

Qwest Code of Conduct







Dear Qwest Colleague:

A company's achievements are the sum of countless interactions every day, every week and every year – with colleagues, customers, and communities. If we are to carry on Qwest's excellent reputation for ethics and integrity, all of our transactions must be based on doing the right thing. This is the only way to do business and it will remain the Qwest way.

Early in 2007, Qwest's Code of Conduct was revised to reiterate our guiding principles, to offer insight into dozens of ethics-related issues, and to provide answers to some of our most frequently asked questions. It is the responsibility of every Qwest employee to comply with the principles of the Code. I hope you'll keep a paper copy handy or keep the Code bookmarked on TheQ at <http://compliance.qintra.com/>.

Please review the Code, Corporate Policies, and Methods and Procedures (M&Ps) carefully; then let this information guide your work toward perfecting the customer experience. If you have questions regarding the Ethics and Compliance Program or have concerns to report, talk to your supervisor or contact the Corporate Ethics and Compliance Advice Line at 1 800-333-8938 (International Calls (01) 303-896-3352), use the Advice Line Web Tool at <https://www.qwestadvice.com> or write to Advice.Line@Qwest.com.

Thank you and I'm grateful for your support.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ed Mueller', written in a cursive style.

Ed Mueller
Chairman and Chief Executive Officer

*"Qwest's reputation for integrity is sustained by consistently doing the right thing.
Such ethical conduct cements the trust of our customers, colleagues and communities."*

Stefan Stein

Chief Ethics and Compliance Officer
Senior Vice President, Risk Management

Table of Contents

- I. Ethics and Compliance Program** **4**
 - The Qwest Code, Policies and M&Ps 4
 - The Qwest Board and the Ethics and Compliance Officer 4
 - Employee Commitment to the Program 4
 - Asking Questions and Raising Concerns 5
 - The Ethics and Compliance Advice Line and Audit Committee 5
 - Prohibition of Retaliation (Whistleblowers) 6
 - Internal Investigations 6
 - Supervisors' Responsibilities 6

- II. Our Employees** **7**
 - Employee Privacy 7
 - Off-Duty Misconduct 7
 - Maintain a Professional Work Environment 8
 - Equal Employment Opportunity 8
 - Sexual and Other Harassment 8
 - Safety of Employees 9
 - Preventing Workplace Violence 10
 - Substance Abuse 10
 - Post-Employment Responsibilities 11

- III. Company Assets, Resources and Information** **12**
 - Protection of Company Assets and Security 12
 - Books, Records and Accounting 12
 - Travel and Business Expenses 13
 - Authority to Act on Behalf of Qwest 13
 - Company Property and Resources 13
 - Intellectual Property 13
 - Insider Trading 14
 - Communications with the Media, Industry and Financial Analysts 15
 - Protecting Qwest's Computers, Networks and Confidential Information 15
 - Personal Use of Information and Communications Systems 16
 - Records and Information Management 17

- IV. Conducting Business** **17**
 - Customers and Suppliers 17
 - Qwest Business Practices for Consultants, Contractors and Suppliers 17
 - Privacy of Communications 18
 - Privacy of Customer Records 18

- Consumer Protection and Disclosure 19
- Customer Premises Security Requirements 19
- Advertising and Sales Practices 19
- Telemarketing, Unsolicited Faxes and E-Mail 19
- Competition and Antitrust Laws 20
- Competitive Information 20
- Money Laundering and Terrorism Financing 21
- Conflicts of Interest 21

V. Government Requirements and Dealings **23**

- Conducting Business with the Government 23
- Government Inquiries and Investigations 24

VI. International Business **24**

VII. Communities and Society **24**

- Lobbying 24
- Political Contributions and Activities 25
- Environmental Compliance 25

VIII. Licensing, Tariffs and Other Regulations **26**

- Affiliate Relationships 26

IX. Corporate Policies **27**

X. Resource List **28**

XI. Index **29**

EMPLOYMENT AT-WILL

Qwest reserves the right to revise, delete or add to the provisions of this Code, or any Policy or M&P, at any time in its complete discretion. Unless covered by a collective bargaining agreement, employment with Qwest is at-will, which means that either the employee or Qwest may terminate the relationship at any time, with or without cause, justification or explanation to the other. Nothing in this Code constitutes a contract of employment or a guarantee of continued employment of any individual. The at-will nature of your employment with Qwest can only be modified by a written agreement signed by both you and either the Executive Vice President – HR or the Chief Executive Officer.

Ethics and Compliance Program

The Qwest Code, Policies and M&Ps

Refer to Policy 101, Corporate Ethics and Compliance Program, for additional information

Qwest and its affiliate companies (Qwest) are firmly committed to conducting all business lawfully and with integrity. Throughout our business, impeccable ethical behavior is considered standard operating procedure. Relationships with all our many constituencies are predicated on honesty and transparency. We consistently hold ourselves and one another to the principles of telling the truth and acting in good faith. The Qwest Code of Conduct (Code) embodies this commitment and is the cornerstone of Qwest's Corporate Ethics and Compliance Program (the Program).

Qwest Corporate Policies (Policies) and Methods and Procedures (M&Ps) also help us meet our ethics and integrity standards. Policies and M&Ps supplement the Code with additional detail that employees need to understand and are part of the Program. All Corporate Policies and Ethics and Compliance related M&Ps must be pre-approved by Corporate Ethics and Compliance. Throughout the Code, relevant Policies and M&Ps are referenced in the margins. To the extent this Code is inconsistent with any previous Code, Policies, M&Ps, handbooks or oral statements, it replaces them.

You have an obligation to review the Code, Policies, and M&Ps. If you have any questions or need any assistance in understanding your obligations, you must contact your supervisor or the Ethics and Compliance Department. Together, the Code, Policies and M&Ps, as well as compliance training and other communications that are part of the Program, are intended to help each of us:

- Understand and follow the standards that apply to our jobs.
- Know when to ask questions.
- Report actual or suspected violations.
- Identify resources we can call on for guidance.

The Qwest Board and the Ethics and Compliance Officer

Qwest's Board of Directors has appointed a Chief Ethics and Compliance Officer who is responsible for implementing the Qwest Ethics and Compliance Program and providing reports to the Audit Committee of the Board of Directors on ethics and compliance matters. Significant revisions to the Code must be approved by the Board of Directors. Any waivers of the Code (special exceptions to rules given on an individual basis) must be approved by Corporate Ethics and Compliance. Any waivers of the Code for certain Executive Officers (Chief Executive Officer, Chief Financial Officer and Controller) may be granted only by the Board of Directors or a Board committee after review by the Chief Ethics and Compliance Officer and the General Counsel, and must be promptly disclosed to the public.

Employee Commitment to the Program

By working for Qwest, you agree to uphold the requirements of the Program. Qwest requires you to acknowledge annually that you have received and reviewed the Code, and that you understand and agree to abide by all aspects of the Code, Policies, M&Ps and the Program that apply to your job responsibilities at Qwest. You must comply with the standards set forth in the Code and Program, even if you are on an approved leave of absence. In addition, you have an ongoing obligation to disclose to Corporate Ethics and Compliance any transaction, conflict, relationship or activity known to you that is in violation of, or reasonably appears to be in violation of, the Code.

Q: Does management really expect adherence to the Code if that would mean losing business or hurting profitability?

A: Yes. If a certain business opportunity presents legal or ethical issues that cannot be resolved in a legal and ethical manner, Qwest will refuse the business. Abiding by laws and maintaining high ethical standards is essential to the long-term continued success of our business.

