30/01 | 110,000 | \$ 41.11820 | \$ 4,523,002.00 | #0122 SSB | 1306 |
| 27 | 5/1/01 | 100,000 | \$ 40.83530 | \$ 4,083,530.00 | #0122 SSB | 1316 |
| 28 | 5/3/01 | 50,000 | \$ 39.08520 | \$ 1,954,260.00 | #0122 SSB | 1324 |
| 29 | 5/7/01 | 70,000 | \$ 38.30860 | \$ 2,681,602.00 | #0122 SSB | 1332 |
| 30 | 5/8/01 | 20,000 | \$ 38.70000 | \$ 774,000.00 | #0122 SSB | 1340 |
| 31 | 5/9/01 | 30,000 | \$ 38.00000 | \$ 1,140,000.00 | #0122 SSB | 1348 |
| 32 | 5/10/01 | 43,200 | \$ 38.00000 | \$ 1,641,600.00 | #0122 SSB | 1357 |
| 33 | 5/11/01 | 20,000 | \$ 37.22500 | \$ 744,500.00 | #0122 SSB | 1365 |
| 34 | 5/14/01 | 56,800 | \$ 37.63670 | \$ 2,137,764.56 | #0122 SSB | 1373 |
| 35 | 5/15/01 | 105,000 | \$ 37.76667 | \$ 3,965,499.99 | #1533 MS | 1382 |
| 36 | 5/18/01 | 20,000 | \$ 38.00000 | \$ 760,000.00 | #0001 SSB | 1390 |
| 37 | 5/21/01 | 10,000 | \$ 38.11400 | \$ 381,140.00 | #0001 SSB | 1398 |
| 38 | 5/22/01 | 10,000 | \$ 38.60270 | \$ 386,027.00 | #0001 SSB | 1405 |
| 39 | 5/23/01 | 10,000 | \$ 38.23200 | \$ 382,320.00 | #0001 SSB | 1412 |
| 40 | 5/24/01 | 4,100 | \$ 38.00120 | \$ 155,804.92 | #0001 SSB | 1420 |
| 41 | 5/25/01 | 15,900 | \$ 38.00000 | \$ 604,200.00 | #0001 SSB | 1427 |
| 42 | 5/29/01 | 5,000 | \$ 38.25000 | \$ 191,250.00 | #0001 SSB | 1434 |
| TOTAL | | <u>1,330,000</u> | | <u>\$ 52,007,545.47</u> | | |

CREDIT SUISSE | FIRST BOSTON

Donaldson, Lufkin & Jenrette Securities Corporation
 an affiliate of CREDIT SUISSE FIRST BOSTON CORPORATION
 800 CALIFORNIA STREET • 20TH FLOOR • SAN FRANCISCO, CALIFORNIA 94108-2704
 415-249-2000

CONFIRMATION

| | | |
|---|--|--|
| OFFICE COPY FOR: JOSEPH P NACCHIO 1 MANOR HILL DR MENDHAM NJ 07945-3405 | ACCOUNT NUMBER: 219-282175 ACCOUNT TYPE: 1 SOC. SEC/TAX ID: ██████████ | FOR THE ACCOUNT OF: JOSEPH P NACCHIO 1 MANOR HILL DR MENDHAM NJ 07945-3405 |
| | YOUR ACCOUNT EXECUTIVE: WHITE/TRABERT/ASIANO A.E. NUMBER: 801 | |

| | |
|---|---|
| YOU SOLD: QUEST COMMUNICATIONS INTL INC COM | TRADE DATE: 04-26-01 PROCESS DATE: 04-26-01 SETTLEMENT DATE: 05-01-01 CUSIP NUMBER: 749121-10-9 SYMBOL: Q |
|---|---|

WE CONFIRM THE BELOW TRADE(S), SUBJECT TO THE TERMS AND CONDITIONS ON THE REVERSE SIDE.

