



Qwest Communications International Inc. ("Qwest") and U S WEST, Inc. have combined to create a leading global technology company with financial strength, customer focus and technological leadership.

Our records indicate that you hold the U S WEST, Inc. stock certificates listed below. As a result of the merger you will receive 1.72932 shares of Qwest stock for every share of U S WEST, Inc. stock you own. Because no fractional shares will be issued, U S WEST, Inc. shareowners will receive a check in lieu of any fractional shares resulting from the exchange.

**IT IS IMPORTANT THAT YOU EXCHANGE YOUR CERTIFICATE SHARES IMMEDIATELY BECAUSE YOU WILL NOT RECEIVE DIVIDENDS OR BE ABLE TO VOTE THESE SHARES AT SHAREOWNER MEETINGS UNTIL THE SHARES ARE EXCHANGED. PLEASE READ THE TRANSMITTAL FORM BELOW AND ACCOMPANYING EXCHANGE INSTRUCTION BOOKLET CAREFULLY, AS IT CONTAINS INSTRUCTIONS FOR EXCHANGING YOUR SHARES.**

**Your Qwest shares will be issued in Direct Registration, a certificate-less form of ownership whereby your shares are tracked electronically and protected from loss, theft or destruction. A brochure describing the benefits of Direct Registration is enclosed. You will receive a Direct Registration Transaction Advice reflecting the results of your exchange.**

You should receive your Direct Registration Transaction Advice approximately 10 business days after receipt of your U S WEST, Inc. stock certificates by the exchange agent, The Bank of New York. If you have questions regarding the exchange of your shares for Qwest shares, please call The Bank of New York, toll-free at 1-877-268-2263.

If you also held shares in the U S WEST, Inc. Shareowner Investment Plan or held any Directly Registered shares on the effective date of the merger, they have been automatically exchanged for Qwest common stock. Because Qwest does not offer a dividend reinvestment plan, full shares have been issued in Direct Registration form. A check in lieu of fractional shares and a Direct Registration Transaction Advice reflecting this exchange will be sent to you under separate cover.

Detach here



Caution Please do not fold, staple, or tear this card.

**TRANSMITTAL FORM – U S WEST, INC.**

This Transmittal Form must accompany certificates for shares of U S WEST, Inc. common stock when you exchange for shares of Qwest Communications International Inc. common stock in connection with the merger involving Qwest Communications International Inc. and U S WEST, Inc.

I/we, the undersigned, surrender to you for exchange the certificate(s) identified in the upper right corner of this card. Accounts having in excess of seven certificates will show only the number of certificates and total certificated shares. I/we verify that I/we have complied with all requirements as stated in the instructions mailed with this card.

**Total Shares**

Mark an "X" in the box below and complete the W-9 on reverse side only if the taxpayer identification number below is missing, or is incorrect or is preceded by an "N" or if the shares are to be issued in a name other than what is shown on this form. Transferees should complete the W-9 on reverse.

\_\_\_\_\_ Taxpayer Identification Number

Return this card along with your stock certificate(s) in the enclosed envelope to:  
The Bank of New York, Reorganization Services  
PO Box 10, Newark, NJ 07101-0010

SIGNATURE: Card must be signed by registered holder(s) exactly as name(s) appear on certificate(s) or by person(s) authorized to sign on behalf of registered holder(s) by documents transmitted herewith.

X \_\_\_\_\_ Signature of Shareowner Date

X \_\_\_\_\_ Signature of Co-Shareowner (if any) Date

\_\_\_\_\_ Daytime Telephone Number

Please indicate (x) in black or blue ink.

LOST, STOLEN OR DESTROYED CERTIFICATE(S)  
IF CERTIFICATE REPRESENTING SHARES OF U S WEST, INC. COMMON STOCK HAS BEEN LOST, STOLEN OR DESTROYED, PLEASE CHECK THE BOX AND COMPLETE AND RETURN THE AFFIDAVIT OF LOST OR DESTROYED CERTIFICATES ON THE REVERSE SIDE OF THIS FORM.