Adherence to the Code and the Program is mandatory, including satisfactory completion of all required legal holds (see Records and Information Management section), training and acknowledgements; failure to comply may subject you to discipline up to and including termination. Satisfactory completion of all required legal holds, training and acknowledgements must be a component of every employee's performance objectives.

Remember, the best methods to assure compliance are:

- Individual conscience.
- Common sense.
- Commitment to ethical standards.
- Unwavering compliance with all laws.

Asking Questions and Raising Concerns

The Code, Policies and M&Ps contain the rules that all Qwest employees must follow, but they cannot address every issue that may arise. It is your duty to report suspected violations of the Qwest Code, Policies, M&Ps, or law, and to seek help if you are ever unsure about the right thing to do.

When faced with a situation or proposed course of action, ask yourself these questions:

- Is it legal?
- Is it permitted by the Code and the Program?
- How would it be viewed by customers, the press, shareowners, and under the company's guiding principles?
- Is it ethical or the "right thing"?

If you are unsure about the answers – get help! Your supervisor is usually in the best position to help guide your decisions. Supervisors at Qwest maintain an "open-door" policy regarding ethics and compliance questions.

The Ethics and Compliance Advice Line and Audit Committee

But remember, no one, regardless of level or position, is ever authorized to direct an employee or contractor to commit an illegal act or to violate the Code or the Program. If you need additional assistance, would rather not raise an issue with your supervisor, or if your supervisor has asked you to commit an illegal or improper act, contact the Corporate Ethics and Compliance Advice Line at: [1 800-333-8938](tel:1-800-333-8938) or Advice.Line@Qwest.com (Advice Line).

You may identify yourself or maintain your anonymity when you call the Advice Line. If you call anonymously, you will receive a case number and should refer to that number each time you call the Advice Line about that matter. You can e-mail Advice.Line@Qwest.com instead of calling in, but e-mails with return addresses are not usually anonymous. Qwest will conduct investigations and take corrective actions when appropriate.

Q: Will I get into trouble with my supervisor if I call the Advice Line or inform management about an ethics issue?

A: No. It is a violation of our Code for any employee to retaliate against another employee for reporting a concern or possible violation of policy in good faith. We encourage you to voice concerns and questions about ethics and compliance issues using the many options available to you.

If you are unsure about what to do – get help!

The Audit Committee of the Board of Directors has also established procedures for the receipt and handling of complaints about accounting, auditing, internal controls or financial reporting. These complaints can also be made anonymously. You may report these to the chairperson of the Qwest Audit Committee of the Board of Directors at: [1 800-333-8938](tel:18003338938) by selecting the “Audit Committee” option in the Advice Line voice response unit (VRU), or by contacting the Qwest Chief Ethics and Compliance Officer at: [1801 California St., Suite 1160, Denver, CO 80202](mailto:1801CaliforniaSt.,Suite1160,Denver,CO80202).

Prohibition of Retaliation (Whistleblowers)

Retaliation against any employee who in good faith raises an ethics or compliance question or concern is strictly forbidden.

Any individual, who, in good faith, seeks advice, raises a concern or reports misconduct is following this Code – and doing the right thing. Qwest will not tolerate retaliation against that person. Individuals engaging in retaliatory conduct will be subject to disciplinary action, including termination of employment. If you suspect that you or someone you know has been retaliated against for raising an ethics or compliance issue, immediately contact the Advice Line.

We take claims of retaliation seriously. Allegations of retaliation will be investigated and appropriate action will be taken. Qwest’s prohibition of retaliation does not mean that you can protect yourself from the consequences of your own misconduct by self-reporting. However, Qwest does encourage self-reporting and may take such an action into account when assessing the appropriate discipline. Qwest prohibits employees from making any false or misleading reports in bad faith.

Internal Investigations

Employees must cooperate if there is an investigation.

Qwest may investigate behavior that might violate the law, the Code, the Program or otherwise may harm the Company’s reputation. You are required to cooperate in the investigation and must not:

- Interfere with, impede or obstruct an investigation.
- Destroy records, information or evidence related to an investigation.
- Lie, misrepresent the facts, or fail to disclose facts, during an investigation.
- Attempt to discover the identity of anyone cooperating in an investigation.
- Disclose the fact or details of an investigation to unauthorized persons.
- Retaliate against others (including witnesses) because of their involvement in an investigation.

Supervisors’ Responsibilities

Refer to Policy 101, Corporate Ethics and Compliance Program, for additional information.

If you supervise others, you have additional responsibilities under the Code to:

- Set an example of ethical and compliant behavior.
- Ensure those who report to you have adequate knowledge to follow the standards in the Code and the Program and have completed all required training and acknowledgments.
- Monitor the behavior of the people you supervise to ensure ethical and compliant standards are upheld.
- Enforce the Code, Policies and M&Ps, reporting noncompliance or suspected noncompliance to the Advice Line.

- Promptly report employee concerns of possible Code violations that are reported to you to the Advice Line.
- Support employees who raise questions or concerns about ethics, compliance and integrity.
- Notify Corporate Ethics and Compliance prior to beginning any investigation or inquiry into alleged violations of the Code or the Program, unless pre-authorized by Ethics and Compliance.
- Assure that applicable provisions of the Code and the Program, including Qwest Business Practices for Consultants, Contractors and Suppliers, are communicated to and followed by consultants, contractors and suppliers working for them.

<http://www.qwest.com/about/company/ethics/files/SuppliersBrochure.pdf>

Our Employees

Employee Privacy

Personal Information – Qwest respects the confidentiality of employees' personal information.

This means that access to personnel records is limited to persons who have appropriate authorization and a clear business need for that information. If you have access to personal information (for example, in managing payroll, employment records or health care benefits) you must adhere to the highest standards of confidentiality regarding the use of such personal information.

Network Access and Communications Systems – Qwest makes computer and communications capabilities (Systems) available to do your job. In addition to any other applicable policy, you agree that your use of these Systems is primarily for business purposes and that there is no reasonable expectation of personal privacy in your use of Qwest Systems. Monitoring from time to time is necessary for the Company in its sole discretion to access, record, monitor or disclose your communications or information about the use of Systems to, among other things, protect Company rights or property and to assure proper use of Company Systems and resources. Such monitoring is conducted in full compliance with applicable state and federal laws.

Qwest has the right to access, inspect, search, monitor, take possession of, record and disclose all communications by you and information about your use of all Qwest Systems and Company property (regardless of its location), including, for example, equipment, documents, records, voice mail, e-mail and instant messages (including attachments), text messages, intranet and Internet use, bulletin boards, Company desks, lockers, Company vehicles, landline and cellular telephone records.

Off-Duty Misconduct

Misconduct that occurs off Qwest premises and outside the normal course of Qwest business may affect your employment status at Qwest. This includes misconduct that might jeopardize workplace safety or security, Qwest's image or your ability to carry out your duties. You must report your own off-duty misconduct as well as off-duty misconduct of other employees to your supervisor or the Advice Line.

Off-duty misconduct includes, for example, conduct leading to an arrest for a crime involving violence, dishonesty or theft. You must immediately report any arrest or charges for any felony or misdemeanor to your supervisor or the Advice Line.

Q: If I report something suspicious, will I get in trouble if my suspicion turns out to be wrong?

A: As long as you honestly have a good faith concern, our Code prohibits you from being reprimanded or disciplined for simply raising your concern. As a Qwest employee, you have a responsibility to report suspected problems. In fact, you may be subject to discipline if you do not report them. The only time someone will be disciplined for reporting misconduct is if he or she knowingly or intentionally reports something false or misleading.