| TRADE NUMBER | QUANTITY | PRICE | PRINCIPAL | INTEREST OR STATE TAX | COMMISSION | SERVICE CHARGE | S.E.C. FEE | NET AMOUNT | HKT/CPTY |
|---------------|----------------|---------|----------------------|-----------------------|-----------------|----------------|---------------|----------------------|----------|
| 292360 | 350,000 144 | 38.8539 | 13,599,565.00 | | 7,000.00 | | 453.32 | 13,592,111.68 | 1/8 |
| TOTALS | 350,000 | | 13,599,565.00 | | 7,000.00 | | 453.32 | 13,592,111.68 | |

THIS CONFIRMATION IS AN ADVICE NOT AN INVOICE. REMITTANCE OR SECURITIES ARE DUE ON OR BEFORE SETTLEMENT DATE.

| | | |
|--|--|---|
| FOR THE ACCOUNT OF: JOSEPH P NACCHIO 1 MANOR HILL DR MENDHAM NJ 07945-3405 | ACCOUNT NUMBER: 219-282175 ACCOUNT TYPE: 1 SOC. SEC/TAX ID: ██████████ | YOU SOLD: Q QUEST COMMUNICATIONS INTL INC COM |
| | YOUR ACCOUNT EXECUTIVE: WHITE/TRABERT/ASIANO A.E. NUMBER: 801 | |

DLJ

| | | |
|---------------------------|---------------------------|---------------------------|
| TRADE DATE: 04-26-01 | QUANTITY: 350,000 | NET AMOUNT: 13,592,111.68 |
| PROCESS DATE: 04-26-01 | | |
| SETTLEMENT DATE: 05-01-01 | CUSIP NUMBER: 749121-10-9 | |

SEE REVERSE SIDE FOR TERMS AND CONDITIONS AND EXPLANATION OF CODED SYMBOLS RELATING TO THIS CONFIRMATION
 ON OTHER THAN ROUND LOTS (NORMALLY 100 SHARES) IF DIF APPEARS ABOVE, AN ODD-LOT DIFFERENTIAL HAS BEEN CHARGED IN CONNECTION WITH THIS TRANSACTION.
 THE AMOUNT OF SUCH DIFFERENTIAL WILL BE FURNISHED UPON REQUEST. DLJ-1-SF (REV. 3/01)

CONFIDENTIAL
 CSFB 0001460



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 EMC_0016586

OFFICE COPY

CLEARANCE AGENT:

BEAR STEARNS SECURITIES CORP.

ONE METROTECH CENTER NORTH

BROOKLYN, NEW YORK 11201-3859

(212) 272-1000

| | | | | |
|--------|-----------------|-----------------|------------------------------|---|
| PAGE | ACCOUNT NUMBER | A.E. No. | Social Security or ID Number | |
| 295471 | 925-00291-1-4 | B73 | [REDACTED] | |
| | Trade Date | Settlement Date | Cusip Number | |
| 027 | 04/27/01 | 05/02/01 | 749121109000 | |
| | Security/Symbol | Trade Number | M | C |
| | Q | 47353 | 1 | 8 |

JOSEPH P NACCHIO
1 MANOR HILL DRIVE
MENDHAM NJ 07945-3405

YOU SOLD 300,000

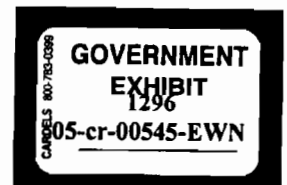
We are pleased to confirm the following transaction.

| | |
|-------------|---------------|
| QUANTITY | 300,000 |
| PRICE | 39.67160 |
| PRINCIPAL | 11,901,480.00 |
| COMMISSION | 12,000.00 |
| SERVICE CHG | 2.50 |
| S.E.C. FEE | 396.72 |
| NET AMOUNT | 11,889,080.78 |

QWEST COMMUNICATIONS
INTERNATIONAL INC
UNSOLICITED
RULE 144

Please address all communication to the firm and not to individuals and kindly mention your account number.