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**AFFIDAVIT OF LOST, STOLEN OR DESTROYED CERTIFICATE(S)**

THIS FORM IS TO BE COMPLETED **ONLY** IF YOU CANNOT LOCATE YOUR  
U S WEST, INC. CERTIFICATE(S) (SEE INSTRUCTIONS 9 AND 10)

NAME OF STOCKHOLDER \_\_\_\_\_

ADDRESS \_\_\_\_\_

CITY/STATE/ZIP \_\_\_\_\_

CERTIFICATE NUMBER(S) \_\_\_\_\_ for \_\_\_\_\_ share(s) and  
\_\_\_\_\_ for \_\_\_\_\_ share(s) of U S WEST, Inc. stock.  
(If any number is unknown, leave space blank.)

The undersigned person(s) says that:  
I am the lawful owner of the above described certificate(s). The certificate(s) has not been endorsed, transferred, assigned or otherwise disposed of. I have made a diligent search for the certificate(s) and have been unable to find them, and make this affidavit for the purpose of inducing the exchange of the certificate(s) without surrender of the certificate(s). I agree to indemnify Seaboard Surety Company from all liabilities, losses, damages, and expenses which it may sustain or incur by reason or account of assuming liability under its Indemnity Bond No. 396475. I hereby agree to surrender the certificate(s) for cancellation should I, at any time, find the certificate(s).

Signature of Shareholder (Affiant) \_\_\_\_\_  
(Dependent) (Indemnitor) (Heirs Individually)

Signature of Co-Shareholder (Co-Affiant) \_\_\_\_\_  
(Dependent) (Indemnitor) (Heirs Individually)

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2000.

Notary Public (Affix Notarial Seal) \_\_\_\_\_  
(Notary required for all replacements of more than 100 shares)

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

**Substitute Form W-9**

(See Instruction 11)

Part 1—PLEASE PROVIDE YOUR TAXPAYER IDENTIFICATION NUMBER (TIN) IN THE BOX AT THE RIGHT AND CERTIFY BY SIGNING AND DATING BELOW

Social Security No. OR  
Employer ID No.

CERTIFICATION—UNDER THE PENALTIES OF PERJURY, I CERTIFY THAT: (1) THE NUMBER SHOWN ON THIS FORM IS MY CORRECT TAXPAYER IDENTIFICATION NUMBER (OR I AM WAITING FOR A NUMBER TO BE ISSUED TO ME), AND (2) I AM NOT SUBJECT TO BACKUP WITHHOLDING BECAUSE (A) I AM EXEMPT FROM BACKUP WITHHOLDING, OR (B) I HAVE NOT BEEN NOTIFIED BY THE INTERNAL REVENUE SERVICE (IRS) THAT I AM SUBJECT TO BACKUP WITHHOLDING AS A RESULT OF A FAILURE TO REPORT ALL INTEREST OR DIVIDENDS, OR (C) THE IRS HAS NOTIFIED ME THAT I AM NO LONGER SUBJECT TO BACKUP WITHHOLDING (YOU MUST CROSS OUT ITEM (2) ABOVE IF YOU HAVE BEEN NOTIFIED BY THE IRS THAT YOU ARE SUBJECT TO BACKUP WITHHOLDING BECAUSE OF UNDER REPORTING INTEREST OR DIVIDENDS ON YOUR TAX RETURN).

Part 2—  
TIN applied for (or intended to apply for in near future)  
CHECK BOX IF APPLICABLE

Part 3—  
EXEMPT PAYEE  
Attach Certificate of Foreign Status

Department of the Treasury,  
Internal Revenue Service

Payer's Request for  
Taxpayer Identification  
Number  
(TIN)

Signature \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_

Date \_\_\_\_\_

**SPECIAL TRANSFER INSTRUCTIONS**

Shares will be issued in the name shown on the FRONT of this form unless otherwise instructed below. To determine if Signature Guarantee is required, see instruction 12. Issue shares to:

NAME: \_\_\_\_\_

ADDRESS: \_\_\_\_\_

Signature Guarantee (See instruction 12)

**SPECIAL DELIVERY INSTRUCTIONS**

A Direct Registration Transaction Advice will be mailed to the address shown on the FRONT of this form (or to the person and address listed above) unless otherwise instructed below, see instruction 13. Mail shares to:

ADDRESS: \_\_\_\_\_