Refer to Policy 102, Company Property – Protection of Assets, for additional information.

Off-duty misconduct may have an impact on your job status.

In addition, if you operate company motorized vehicles or aircraft as part of your work assignments or are covered by Department of Transportation, Federal Aviation Administration or related regulatory requirements, you have additional reporting requirements. You must immediately report to your supervisor any on-the-job and/or off-the-job traffic ticket, accident, citation, or other issue that impacts the status of your driver's or pilot's license.

On a case-by-case basis, Qwest will (in its sole discretion and in accordance with applicable law) assess the impact that such off-duty misconduct may have on Qwest's interests and may take disciplinary action against the employee involved in such misconduct, up to and including termination of employment.

Maintain a Professional Work Environment

When considering decisions or actions, ask yourself if you would be comfortable reading about them in the newspaper.

As a valuable member of the Qwest team, you have an obligation to treat customers, suppliers, fellow employees, and members of the public with courtesy, respect and dignity. In short, you are responsible for maintaining a professional and productive work environment. You must also be honest and truthful in all aspects of your employment at Qwest. Dishonesty of any kind will not be tolerated.

High standards of professional behavior and workplace conduct make good business sense. Your actions will either enhance, maintain or damage Qwest's standards, reputation and work environment. Therefore, we expect you to exercise the highest standards of ethics in all of your decisions and actions. When considering decisions or actions, ask yourself if you would be comfortable reading about them in the newspaper.

Equal Employment Opportunity

Qwest is committed to:

Refer to Policy 119, Non-Discrimination/Harassment, for additional information.

- Complying with all applicable civil rights, human rights and labor laws.
- Providing equal employment opportunity to employees and job applicants.
- Complying with affirmative action requirements relating to employment of minorities, women, qualified individuals with disabilities and "covered veterans."
- Maintaining a workplace free from illegal discrimination, harassment, intimidation and retaliation.
- Recruiting, hiring, training and promoting applicants and employees without regard to age, color, disability, ethnicity, marital or family status, national origin, race, religion, sex, sexual orientation, veteran status or any other characteristic protected by applicable law.
- Basing all hiring and promotion decisions on the qualifications of the individual applicants or employees.
- Making reasonable accommodations for religious practices and disabled job applicants as required by law. Contact HR with questions regarding such accommodations.

Sexual and Other Harassment

As an employee, you are personally responsible for ensuring that your conduct is free of any actions that constitute discrimination or harassment under the Code and the Program.

- Qwest strives to provide a work environment that promotes dignity and mutual respect, and that is free of harassment or discrimination based on age, color, race, national origin, veteran status, religion, sex, sexual orientation, ethnicity, marital or family status, disability or any other legally protected category.
- Even harassing conduct that is not prohibited by law may violate Qwest policy and be grounds for discipline. Qwest will not tolerate harassment in any form – conduct, speech, written notes, photos, cartoons or electronic mail. Sexual harassment may include, among other things:
 - Unwelcome sexual advances.
 - Requests for sexual favors.
 - Unsolicited physical contact such as unwanted hugs or touches.
 - Unwelcome flirtations.
 - Offensive verbal, visual or physical conduct of a sexual nature, suggestive or lewd remarks.
 - Offensive jokes or visuals, pornography and sexually explicit material.
- If you observe or experience any form of harassment, report it immediately to your supervisor, HR, or the Advice Line.
- If you are a manager, you must take appropriate action on suspected violations of Qwest's harassment policies, and report all such suspected violations to the Advice Line.
- It is not considered harassment by supervisors and other members of management to enforce job performance requirements and standards of conduct.
- Qwest's harassment rules apply in the workplace as well as in work-related settings outside the workplace, such as business trips and Qwest-sponsored or authorized social events or other functions. They also apply to outside vendors, professionals and other providers of goods or services to any Qwest unit when they are working in Qwest-related settings.

Refer to Policy 119, Non-Discrimination/Harassment, for additional information.

Q: One of my co-workers likes to tell jokes that offend me and others in my group. How can I get this to stop?

A: All Qwest employees must treat others with mutual respect. If an employee is engaging in conduct that is offensive or creating discomfort among other employees, ask him or her to stop. If you do not feel comfortable addressing this issue with the particular individual, you should report this behavior to your supervisor, HR, or the Advice Line.

Safety of Employees

Qwest is committed to providing a safe and healthful workplace free of recognized hazards. We all share this responsibility. We can minimize the chances of anyone being hurt on the job by following the law and good safety practices. These safety practices include:

- Immediately reporting any unsafe condition to your supervisor.
- Making sure that Risk Management reviews all new tools and equipment, as well as new products, services and contracts, with safety or health issues.
- Supervisors ensuring that employees receive required safety training while also enforcing safety policies and procedures in the workplace.
- Always wearing protective equipment appropriate for the work performed.

Suppliers will provide services and/or products that meet or exceed applicable government standards, recognized industry standards (e.g., UL) and all agreed-upon quality and safety standards. Any compromise of product safety or quality, including products subject to consumer recall, must be immediately reported to Qwest Procurement and Risk Management.

Refer to Policies 103, Safety and Health, and 104, Crisis Management and Communications, for additional information.

Remember, all work-related accidents, including on-the-job injuries and illnesses, automobile accidents, equipment accidents, fire and floods must be immediately reported to your supervisor **and** to UNICall at [1 866-864-2255](tel:18668642255) (866-UNICall).

Preventing Workplace Violence

To preserve workplace safety and security, you must not use or possess weapons (regardless of whether you have a permit) of any sort in Company vehicles, in the workplace, on Company property or while acting in a business capacity (subject to applicable law). Weapons include, but are not limited to, firearms, ammunition, explosives, incendiary devices, knives other than those used in your job, and cases/holsters/sheaths for weapons. Weapons may also include items provided to you by the Company specifically for use in your job, if they are used in an unauthorized manner and/or not for the purpose intended.

In addition, you must not engage in any acts or threats of physical violence while conducting Qwest business, while on Company property or while interacting with any Qwest employees, vendors, contractors or customers.

Examples of conduct that may constitute threats or acts of violence under this policy include:

- Threats or acts of physical or aggressive contact directed toward another individual or his/her family, friends, associates or property.
- The intentional destruction, defacing of, or threat of the defacing or destruction of Company property or another employee's property.
- Harassing or threatening phone calls.
- Stalking.
- Veiled threats of physical harm or similar intimidation.
- Any conduct resulting in an arrest or conviction under any criminal law relating to violence or threats of violence.

If you witness or are aware of any threatening behavior or if you or others may be at risk of violence, you must report it to UNICall at [1 866-864-2255](tel:18668642255), your supervisor, the Advice Line, **or in cases of imminent danger, contact 911 or the local police.**

Substance Abuse

Refer to Policy 105, Substance Abuse, for additional information.

The trust and confidence of customers and shareowners, as well as the safety of employees, depend on a workplace free from the effects of substance abuse. The misuse of drugs or alcohol negatively affects productivity, attendance and on-the-job safety.

Alcohol may not be served or consumed on Company premises without prior review by Corporate Ethics and Compliance and pre-approval from the CEO, with the exception of the Lakewood Training Center. If you consume alcohol at social events related to work, you must do so responsibly and in accordance with the Substance Abuse Policy.

You may not do any of the following while on Qwest premises, during the work day (including overtime, meals, other break times and any Qwest related activities) or while using Qwest vehicles and equipment:

- Use a controlled substance.
- Be under the influence of any controlled substance.
- Test positive (as defined in Policy 105) for alcohol or a controlled substance regardless of when consumed/ingested.
- Sell, transfer, manufacture, distribute, dispense or possess a controlled substance.
- Use or possess alcohol when working in a safety-sensitive position or using a Qwest vehicle.