R
S-07



** OFFICE COPY ** ** OFFICE COPY ** ** OFFICE COPY **

EMC_0014857

SALOMON SMITH BARNEY
 A member of Citigroup

Confirmation

SD-007754-S

SALOMON SMITH BARNEY INC.
 633 WEST 5TH STREET
 34TH FLOOR
 LOS ANGELES CA 90071

53A-00122-1-5-516
 RICHARD K. OLSON
 213-891-3200

Account Number:
 Financial Consultant:

■ JOSEPH P NACCCHIO
 1 MANOR HILL DRIVE
 MENDHAM NJ 07945-3405

#6,001

You Sold 110,000 at a price of 41.1182
 QWEST COMMUNICATIONS INTL
 AVG PRICE SHOWN-DETAILS ON REQ
 NEGOTIATED AT .0800 CENTS

Gross Amount \$ 4,523,002.00
 Commission 6,600.00
 SEC Fee 150.77
 Transaction Fee 5.00
 Amount \$ 4,516,246.23
 Settlement Date 05/03/2001

Trade Date: 04/30/2001 CUSIP#: 749121-10-9 Unsolicited Order
 Market: New York Stock Exch. Security#: P824825 Cash Acct.
 Symbol: Q Ref #: 689962

PREFERENTIAL RATE
 HOLD PROCEEDS

We acted as your agent in this transaction.

As a reminder, payment for securities purchased or delivery of securities sold must be deposited with us by the Settlement Date.
 See reverse for further details. Keep this document for your records. Thank you for doing business with us.



+2127232180 T-013 P.004/011 F-395

AVG-23-2005 03:22PM FROM-SMITH BARNEY

EMC_0016589
 EMC_0016589

SALOMON SMITH BARNEY
A member of Citigroup

Confirmation

SD-011230-S

SALOMON SMITH BARNEY INC.
633 WEST 5TH STREET
34TH FLOOR
LOS ANGELES CA 90071

53A-00122-1-5-516
RICHARD K. OLSON
213-891-3200

Account Number:
Financial Consultant:

JOSEPH P. NACCHIO
1 MANOR HILL DRIVE
MENDHAM NJ 07945-3405

#1,194

You Sold 100,000 at a price of 40.8353
QWEST COMMUNICATIONS INTL
AVG PRICE SHOWN-DETAILS ON REQ
NEGOTIATED AT .0600 CENTS

Gross Amount \$ 4,083,530.00
Commission 6,000.00
SEC Fee 136.12
Transaction Fee 5.00
Amount \$ 4,077,388.88
Settlement Date 05/04/2001

Unsolicited Order
Cash Acct.
Ref #: 705874

CUSIP#: 749121-10-9
Security#: P824825
Symbol: Q

Trade Date: 05/01/2001
Market: New York Stock Exch.

PREFERENTIAL RATE
HOLD PROCEEDS

We acted as your agent in this transaction.

As a reminder, payment for securities purchased or delivery of securities sold must be deposited with us by the Settlement Date.
See reverse for further details. Keep this document for your records. Thank you for doing business with us.

05/01/2001 50-011230-S



F-395 P 005/011 T-013

+2127232180

From-SMITH BARNEY

Aug-23-2005 03:22pm

EMC_0016590

EMC_0016590

SD-007095-S

SALOMON SMITH BARNEY

A member of Citigroup

Confirmation

SALOMON SMITH BARNEY INC.
633 WEST 5TH STREET
34TH FLOOR
LOS ANGELES CA 90071

Account Number:
53A-00122-1-5-516
Financial Consultant:
RICHARD K. OLSON
213-891-3200

JOSEPH P NACCCHIO
1 MANOR HILL DRIVE
MENDHAM NJ 07845-3405

#5,929

You Sold 50,000 at a price of 39.0852

QWEST COMMUNICATIONS INTL
AVG PRICE SHOWN-DETAILS ON REQ
NEGOTIATED AT .0600 CENTS

| | |
|-----------------|------------------------|
| Gross Amount | \$ 1,954,260.00 |
| Commission | 3,000.00 |
| SEC Fee | 65.14 |
| Transaction Fee | 5.00 |
| Amount | \$ 1,951,189.86 |
| Settlement Date | 05/08/2001 |

Trade Date: 05/03/2001
Market: New York Stock Exch.

