

CHARTER OF THE COMPENSATION AND HUMAN RESOURCES COMMITTEE  
of the  
BOARD OF DIRECTORS  
of  
QWEST COMMUNICATIONS INTERNATIONAL INC.

1. **Purpose.** The purpose of the Compensation and Human Resources Committee (the “Committee”) is: (a) to discharge the responsibilities of the Board of Directors (the “Board”) of Qwest Communications International Inc. (the “Company”) relating to compensation of the Company’s executives; (b) to review, discuss and recommend the inclusion of certain executive compensation disclosures in the Company’s annual report or proxy statement and to produce a compensation committee report for inclusion in the annual report or proxy statement, in accordance with applicable rules and regulations; and (c) to take such other actions within the scope of this Charter as the Committee deems necessary or appropriate.

The Company’s compensation policies should be designed to allow the Company to recruit and retain superior talent and create a significant direct relationship between pay levels and performance. Compensation payable to the Company’s executives should provide overall competitive pay levels, create proper incentives to enhance the value of the Company, and reward superior performance.

2. **Membership.** The Committee will be comprised of three or more directors. All members of the Committee will be directors who meet the independence requirements set forth in the Company’s Guidelines on Significant Governance Issues and any additional requirements for independence set forth in applicable law. The members of the Committee will be appointed by and serve at the discretion of the Board. The Chairperson of the Committee will be appointed by the Board.
3. **Specific Responsibilities and Duties.** The Board delegates to the Committee the express authority to do the following:
  - (a) **Chief Executive Officer (“CEO”) Compensation and Goals.** Review and approve goals and objectives relevant to the CEO’s compensation, review an annual self-assessment from the CEO of his performance, evaluate the CEO’s performance in light of the approved goals and objectives and in accordance with current Section 4.1 (or successor provision) of the Company’s Guidelines on Significant Governance Issues, and set the CEO’s compensation level based on this evaluation. During its consideration of the compensation of the CEO, the Committee shall meet in executive session, outside the presence of the CEO.

- (b) Act on behalf of the Board. To the fullest extent permitted by applicable law and the Company's Certificate of Incorporation and Bylaws, the Committee shall:
- (i) ***Executive Officers.*** Consider and approve the selection, retention and remuneration arrangements for executive officers and establish, review and approve compensation plans in which any executive officer is eligible to participate. For purposes of this Charter, an "executive officer" is any person (A) who has a title at the Company or any of its subsidiaries that is at or above the Executive Vice President level, or (B) who is a senior management employee who reports directly to the CEO.
  - (ii) ***Incentive Compensation Plans.*** Review and approve incentive compensation plans applicable to senior management employees, set corporate performance goals under these plans, and determine whether these goals have been achieved.
  - (iii) ***Succession Plan.*** At least annually, consider a CEO succession plan and receive periodic reports from appropriate executive officers on the development of other senior management employees.
  - (iv) ***Equity-Based Compensation Plans.*** Make recommendations to the Board with respect to the Company's equity-based compensation plans.
  - (v) ***Overall Review of Other Compensation Plans.*** Except as otherwise determined by the Board, review and approve any other compensation plans of the Company.
  - (vi) ***Employee Benefit Plans.*** In consultation with management and the Qwest Plan Design Committee, make recommendations to the Board regarding, or authorize or approve, the adoption, amendment or termination of the Company's employee benefit plans and programs.
- (c) Review Compensation Discussion & Analysis ("CD&A") and Produce Annual Compensation Committee Report. Review and discuss with management the CD&A required in the Company's annual report or proxy statement for the annual meeting of stockholders under the rules and regulations of the Securities and Exchange Commission. Based on this review and discussion, recommend to the Board whether CD&A should be included in the annual report or proxy statement. Produce the required compensation committee report for inclusion in the annual report or proxy statement.

- (d) **Review and Publication of Charter.** Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. Publish the Charter as required by the rules and regulations of applicable law.
  - (e) **Annual Review.** Annually review the Committee's own performance.
  - (f) **Other Actions.** Take such other actions as may be requested or required by the Board from time to time.
  - (g) **Recommendations.** Make recommendations and report to the Board and other Board committees with respect to any of the foregoing matters.
4. **Possible Recusal.** If any member of the Committee (a) is required to recuse himself or herself with respect to any matter that might otherwise be properly acted upon by the Committee, whether by reason of applicable law or the Company's Certificate of Incorporation, Bylaws and policies or otherwise, (b) after consultation with the General Counsel of the Company, determines that it is in the best interests of the Company for the director to recuse himself or herself from any such matter whether to maintain the Company's ability to deduct compensation in excess of \$1,000,000 to the named executive officers under Section 162(m) of the Internal Revenue Code, to avoid short swing profit payments under Rule 16b-3 under the Securities Exchange Act of 1934, as amended, or otherwise, or (c) deems it appropriate in his or her judgment to recuse himself or herself with respect to any such matter; then such matter shall be referred to the remaining members of the Committee for disposition.
  5. **Compensation Consultant.** The Board delegates to the Committee the express authority to decide whether to retain a compensation consultant to assist in the evaluation of CEO or executive compensation. If the Committee decides in its sole discretion to retain such a firm, the Board delegates to the Committee the sole authority to retain and terminate any such firm and to approve the firm's fees and other retention terms.
  6. **Meetings.** The Committee will meet with such frequency, and at such times as its Chairperson, or a majority of the Committee, determines. A special meeting of the Committee may be called by the Chairperson or upon the request of any two Committee members. The agenda of each meeting will be prepared by the Chairperson and circulated to each member prior to the meeting date. Unless the Committee or the Board adopts other procedures, the provisions of the Company's Bylaws applicable to meetings of Board committees will govern meetings of the Committee.
  7. **Minutes.** Minutes of each meeting will be kept, which will reflect any actions taken or any directions given to management.

8. Subcommittees. The Committee has the power to appoint and delegate matters to subcommittees.
9. Reliance; Experts; Cooperation.
  - (a) Retention of Independent Counsel and Advisors. The Committee has the power, in its sole discretion, to retain at the Company's expense such independent counsel, advisors and experts as it deems necessary or appropriate to carry out its duties.
  - (b) Reliance Permitted. The Committee will act in reliance on management, the Company's independent public accountants, internal auditors, and advisors and experts, as it deems necessary or appropriate to enable it to carry out its duties.
  - (c) Investigations. The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.
  - (d) Required Participation of Employees. The Committee shall have unrestricted access to the Company's employees, independent public accountants, internal auditors, internal and outside counsel, and may require any employee of the Company or representative of the Company's outside counsel or independent public accountants to attend a meeting of the Committee or to meet with any members of the Committee or representative of the Committee's counsel, advisors or experts.

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