The legal use of prescribed drugs is permitted on the job, only if such use does not negatively impact safety or impair your ability to perform the essential functions of your job. Qwest reserves the right to conduct drug and alcohol search and testing consistent with applicable laws and collective bargaining agreements. If you see or confiscate any illegal substances, you must immediately report this to the Advice Line.

Post-Employment Responsibilities

Once your employment with Qwest has ended you have certain responsibilities and obligations in accordance with applicable law, this Code, Qwest Policies and M&Ps.

These obligations include:

- Returning all Company assets, property and equipment in your possession.
- Continuing to protect all Confidential Information.
- Refraining from trading stock or securities based on material, nonpublic information obtained in the course of your employment by Qwest in compliance with Policy 110 – Insider Trading.
- Assisting with all investigations, litigation and the transfer of intellectual property relating to your employment with Qwest as requested.
- Working with your supervisor to resolve all open issues.
- Providing all Qwest business records, including any records subject to any legal or tax holds, to your supervisor.

If the duties of a new job would require you to use Qwest Confidential Information, you must decline that job opportunity unless you receive specific authorization from the Qwest Law Department.

Q: I have noticed that my supervisor's breath often smells like alcohol and sometimes he seems impaired. I am afraid that if I confront him or tell anyone, it may cause a scene or he may try to get me fired. What should I do?

A: Report the situation to the Advice Line. A safe, secure work environment is absolutely critical at Qwest. Additionally, Qwest prohibits retaliation for raising a Code of Conduct issue as long as it is raised in good faith.

Once your employment with Qwest has ended, you still have certain responsibilities to Qwest.

Company Assets, Resources and Information

Protection of Company Assets and Security

Qwest employees, property, facilities, and other Company assets are highly valuable. You are responsible for protecting all Qwest property and assets and safeguarding these assets against fraud, loss, damage, misuse or theft. You are also responsible for following all security procedures in our facilities such as badge access controls. You are required to report any security incidents or suspicious activity to Corporate Security through UNICall at [1 866-864-2255](tel:1-866-864-2255).

Books, Records and Accounting

Qwest is committed to full, fair and accurate disclosure to investors and the public. The integrity of Qwest's accounting, books and records is essential. Qwest must make and keep books, records and accounts that, in reasonable detail, accurately and fairly reflect Qwest's transactions and the acquisitions and dispositions of its assets and liabilities. Qwest has established internal accounting controls and recordkeeping requirements in order to meet both its legal requirements and its business needs. As an employee, you are required to maintain and adhere to these controls and requirements.

Always follow Company requirements and report questionable accounting or auditing matters.

Prohibition of Fraud – Qwest specifically prohibits fraud in any transaction or communication by employees. You must not in any way make deliberately false or misleading entries in any of Qwest's books, records or accounts for any reason. This prohibition includes:

- Establishing unrecorded funds or assets.
- Seeking to influence or mislead someone to create an improper financial statement or conduct an inaccurate audit.
- Establishing false personal expense or claim for reimbursement.
- Falsifying any Qwest benefits (including health care, life insurance, workers' compensation, disability and related programs).
- Falsifying time reporting.

If you deliberately falsify any Qwest documents or records, you may be disciplined up to and including termination of your employment, and may be subject to referral to law enforcement.

No false or misleading entries should ever be made in Qwest's books, records or accounts.

Proper and Timely Recording of Transactions – All transactions must be properly authorized and approved in accordance with established Policies and M&Ps. All transactions should be recorded in accordance with standard procedures into accounts that accurately reflect the true nature of the transaction. Transactions must be recorded on a timely basis so financial statements can be prepared fairly and in accordance with the law.

All receipts and expenditures incurred on behalf of Qwest must be supported by documents that accurately and properly describe such entries. If you are responsible for approving expenditures or for keeping any books, records and accounts for Qwest, you must not approve or record any expenditures or entries without proper supporting documents, as required by Company Policies.

Where to Go With Questions or Make Complaints – If the way something is recorded or accounted

Q: I think a co-worker is recording hours on her timesheet that she did not work. What can I do?

A: Falsifying time sheets or falsely reporting hours that an employee did not work is a serious issue and a violation of Qwest policy. False reporting of time causes us to lose money, and is a form of theft. Report your concern to your supervisor or the Advice Line.

for does not make sense to you, you should challenge it or call the Advice Line. You may also submit reports of possible violations regarding accounting, auditing, internal controls, or financial reporting to the chairperson of the Qwest Audit Committee of the Board of Directors at [1 800-333-8938](tel:18003338938) by selecting the “Audit Committee” option in the Advice Line VRU, or by contacting the Chief Ethics and Compliance Officer at: [1801 California St., Suite 1160, Denver, CO 80202](mailto:1801CaliforniaSt.,Suite1160,Denver,CO80202). All reports may be made anonymously.

Travel and Business Expenses

Qwest reimburses reasonable and necessary expenses incurred by employees while conducting authorized Qwest business. You must submit expenses for approval within 60 days from the date they are incurred. Both the employee submitting the expense and the employee approving the expense are responsible for ensuring the accuracy and completeness of the reimbursement request and the accompanying documentation. Corporate credit cards are to be used solely for business-related expenses and may not be used for personal items or expenses.

Authority to Act on Behalf of Qwest

You must be aware of the limitations on your authority to act on behalf of Qwest and must not enter into transactions and other commitments on behalf of the Company without proper authorization. You must not sign any document on behalf of Qwest or in any other way represent or exercise authority on behalf of Qwest unless specifically authorized to do so.

Company Property and Resources

Qwest’s property and resources are highly valuable and you should take care of them just as you would your own. Make sure Qwest property and resources are only used for legitimate business purposes. Company property may not be taken, sold, loaned, given away, damaged or otherwise disposed of regardless of its condition or value, unless you have specific authorization.

Intellectual Property

Intellectual property is intangible property that results from the Company’s intellect, ingenuity and creativity.

Qwest’s Intellectual Property – You are required to take appropriate measures to protect Qwest’s intellectual property. In addition, you acknowledge that Qwest owns all rights to intellectual property you may develop or create (or assist in developing or creating) during your employment with Qwest that relate to the actual, planned or foreseeable business or activities of Qwest, or that result from work for Qwest or from using Qwest property and equipment. You also agree to help Qwest do what is necessary to make sure its rights in the intellectual property are secure.

Examples of Qwest intellectual property include the Qwest name, logo and other trademarks, our copyrighted materials, patents, software, ideas, inventions, discoveries, research plans and strategies and other trade secrets. Acquiring intellectual property often requires a significant investment of Qwest resources. These important assets give Qwest a competitive advantage and must be protected.

Q: In order to reduce costs, my supervisor asked me not to report my overtime hours. Can he do that?

A: No. The law and Qwest policy are quite clear in this area. Always accurately record all hours worked without exception. Report this behavior to the Advice Line.

Refer to Policy 117, Employee Travel and Expense Reimbursement, for additional information.

Refer to Policy 107, Authorities, for additional information.

Refer to Policy 102, Company Property – Protection of Assets, for additional information.

Refer to Policy 109, Intellectual Property, for additional information.

Q: I work in the marketing department and thought of a new slogan that I would like to use in Qwest advertising in the future. Do I need to do anything?

A: Yes. You should notify the Qwest Law Department of the proposed new slogan so the company can make sure it is available for Qwest to use and determine whether Qwest can file an application to register it as a trademark.