CUSIP#: 749121-10-9
Security#: P824825
Symbol: Q

Unsolicited Order
Cash Acct.
Ref #: 661098

PREFERENTIAL RATE
HOLD PROCEEDS

We acted as your agent in this transaction.

As a reminder, payment for securities purchased or delivery of securities sold must be deposited with us by the Settlement Date.
See reverse for further details. Keep this document for your records. Thank you for doing business with us.

05/03/2001 SD-007095-S

T-395

P 006/011

T-013

+2127232180

From-SMITH BARNEY

03:22pm

EMC_0016591

EMC_0016591



SALOMON SMITH BARNEY
 A member of Citigroup

Confirmation

SD-006614-S
 SALOMON SMITH BARNEY INC.
 633 WEST 5TH STREET
 34TH FLOOR
 LOS ANGELES CA 90071

53A-00122-1-5-516
 RICHARD K. OLSON
 213-891-3200

Account Number:
 Financial Consultant:

#5,866

JOSEPH P. MACCHIO
 1 MANOR HILL DRIVE
 MENDHAM NJ 07945-3405

You Sold 70,000 at a price of 38.3086
 QWEST COMMUNICATIONS INTL
 RULE 144
 AVG PRICE SHOWN-DETAILS ON REQ
 NEGOTIATED AT .0800 CENTS

Gross Amount \$ 2,681,602.00
 Commission 4,200.00
 SEC Fee 89.39
 Transaction Fee 5.00
 Amount \$ 2,677,307.61
 Settlement Date 05/10/2001

Unsolicited Order
 Cash Accl.
 Ref #: 555938

CUSIP#: 749121-10-9
 Security#: P824825
 Symbol: Q

Trade Date: 05/07/2001
 Market: New York Stock Exch.

PREFERENTIAL RATE
 HOLD PROCEEDS

We acted as your agent in this transaction.

As a reminder, payment for securities purchased or delivery of securities sold must be deposited with us by the Settlement Date.
 See reverse for further details. Keep this document for your records. Thank you for doing business with us.

05/07/2001 50-06614-S



SALOMON SMITH BARNEY
A member of citigroup

Confirmation

SD-007394-S

SALOMON SMITH BARNEY INC.
633 WEST 5TH STREET
34TH FLOOR
LOS ANGELES CA 90071

53A-00122-1-5-516
RICHARD K. OLSON
213-891-3200

Account Number:
Financial Consultant:

#6,340

JOSEPH P NACCCHIO
1 MANOR HILL DRIVE
MENDHAM NJ 07945-3405

You Sold 20,000 at a price of 38.70

QWEST COMMUNICATIONS INTL
RULE 144
AVG PRICE SHOWN-DETAILS ON REQ
NEGOTIATED AT .0800 CENTS

Gross Amount \$ 774,000.00
Commission 1,200.00
SEC Fee 25.80
Transaction Fee 5.00
Amount \$ 772,769.20
Settlement Date 05/11/2001

Trade Date: 05/08/2001
Market: New York Stock Exch.

CUSIP#: 749121-10-9
Security#: P824825
Symbol: Q

Unsolicited Order
Cash Acct.
Ref #: 619712

PREFERENTIAL RATE
HOLD PROCEEDS

We acted as your agent in this transaction.

As a reminder, payment for securities purchased or delivery of securities sold must be deposited with us by the Settlement Date.
See reverse for further details. Keep this document for your records. Thank you for doing business with us.

66042001 SD-007394-S

+2127232180 T-013 P 008/011 F-395

FROM-SMITH BARNEY

Aug-23-2005 03:22PM

EMC_0016593

EMC_0016593



SALOMON SMITH BARNEY
A member of Citigroup

Confirmation

SD-006152-S
SALOMON SMITH BARNEY INC.
633 WEST 5TH STREET
34TH FLOOR
LOS ANGELES CA 90071

Account Number: 53A-00122-2-3-518
Financial Consultant: RICHARD K. OLSON
213-891-3200

JOSEPH P NACCHIO
1 MANOR HILL DRIVE
MENDHAM NJ 07945-3405

#5,119

You Sold 30,000 at a price of 38
QWEST COMMUNICATIONS INTL
RULE 144
AVG PRICE SHOWN-DETAILS ON REQ
NEGOTIATED AT .0600 CENTS

Gross Amount \$ 1,140,000.00
Commission 1,800.00
SEC Fee 38.00
Transaction Fee 5.00
Amount \$ 1,138,157.00
Settlement Date 05/14/2001

Trade Date: 05/08/2001 CUSIP#: 749121-10-9 Unsolicited Order
Market: New York Stock Exch. Security#: P824825 Margin Acct.
Sympol: Q Ref#: 611218

We acted as your agent in this transaction.