Q: I work in Qwest's billing department. Over the weekend I came up with an idea for formatting invoices that could save companies (including Qwest) a lot of money. Does this idea belong to me or to Qwest?

A: The idea belongs to Qwest because you came up with the idea during your employment at Qwest and it relates to the Company's current and future activities. You should contact the Law Department.

Refer to Policy 110, Insider Trading, for additional information.

Q: Can I invest in mutual funds and still adhere to Qwest's insider trading policy?

A: Yes. If the mutual fund is managed by an independent financial institution, which makes the decisions to purchase or sell securities in the fund.

Basic Rules to Follow:

- Maintain the confidentiality of our trade secrets.
- Report misuse and infringement of Qwest intellectual property to the Law Department.
- Follow the Qwest Policies and M&Ps governing these valuable assets.
- Contact the Law Department about any new product names, brands, slogans or new product or business ideas.

The Intellectual Property of Others – Just as we protect our own intellectual property, we respect the intellectual property of others. For example, Qwest must comply with all computer software copyrights and adhere to the terms of all software licenses purchased by Qwest, including installation of software on local area networks or on multiple computers consistent with licensing agreements.

If you have questions about intellectual property or copyright rules, contact the Law Department or the Advice Line.

Insider Trading

In order to protect the investing public, securities laws make it illegal for those with material, non-public information to buy or sell securities (e.g., stocks, bonds, options). Violation of these laws may result in civil or criminal penalties.

“Nonpublic information” means information that the Company has not disclosed to the public.

“Material information” means information that a reasonable investor would likely consider important in deciding whether to buy, sell, or hold a security. Material, nonpublic information might include, for example:

- Introduction of an innovative new product.
- Significant new contracts.
- Product information.
- Marketing plans.
- Critical accounting policies and estimates.
- Planned securities offerings.
- A change in the senior management or auditor.
- Proposed acquisitions, mergers, joint ventures or divestitures.
- Strategic plans or information about significant changes or developments at Qwest or a company that does business with Qwest.
- Changes in financial forecasts or results.

No “Tips” – The rule against insider trading also applies to people outside of Qwest who get information from one of our employees (an employee's spouse, friends, broker, etc.). This means that you should never give someone inside or outside the Company a “tip” regarding material, nonpublic information, including discussions on Internet “chat rooms.”

Securities law violations are taken very seriously and can be prosecuted even when the amount involved was small or the “tipper” made no profit at all (or even lost money). Government agencies regularly monitor trading activities through computerized searches.

Information about Another Company – Material, nonpublic information can also be information you obtained during the course of your work about another company – for example, from a customer or supplier. You may not trade in the securities of such a company when you have material, nonpublic information about it.

Employees (and outsiders they are associated with) who have material, nonpublic information can lawfully trade in the market once the information is made public through established channels and enough time has passed for the information to be absorbed by the public.

Certain Qwest executive officers are “Section 16” Insiders and certain employees who routinely have access to material, nonpublic information are “Insider Employees.” Stricter obligations apply to Section 16 Insiders as well as Insider Employees. For example, a notified Insider Employee or a Section 16 Insider must always obtain written pre-clearance in accordance with Policy 110, Insider Trading, and may only trade Qwest securities during designated “window” periods. Please refer to Policy 110, Insider Trading, for detailed requirements that all employees, including Section 16 Insiders and Insider Employees, must follow related to insider trading.

If you violate the insider trading laws or this provision of the Code, or Policy 110, Insider Trading, or if you become aware of someone else’s violation, report it immediately to your supervisor or the Advice Line. If you have questions or concerns about your responsibilities under the insider trading laws, contact the Advice Line or Insider Trading Officer for further guidance.

Communications with the Media, Industry and Financial Analysts

Qwest has designated, trained spokespersons who are the only ones authorized to communicate with the media, industry analysts and the investment community on behalf of Qwest. Any contact with the media and industry analysts must be directed to Corporate Communications, and any contact with the investment community should be directed to Investor Relations. In addition, the disclosure of information regarding Qwest’s security measures to anyone outside of Qwest is not permitted without prior approval from Risk Management.

Protecting Qwest’s Computers, Networks and Confidential Information

Duty to Protect Confidential Information – “Confidential Information” is a broad term that includes all nonpublic information generated or maintained by Qwest. Nonpublic information is any information that has not been disclosed or made available to the general public. Confidential Information includes (but is not limited to) information about Qwest’s business plans, finances, employees, customers and business partners. While much Confidential Information is created internally, it can also include information provided to us by third parties such as the government, customers or vendors. Confidential Information may be contained in documents, e-mails, instant messages, or stored on Qwest Systems. Because the unauthorized release or disclosure of Confidential Information can cause significant harm to Qwest or others and may be restricted by law or regulation,

Q: I’ve become aware of financial information about a customer, which indicates the customer is in better financial condition than most people realize. I want to purchase stock in the customer’s company. May I do so?

A: You may not purchase this stock until the financial information is known to the investing public. The information may have been entrusted to us in confidence by the customer to help us determine how to best meet the customer’s needs. Using this information for personal gain or disclosing it to others would violate insider trading laws as well as our policies regarding the use of confidential and proprietary information of others.

Refer to Policy 111, Disclosure of Material and Nonpublic Information, for additional information.

Refer to Policy 108, Information and Network Security, Information Classification and Use, for additional information.

Q: I overheard some employees discussing Qwest business on a commercial airplane. What, if anything, should I do?

A: If you believe the information being discussed is sensitive or confidential, tell the people they can be overheard. Every employee has a responsibility to ensure confidential and proprietary information is not revealed in public.

Refer to Policy 108, Information and Network Security, Information Classification and Use, for additional information.

Q: I am in the process of buying a home and must immediately fax a three-page document to my agent. May I use the company fax or must I leave the office and find a public fax?

A: Use good judgment and use the company fax as long as no charges are incurred by Qwest. Depending on the circumstances and unless specifically prohibited by department-specific rules or by your supervisor, insubstantial and infrequent personal use of Qwest Systems may be acceptable. If you have questions about such situations, discuss them with your supervisor.

Qwest employees are expected to maintain the confidentiality of all nonpublic information until it is released through approved channels. Qwest employees should take precautions to avoid accidental disclosure of Confidential Information and should release or disclose Confidential Information only with proper authorization and only to individuals that have a legitimate, business-related need to know.

Safeguarding Qwest's Network and Computing Environment – Computer equipment and passwords must always be safeguarded and treated as highly confidential. Connections to Qwest networks, applications and systems should only be granted to those with properly registered Qwest credentials that are based on or linked to a Qwest-provided common user identifier (CUID). As an employee, you are responsible for all actions taken using your user accounts and passwords, including the actions of any nonemployee whose access you sponsor. Additionally, you must not download, install or otherwise introduce software or other components into the Qwest environment without authorization. You are also responsible for the physical security of desktops, laptops and any other equipment assigned to you.

Duty to Report – You have a duty to report any suspicious incident or vulnerability you observe, including any mishandling or improper disclosure of Confidential Information, to your supervisor or the Advice Line.