As a reminder, payment for securities purchased or delivery of securities sold must be deposited with us by the Settlement Date.
See reverse for further details. Keep this document for your records. Thank you for doing business with us.

05/08/2001 50-40152-S



T-013 P.009/011 T-395

+2127232180

Aug-23-2005 03:22pm FROM-SMITH BARNEY

EMC_0016594
EMC 0016594

SALOMON SMITH BARNEY
 Member of Citigroup

Confirmation

SD-006825-S
 SALOMON SMITH BARNEY INC.
 833 WEST 5TH STREET
 34TH FLOOR
 LOS ANGELES CA 90071

Account Number: 53A-00122-1-S-516
 Financial Consultant: RICHARD K. OLSON
 213-891-3200

JOSEPH P NACCHIO
 1 MANOR HILL DRIVE
 MENDHAM NJ 07945-3405

5,987

You Sold 43,200 at a price of 38
 QWEST COMMUNICATIONS INTL
 RULE 144
 AVG PRICE SHOWN-DETAILS ON REQ
 NEGOTIATED AT .0600 CENTS

Gross Amount \$ 1,641,600.00
 Commission 2,592.00
 SEC Fee 54.72
 Transaction Fee 5.00
 Amount \$ 1,638,948.28
 Settlement Date 05/15/2001

Trade Date: 05/10/2001 CUSIP#: 749121-10-9 Unsolicited Order
 Market: New York Stock Exch. Security#: P824825 Cash Acct.
 Symbol: Q Ref #: 710638

PREFERENTIAL RATE
 HOLD PROCEEDS

We acted as your agent in this transaction.

As a reminder, payment for securities purchased or delivery of securities sold must be deposited with us by the Settlement Date.
 See reverse for further details. Keep this document for your records. Thank you for doing business with us.

05/10/2001 SO-406925-S



42127232180 T-013 P.010/011 F-395

Aug-23-2005 03:22pm From-SMITH BARNEY

EMC_0016595
 EMC_0016595

SD-006794-S

Confirmation

SALOMON SMITH BARNEY INC.
633 WEST 5TH STREET
34TH FLOOR
LOS ANGELES CA 90071

Account Number:
53A-00122-1-5-516
Financial Consultant:
RICHARD K. OLSON
213-891-3200

JOSEPH P. NACCHIO
1 MANOR HILL DRIVE
MENDHAM NJ 07945-3405

#4,926

You Sold 20,000 at a price of 37.225

OWEST COMMUNICATIONS INTL
RULE 144
AVG PRICE SHOWN-DETAILS ON REQ
NEGOTIATED AT .0600 CENTS
TRADE AS OF 05/11/01

| | |
|-----------------|----------------------|
| Gross Amount | \$ 744,500.00 |
| Commission | 1,200.00 |
| SEC Fee | 24.82 |
| Transaction Fee | 5.00 |
| Amount | \$ 743,270.18 |
| Settlement Date | 05/16/2001 |

Trade Date: 05/11/2001
Market: New York Stock Exch.

CUSIP#: 749121-10-9
Security#: P824825
Symbol: Q

Unsolicited Order
Cash Acct.
Ref #: 546617

PREFERENTIAL RATE
HOLD PROCEEDS

We acted as your agent in this transaction.

As a reminder, payment for securities purchased or delivery of securities sold must be deposited with us by the Settlement Date.
See reverse for further details. Keep this document for your records. Thank you for doing business with us.