Personal Use of Information and Communications Systems

Qwest's computing and communications capabilities (Systems) are to be used primarily for Company business and not for personal use. You are permitted to use Qwest's Systems for incidental or occasional personal use, as long as the use:

- Does not affect your job performance.
- Does not interfere with the ability of others to perform their work.
- Is truly occasional in nature.
- Is not related to any business other than Qwest's.
- Does not interfere with Qwest's business use of such systems in any way.
- Does not result in any additional cost to Qwest.
- Does not access or transmit material containing inappropriate or derogatory racial, gender or religious comments, sexual content, offensive language, material which would negatively reflect upon Qwest or be likely to offend co-workers, or content prohibited by law.
- Is not used to solicit funds, collect signatures, conduct membership drives, distribute literature or gifts, sell merchandise or services, or carry on any other form of non-Qwest business without approval.
- Is not prohibited by your supervisor.
- Complies with any department-specific rules relating to the use of Qwest's Systems and assets including those that may be more restrictive.

Qwest Systems are Qwest's property and are not private. You do not have a personal right to any material created, stored, received or sent through such Systems including a Qwest personal computer.

These are Systems that Qwest may access or review, subject to applicable law, at any time. By using Qwest's Systems, you consent to Qwest's monitoring of these Systems and acknowledge and agree to Qwest's right to conduct such monitoring.

Records and Information Management

At Qwest, all records and information, in any medium, whether paper or electronic, that relate to Qwest's business activities are business records, unless such records are administrative materials as described in Policy 112 and the Records Retention Schedule. You must take care in the creation of business records and ensure that they are accurate. Qwest's Records Retention Schedule establishes timeframes for the retention of business records based on business needs and applicable law. It is available at http://records/retention_schedule.html.

Both business records and nonbusiness records must be retained if they relate to an actual or reasonably anticipated lawsuit, investigation or audit. If you become aware of an actual or reasonably anticipated lawsuit, government investigation or external audit you must notify the Law Department. The Law Department issues legal holds to notify you of the need to retain information, regardless of medium, that is or may become relevant to the Company's legal matters. The Finance Department issues tax holds for the retention of financial information that may become subject to audit. A legal or tax hold suspends the application of the Records Retention Schedule and requires the continued retention of all potentially relevant records.

If they are not subject to any legal or tax hold, nonbusiness records should be properly disposed of as soon as they are no longer needed and business records should be properly disposed of when the applicable timeframe in the Records Retention Schedule has expired. Remember, all records containing Qwest Confidential Information, or the confidential information of Qwest's customers or business partners must be disposed of securely through Qwest approved processes.

For additional information, contact Qwest Records Management at records@qwest.com.

Conducting Business

Customers and Suppliers

Qwest provides services that reach into the personal and professional lives of customers. Our ability to attract and retain customers depends in part on ways in which we protect their information and communications. You must adhere to all aspects of the Qwest Ethics and Compliance Program and applicable laws when dealing with the Company's customers and suppliers. Qwest does not allow taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or other unfair dealing practices. You may access customer and contractor accounts, records and reports for authorized business purposes only.

Qwest Business Practices for Consultants, Contractors and Suppliers

Qwest has developed the document "Qwest Business Practices for Consultants, Contractors and Suppliers" (Business Practices), which establishes expectations of ethical business practices and

Refer to Policy 112, Records and Information Management, for additional information.

Q: I just received notice of a legal hold – what should I do?

A: A legal hold means you need to retain all information relevant to the issue identified, even if any applicable retention period in the Records Retention Schedule has expired. Retain the information in its current form until the hold is lifted. Any questions should be directed to legalhold@qwest.com.

legal compliance for suppliers, manufacturers, distributors, contractors, agents, consultants, and other business partners (Suppliers) with whom Qwest does business. Qwest expects and requires its Suppliers to embrace and share Qwest's commitment to integrity, ethics and compliance. Qwest requires its Suppliers to follow Qwest Business Practices or their own substantially equivalent Code or standards while they are conducting business with or on behalf of Qwest. Qwest Business Practices can be found at: <http://www.qwest.com/about/company/ethics/files/SuppliersBrochure.pdf>. Before entering into any agreement with agents, consultants or joint venture partners (including foreign persons and entities), you should consult the Law Department.

The Qwest Code of Conduct does not create any contractual or other rights for nonemployees, Suppliers or other third parties.

Privacy of Communications

Refer to Policy 113, Telecommunications, Regulations and Competition, and Policy 108 Information and Network Security, Information Classification and Use, for additional information.

Privacy of communications is basic to our business; it is required by law and customers expect that we will use their information only with integrity and for proper purposes. Qwest does not permit tampering with or intruding upon communications using wiretaps or other methods, except where authorized by law, such as monitoring customer interaction calls to ensure service quality for customers or pursuant to a valid court order. Qwest also prohibits telling any unauthorized persons, including family members, about legal wiretaps, the purpose or location of telephone Company equipment or any information about customers and their records.

Customers have a right to expect us to follow these standards and not to unlawfully listen to their conversations or monitor their data transmissions. Maintaining this trust is a fundamental part of the way we do business and must guide the decisions we make about the information to which we have access. Remember, access to customer information is limited to authorized persons.

Always protect the confidentiality of customer communications.

Any request from anyone, including a law enforcement or governmental agency, that involves privacy of communications must be referred immediately to Risk Management. Nonstandard requests from government agencies, including court orders and subpoenas, must be reviewed by a Risk Management attorney or the Law Department for litigation matters.

You may not access your personal account, or an account on which you are an authorized or responsible party, through Qwest's nonpublic Systems for any reason. You may access the account of a friend, family member, or co-worker only for business purposes and only if you have written approval from your supervisor. Improper access includes, but is not limited to, issuing credits/adjustments, making payments, changing information, or entering a System or application without a legitimate business reason.

Privacy of Customer Records

Customer Proprietary Network Information (CPNI) is generally the information a telecommunications carrier obtains about a customer that relates to the quantity, technical configuration, type, destination, location and amount of use of a telecommunications service subscribed to by that customer. Federal law imposes restrictions on the use of CPNI. As an employee, you are responsible for protecting the privacy of CPNI and customer records. When dealing with Qwest customers either

on the telephone or in person, you must follow established procedures to confirm the customer's authorization prior to discussing the account, releasing any information or taking any action on an account. If you have access to CPNI, you must familiarize yourself with CPNI rules prior to accessing any customer-specific or aggregated CPNI. Some states may also restrict the use or disclosure of customer information. If you have questions about use or disclosure of customer information, contact your assigned Regulatory Compliance manager.

Consumer Protection and Disclosure

Always fully, clearly and directly inform customers and potential customers of the terms and conditions of our services and agreements. This policy applies to all communications with customers and the public, such as advertising, point-of-sale communications, telemarketing and customer service, as well as direct sales. No one is permitted to deceive a customer. All legally required disclosures must be made.

Accurately inform customers of the terms and conditions of our services and agreements.

Customer Premises Security Requirements

As an employee, you must comply with security procedures at customer premises. You may direct any questions related to this requirement to Corporate Security through UNICall at [1 866-864-2255](tel:18668642255) or Corporate.Security@qwest.com.

Advertising and Sales Practices

Advertising must make clear and conspicuous disclosure of material terms and limitations of advertised offers. If you think a competitor's comparisons are misleading, bring them to the attention of the Law Department. A competitor's misleading advertising is never an excuse for Qwest to advertise in such a manner. Qwest advertising is developed and produced by Qwest's Marketing and Marketing Communications Departments, and all advertising is subject to the approvals and processes of these organizations and of the Law Department. Individual sales representatives are not permitted to create and distribute their own advertising, but may create customer-specific sales presentations or proposals in accordance with applicable policies.

While we intend to market and sell our products and services vigorously, we must also obey the law. Never engage in illegal, unethical or deceptive activities to obtain business. Always accurately represent Qwest products and services. You must not place or record an order for Qwest products and services for a customer without that customer's authorization.