05/14/2001 SD-006794-S

T-013 P 003/011 F-395

+2127232180

From-SMITH BARNEY

Aug-23-2005 03:21pm

EMC_0016596
EMC_0016596



SD-006795-S

Confirmation

SALOMON SMITH BARNEY INC.
633 WEST 5TH STREET
34TH FLOOR
LOS ANGELES CA 90071

Account Number: 53A-00122-1-5-516
Financial Consultant: RICHARD K. OLSON
213-891-3200

JOSEPH P NACCCHIO
1 MANOR HILL DRIVE
MENDHAM NJ 07945-3405

#4,926

You Sold 56,800 at a price of 37.6367

QWEST COMMUNICATIONS INTL
RULE 144
AVG PRICE SHOWN-DETAILS ON REQ
NEGOTIATED AT .0600 CENTS

| | |
|-----------------|------------------------|
| Gross Amount | \$ 2,137,764.56 |
| Commission | 3,408.00 |
| SEC Fee | 71.26 |
| Transaction Fee | 5.00 |
| Amount | \$ 2,134,280.30 |
| Settlement Date | 05/17/2001 |

Trade Date: 05/14/2001
Market: New York Stock Exch.

CUSIP#: 749121-10-9
Security#: P824825
Symbol: Q

Unsolicited Order
Cash Acct.
Ref #: 524767

PREFERENTIAL RATE
HOLD PROCEEDS

We acted as your agent in this transaction.

As a reminder, payment for securities purchased or delivery of securities sold must be deposited with us by the Settlement Date.
See reverse for further details. Keep this document for your records. Thank you for doing business with us.

05/14/2001 5D-006795-S

+2127232180 T-013 P 002 F-395

Aug-23-2005 03:21pm From-SMITH BARNEY

EMC_0016597

EMC_0016597



MORGAN STANLEY & CO. INCORPORATED
 555 CALIFORNIA STREET
 SUITE 2200
 SAN FRANCISCO, CA 94104
 (415) 576-2000

JOSEPH P MACCHIO
 1 HANNA HILL DRIVE
 MERRIDEN NY 07945-3495

BILLING DATE : 05/15/2001
 ACCOUNT NO. : 13-01513
 GROUP DESI : DEMO
 INVESTMENT REPRESENTATIVE: SCELLETTE/HARRIS/CHONG

DAILY CONFIRMATION SUMMARY

| | | | |
|------------------------|----------------------|-------------|--------------------------|
| YOU SOLD | QTY 105,000 | PRICE | 37.7666666 |
| TRADE DATE 05/15/2001 | SECURITY DESCRIPTION | PRINCIPAL | 3,965,499.99 |
| SETTLE DATE 05/18/2001 | CORP COMMEN INTL COM | COMMISSION | 6,300.00 |
| CUSIP 749121109 | | FEE | 132.19 |
| SYMBOL Q | | | |
| ACT TYPE CASH | EXCHANGE 1 | BLOTTER 0 A | EST DOL YOU 3,989,067.80 |
| OUR REF. NO 81CMBG - 1 | | | |
| NR 525 | | | |
| AVERAGE PRICE. | | | |



SD-007208-S

Confirmation

SALOMON SMITH BARNEY
A member of Citigroup

Account Number 735-00001-1-3-473

SALOMON SMITH BARNEY INC.
380 GREENWICH STREET
3RD FLOOR
NEW YORK NY 10013

JOSEPH P. NACCHIO
1 MAJOR HILL DRIVE
MENDHAM NJ 07945-3405

#8,374

You Sold 20,000 at a price of 38

QUEST COMMUNICATIONS INTL
CASHLESS EXERCISE
AVG PRICE SHOWN-DETAILS ON REQ
NEGOTIATED AT 1040 CENTS

Gross Amount \$ 760,000.00
Commission 600.00
SEC Fee 25.33
Amount \$ 759,174.67
Settlement Date 05/23/2001

Trade Date: 05/18/2001
Market: New York Stock Exch.

CUSIP#: 749121-10-9
Security#: PB24BZ5
Symbol: Q

Unallocated Order
Cash Acct.
Ref #: 118879

PREFERENTIAL RATE
HOLD PROCEEDS

We acted as your agent in this transaction.