Telemarketing, Unsolicited Faxes and E-Mail

Qwest requires all employees who contact customers to abide by the Telephone Consumer Protection Act (TCPA) and other laws with regard to telemarketing, unsolicited faxes and commercial e-mails. These laws prohibit unsolicited telemarketing calls to any residential customer who has asked to be placed on the Company's "do not contact" list and has specifically asked not to be called to hear about Qwest services or products. Many states have "do not contact" laws too. Make sure to contact Sales Regulation Compliance if you have questions. Never engage in telemarketing or commercial e-mail activities unless authorized to do so by an authorized Vice President or above.

Refer to Policy 108, Information and Network Security, Information Classification and Use, for additional information.

Refer to Policy 113, Telecommunications, Regulation and Competition, for additional information.

Q: A competitor tells me that “we’re killing each other by trying to take away each other’s long-standing customers with low prices.” She suggests that both companies will be better off if they stick to their own customers. I think that she may be right. How should I respond?

A: Never enter into agreements with competitors to allocate customers, territories or product lines. Even suggestions to competitors to fix prices or allocate customers may result in a criminal investigation. Any offer to participate in such an agreement must be clearly rejected and immediately reported to the Law Department.

Competition and Antitrust Laws

Competition and antitrust laws prohibit certain kinds of monopolistic, unfair and anti-competitive business practices. These laws protect the marketplace and consumers and Qwest fully supports those goals. Violation of these laws can lead to criminal and civil penalties for both Qwest and individual employees.

Interactions with competitors that can present antitrust issues include the following:

- Fixing prices, which can include setting minimum or maximum prices, or “stabilizing” prices.
- Fixing terms related to price, pricing formulas, credit terms, etc.
- Dividing up markets, customers or territories.
- Agreeing to set wages, benefits or salaries.
- Agreeing to not hire each other’s employees.
- Affecting a competitive bidding process.
- Entering into joint ventures, mergers, acquisitions and marketing, purchasing or similar collaborative arrangements with competitors.
- Establishing exclusive dealing arrangements (e.g., contracts that require a company to buy only from Qwest).
- Tying together different products or services (e.g., contracts that require a buyer who wants one product to also buy a second “tied” product).
- Entering into “requirements contracts” (contracts where it is agreed that products, services or materials will be exclusively provided).
- Entering into noncompetition and nonsolicitation agreements.
- Engaging in activities involving trade associations or setting industry standards.
- Setting resale prices with resellers.

It is also against the law for a company to try to “monopolize,” or take over the market through unfair practices. All employees must compete openly and honestly.

As an employee, you must not:

- Make false statements about our competitors or their services.
- Use unfair practices against competitors. These include:
 - Stealing or misusing competitors’ trade secrets.
 - Cutting off their sources of supply.
 - Paying bribes to help our business or to hurt a competitor.

Antitrust and competition laws are vigorously enforced. If you have questions or concerns about your responsibilities under these laws, contact your supervisor, the Law Department or the Advice Line.

Refer to Gathering Competitive Information M&P for additional information.

Competitive Information

Collecting information about our competitors from legitimate sources to evaluate the relative merits of their products, services, and marketing methods is proper and often necessary. This information

may be useful to assist Qwest with providing the highest quality products and services to customers and meet their business needs. However, you must obtain all information legitimately and in accordance with all laws and regulations. As a general rule, it is appropriate to gather competitive information from public sources such as media accounts, the Internet, public filings and industry surveys. It is not appropriate to obtain nonpublic, confidential information where the owner of the information has taken reasonable steps to protect its confidentiality. It is never appropriate to request or obtain information related to government contracts, such as information from a competitor's bid, except in compliance with Qwest's Government Contracts and Investigations Policy 116. These rules on seeking, obtaining and using competitive information also apply to agents and consultants hired to gather information on our behalf.

You must never use improper means to acquire confidential information about another party. Examples of improper means include burglary, wiretaps, theft, industrial espionage, bribery, misrepresentation, deception, buying confidential information on a competitor, exchanging marketing or other business information with competitors, searching a competitor's garbage (dumpster diving), and hiring or surveying employees to obtain confidential information belonging to their former employer or accepting confidential information brought by new hires from prior employers.

If you have reason to believe that competitive information from others is nonpublic and confidential, you must consult with the Qwest Competitive Intelligence Team ([1 303-896-4099](tel:1-303-896-4099)) or call the Advice Line, before accepting or using this information. Additionally, if you receive or inadvertently obtain unauthorized nonpublic, confidential information or property of others, you must immediately contact these resources.

Money Laundering and Terrorism Financing

Law enforcement officials around the world are increasingly concerned about contraband and money laundering. Money laundering is the process by which individuals or entities try to conceal illicit funds, or otherwise make the source of their funds look legitimate. Report any transaction involving payment of an amount of cash in excess of \$10,000 to the Advice Line. The U.S. Office of Foreign Asset Controls (OFAC) administers regulations implementing U.S. trade sanctions and embargo programs against specific countries, terrorists and international drug traffickers. Qwest may not do business with the entities or individuals on the OFAC lists. Promptly report any illegal or suspect activity to the Advice Line.

Conflicts of Interest

Qwest employees must always act in the best interests of Qwest and safeguard Qwest from any conflict of interest or even the appearance of a conflict of interest, in which case consult Qwest Corporate Ethics and Compliance. You are required to avoid financial or other outside or personal relationships that might be adverse to the interests of Qwest, produce conflicting loyalties, interfere with effective job performance or even reasonably appear to involve an adverse interest, conflict or interference. Qwest's policy regarding conflicts of interest is clear: Don't compete with Qwest and never let your dealings on behalf of Qwest be influenced – or even reasonably appear to be influenced – by personal interests, including those of your relatives, household members, significant others and domestic partners (related parties).

Refer to Policy 116, Government Contracts and Investigations, for additional information.

Q: I have just been hired from another company. I have a box of materials from my former employer that would be very helpful in developing marketing plans for Qwest. May I bring this with me?

A: No, you should not bring materials to Qwest from a prior job that may contain confidential information. Just as it would be wrong for someone to take our confidential information out of Qwest, we should not use the confidential information of others. Consult with the Qwest Competitive Intelligence Team immediately.

Refer to Export Control M&P for additional information.

Refer to Policy 114, Conflicts of Interest; Policy 115, Political Contribution & Activities; and Policy 116, Government Contracts & Investigations, for additional information.

Q: I want to take one of our best customers out to dinner to say thanks, but I know it is against his company's policy for him to accept meals. If he doesn't care about the policy, can I offer him the dinner anyway?

A: No. If you know that giving a meal will violate the policy of the recipient's company, you may not offer to take him out to dinner. Just as we want others to respect our standards, we will respect theirs.

Q: I've been offered a part-time job by another company installing inside wiring and phone jacks. I would be doing this work on my own time. Would this create a problem?

A: Probably so. Our policy on avoiding conflicts of interest obligates all of us to avoid competing with Qwest, directly or indirectly. If this is a service that Qwest performs in that area or if you would be working for a company that competes with Qwest, you would be violating Qwest's Conflicts of Interest Policy. If you are unsure, consult with your supervisor or the Advice Line.

Situations and/or relationships may create a conflict or reasonably appear to create a conflict even if they are not specifically described in this Code or Policies 114, 115, and 116. A good general rule is to assume that a potential conflict of interest exists any time an observer of your actions could question whether you are motivated solely by your responsibilities to Qwest.