As a reminder, payment for securities purchased or delivery of securities sold must be deposited with us by the Settlement Date.
See reverse for further details. Keep this document for your records. Thank you for doing business with us.

05/18/2001 15:00:25:5



SALOMON SMITH BARNEY
A member of Citigroup

Confirmation

SD 009552-S

SALOMON SMITH BARNEY INC.
350 GREENWICH STREET
3RD FLOOR
NEW YORK NY 10013

Account Number: 733-000C1-1-3-473

JOSEPH P. MACCHIO
1 MANOR HILL DRIVE
MENDHAM NJ 07945-3405

#7,488

You Sold 10,000 at a price of 38.114

QWEST COMMUNICATIONS INTL
SOLD UNDER RULE 144
AVG PRICE SHOWN-DETAILS ON REQ
NEGOTIATED AT .0400 CENTS
TRADE AS OF 05/21/01

Gross Amount \$ 381,140.00
Commission 400.00
SEC Fee 12.70
Amount \$ 380,727.30
Settlement Date 05/24/2001

Trade Date: 05/21/2001 CUSIP#: 749121-10-9 Unsolicited Order
Market: New York Stock Exch. Security#: P824825 Cash Acct.
Symbol: Q Rel #: 5704

PREFERENTIAL RATE
HOLD PROCEEDS

We acted as your agent in this transaction.

As a reminder, payment for securities purchased or delivery of securities sold must be deposited with us by the Settlement Date.
See reverse for further details. Keep this document for your records. Thank you for doing business with us.

05222001 80400552-S



SALOMON SMITH BARNEY
A member of Citigroup

Confirmation

SD-008563-5

SALOMON SMITH BARNEY INC.
390 GREENWICH STREET
3RD FLOOR
NEW YORK NY 10013

Account Number: 739-00001-3-473

JOSEPH P. MACCHIO
1 MAJOR HILL DRIVE
MENDHAM NJ 07945-3405

#7,489

You Sold 10,000 at a price of 36.0027
WEST COMMUNICATIONS INTL
SOLD UNDER RULE 144
AVG PRICE SHOWN-DETAILS ON REQ
NEGOTIATED AT .0400 CENTS

Gross Amount \$ 386,027.00
Commission 400.00
SEC Fee 12.87
Amount \$ 385,614.13
Settlement Date 05/25/2001

Trade Date: 05/22/2001 CUSIP#: 746121-10-9 Insolicited Order
Market: New York Stock Exch. Security#: P824825 Cash Acct.
Symbol: Q Ref #: 152974

PREFERENTIAL RATE
HOLD PROCEEDS

We acted as your agent in this transaction.

As a reminder, payment for securities purchased or delivery of securities sold must be deposited with us by the Settlement Date.
See reverse for further details. Keep this document for your records. Thank you for doing business with us.

05/22/2001 00:00:00



SALOMON SMITH BARNNEY
A member of Citigroup

Confirmation

SD-008717-S

SALOMON SMITH BARNNEY INC.
390 GREENWICH STREET
3RD FLOOR
NEW YORK NY 10013

Account Number: 733-00001--3-473

JOSEPH P. NACCIO
1 MANOR HILL DRIVE
MENDHAM N.J. 07946-3405

#5,788

You Sold 10,000 at a price of 38.232

GWST COMMUNICATIONS INTL
SOLD UNDER RULE 144
AVG PRICE SHOWN DETAILS ON REQ
NEGOTIATED AT .0400 CENTS

Gross Amount \$ 382,320.00
Commission 400.00
SEC Fee 12.74
Amount \$ 381,907.26
Settlement Date 05/23/2001

Trade Date: 05/23/2001
Market: New York Stock Exch.

CUSIP#: 748121-10-9
Security#: 5824825
Symbol: Q

Unsold Order
Cash Acct.
Ref #: 200679

PREFERENTIAL RATE
HOLD PROCEEDS

We acted as your agent in this transaction.

As a reminder, payment for securities purchased or delivery of securities sold must be deposited with us by the Settlement Date.
See reverse for further details. Keep this document for your records. Thank you for doing business with us.

05/23/2001 80-000717-S

SALOMON SMITH BARNEY

A member of Citigroup

SD-006224-S

Confirmation

SALOMON SMITH BARNEY INC.
390 GREENWICH STREET
3RD FLOOR
NEW YORK NY 10013

Account Number: 733-00001-1-3-473

JOSEPH P. MACCHI
1 MANOR HILL DRIVE
MENDHAM NJ 07955-3465

#4,861

You Sold 4,100 at a price of 38.0012

QWEST COMMUNICATIONS INTL
SOLD UNDER RULE 144
AVG PRICE SHOWN-DETAILS ON REQ
NEGOTIATED AT .0400 CENTS

Gross Amount \$ 155,804.92
Commissions 164.00
SEC Fee 5.19
Amount \$ 155,835.73
Settlement Date 08/30/2001

Trade Date: 05/24/2001
Market: New York Stock Exch.

CUS P#: 749121-10-9
Security#: P624825
Symbol: Q

Unsolicited Order
Cash Acct.
Ref # 194880

PREFERENTIAL RATE
HOLD PROCEEDS

We acted as your agent in this transaction.

As a reminder, payment for securities purchased or delivery of securities sold must be deposited with us by the Settlement Date.
See reverse for further details. Keep this document for your records. Thank you for doing business with us.

0524/2001 SP-06224-S



SALOMON SMITH BARNEY
A member of Citigroup

Confirmation

SC-006094-S
SALOMON SMITH BARNEY INC.
330 GREENWICH STREET
3RD FLOOR
NEW YORK NY 10073

Account Number: 733-00001-1-3-473

JOSEPH P. MACCHIO
1 MANOR HILL DRIVE
MENDHAM NJ 07834-3405

#5,538

You Sold 15,903 at a price of 36
OWEST COMMUNICATIONS INTL
SOLD UNDER RULE 144
AVG PRICE SHOWN-DETAILS ON REQ
NEGOTIATED AT .0400 CENTS

Gross Amount \$ 604,200.00
Commission 636.00
SEC Fee 20.14
Amount \$ 603,543.86
Settlement Date 05/25/2001

Trace Date: 05/25/2001 CUSIP#: 748121-10-9 Unsolicited Order
Market: New York Stock Exch. Security#: P624825 Cash Acct.
Symbol: Q Ref #: 160791

PREFERENTIAL RATE
HOLD PROCEEDS

We acted as your agent in this transaction.

As a reminder, payment for securities purchased or delivery of securities sold must be deposited with us by the Settlement Date.
See reverse for further details. Keep this document for your records. Thank you for doing business with us.



SALOMON SMITH BARNEY
a member of citigroup

Confirmation

SD-005735-S

SALOMON SMITH BARNEY INC.
 390 GREENWICH STREET
 3RD FLOOR
 NEW YORK NY 10013

Account Number: 733-00001-1-3-473

JCSEPH P. NACCHIO
 1 MANOR HILL DRIVE
 MENDHAM NJ 07945-3405

#5,059

You Sold 5,000 at a price of 38 1/4
 OWEST COMMUNICATIONS INTL
 SOLD UNDER RULE 144
 AVG PRICE SHOWN-DETAILS ON REQ
 NEGOTIATED AT .0400 CENTS

| | |
|-----------------|----------------------|
| Gross Amount | \$ 181,250.00 |
| Commission | 230.00 |
| SEC Fee | 6.37 |
| Amount | \$ 181,043.63 |
| Settlement Date | 06/12/2001 |

Trade Date: 05/28/2001
 Market: New York Stock Exch.
 CUSIP#: 749121-10-9
 Security#: P624826
 Symbol: Q

Unsold Order
 Cash Acct.
 Ref #: 183012

PREFERENTIAL RATE
 HOLD PROCEEDS

We acted as your agent in this transaction.

As a reminder, payment for securities purchased or delivery of securities sold must be deposited with us by the Settlement Date.
 See reverse for further details. Keep this document for your records. Thank you for doing business with us.

05397201 80-80875-8