Accepting and Offering Gifts, Meals and Entertainment – Qwest maintains strict rules for accepting and offering gifts, meals and entertainment. The rules pertaining to gifts, meals and entertainment offered to government officials are particularly stringent and you should refer to Policies 115 and 116 for guidance.

Qwest's rules regarding gifts, meals and entertainment vary based on whether you are offering or accepting the gift. For example, any gifts, meals or entertainment offered should always comply with the policies of the recipient's organization. As a Qwest employee, you shall not offer anything that would alter a business partner's independent decision-making ability or would be an improper incentive to purchase Qwest's products and services. Any gift accepted from a particular entity must never exceed \$100 in value during a calendar year from that one source. You may never accept cash or cash equivalents of any value, including but not limited to gift cards or gifts certificates for products and services. Any gifts, meals or entertainment accepted or offered must be reasonable, infrequent and business-related.

These are just some of the general rules related to gifts, meals and entertainment. **Carefully read Policy 114, Conflicts of Interest, for detailed rules on accepting and offering gifts, meals and entertainment.**

Employment – You may not be employed by or perform services for another company except as provided for in Policy 114, Conflicts of Interest. Your primary work responsibility is to Qwest. While you are permitted to be employed outside of Qwest, such employment – with or without compensation – must not create an actual or potential conflict of interest.

Investments – You and your related parties need to be careful that your investment opportunities do not arise out of your employment with Qwest, and that your investments do not create conflicts of interest, affecting your ability to make objective decisions on behalf of Qwest. Conflicts can occur if investments are made in companies that have a business relationship with Qwest. Refer to Qwest's Conflicts of Interest Policy 114 for additional guidance on investment restrictions.

Employment or Supervision of Related Parties – Qwest generally supports the employment of related parties (spouses, children, parents, significant others and domestic partners) of employees. However, absent review by Qwest Corporate Ethics and Compliance who in turn will seek the approval of an EVP or the CEO, you may not hire, supervise or manage any related party as an employee or leased worker or contractor where:

- The related parties report directly to one another.
- The related party or you exercises any direct or indirect influence with respect to the other's hiring, placement, promotions, evaluations, pay or work assignments.
- The related party or you would audit, verify, receive or be entrusted with finances received or handled by the other.

- Any other actual or apparent conflict of interest exists. For example, supervisors also must not date employees in their reporting structure or have any relationship which impairs their objectivity in making decisions on behalf of Qwest.

If you have any doubt about whether a conflict exists, treat the situation as if there is a conflict until you have disclosed and resolved the issue. Failure to report any actual or potential conflicts to your supervisor or to the Advice Line may cause harm to Qwest and subject you to disciplinary action, up to and including termination of employment.

If you have any doubt about whether a conflict exists, treat the situation as if there is a conflict until you have disclosed and resolved the issue.

Government Requirements and Dealings

Conducting Business with the Government

Contracting with a federal, state or local government is a unique part of our business. Always avoid activities that may be perceived as attempts to improperly influence government agencies, officials and employees.

Refer to Policy 115, Political Contributions and Activities and Policy 116, Government Contracts and Investigations, for further information.

Basic rules include:

- Never solicit or obtain unauthorized information, including competitive information, confidential bid information, source selection information or nonpublic agency reports or studies.
- Never offer or provide gifts, meals or entertainment without reviewing and following the rules as outlined in the Political Contributions and Activities Policy 115 and Government Contracts and Investigations Policy 116.
- Know and follow the anti-kickback rules and other restrictions on gifts by or to those seeking business from the government and from government contractors.
- Understand “most favored customer” pricing and verify compliance.
- Conform strictly to your contract’s quality, quantity and testing requirements.
- Charging and allocation of costs, including time and overhead, the provision of any cost and pricing data, and billing must always be accurate, complete and in full compliance with the applicable rules and regulations.
- Ensure that Qwest is truthful and accurate in all representations and certifications, and that these are signed and submitted only by those Qwest officers who are authorized to do so.
- Know your customer’s rules and regulations.
- Don’t initiate any employment discussions with any current or former government employee until first receiving the approval of the Law Department and Corporate Ethics and Compliance.
- Specific prohibitions also apply to dealing with other businesses that have been suspended or debarred by federal, state or local governments.
- Prior to hiring an individual or firm, you must take measures to verify that such individuals or firms are not prohibited from doing business with governmental agencies (i.e. do not appear on any government debarment list).

Refer to Policy 116, Government Contracts and Investigations, for information on government investigations.

Government Inquiries and Investigations

We cooperate with lawful government inquiries and investigations. In this context, however, it is important to protect Qwest's property and legal rights. Therefore, requests from government agencies, including, but not limited to, court orders, subpoenas, and other legal processes, must be immediately forwarded to Risk Management or the Law Department.

Refer to Policy 118, International Business and Transactions, and the Export Control Compliance M&P, for additional information.

International Business

Qwest will abide by all laws, rules and regulations applicable to foreign business transactions. Various U.S. laws apply to activities outside of the U.S. including the Foreign Corrupt Practices Act (FCPA), export controls regulations, economic trade sanctions, embargoes (see OFAC reference in the Money Laundering and Terrorism Financing section above) and anti-boycott requirements. The FCPA and similar laws in other countries make it illegal to get or keep business or obtain any other improper advantage by making improper payments to foreign officials. The FCPA also requires significant internal accounting controls and record-keeping practices.

If there is a conflict between applicable international law and applicable United States law, the Qwest Law Department must be consulted to resolve any conflict. You are responsible for understanding and complying with all applicable U.S. and international laws associated with your business activity. This includes:

- Exchanging business courtesies according to Qwest standards and the law.
- Transferring Qwest products, services, equipment, information or knowledge across borders.
- Making appropriate payments to parties.

If you have any questions about these matters you should contact the Law Department. Prior to engaging in any international business or international business travel, you must complete appropriate training, including full coverage of the FCPA. You must refer to Policy 118 – International Business and Transactions for the full list of requirements prior to engaging in any international business or travel for Company business.

Communities and Society

Lobbying

Refer to Policy 115, Political Contributions and Activities, for additional information.

Certain employees of Qwest regularly deal with representatives of governments to promote positions on behalf of the Company regarding legislation. This is called lobbying. Lobbying requires disclosure, which is subject to specific federal and state rules that cover many kinds of activities.

You may be engaged in lobbying if your work involves the following activities:

- Contacts with legislators, regulators or their staffs.
- Government contract sales.
- Efforts to influence legislative or administrative action.
- Work in support of the above activities.

If any of these activities pertain to your job, you must discuss them with the Public Policy Department at [1 303-896-5624](tel:1-303-896-5624) as well as Qwest Federal Relations in Washington, D.C. at [1 202-429-0303](tel:1-202-429-0303), for activities concerning the White House, the U.S. Congress and the Federal Communications Commission.

Political Contributions and Activities

We encourage employees to participate in the political affairs of their communities and country on an individual basis, on their own time and at their own expense. You are not authorized to make direct or indirect political contributions of any kind on behalf of Qwest, and you will not be reimbursed for any such expenses.

Qwest has established various Political Action Committees (PACs). PACs are voluntary, nonprofit, independent organizations that may accept contributions and make expenditures for electing candidates for public office, consistent with applicable laws. You may, where eligible, make contributions to a Qwest-sponsored PAC. Any PAC sponsored by Qwest will make contributions only from accounts and through procedures that are allowed by law. You will not be pressured to participate in any PAC or PAC-related activity.

When you speak on public issues, make sure you do so as an individual, unless specifically authorized to do otherwise. When speaking as an individual, you must not give the impression you are speaking or acting on Qwest's behalf.

If you run for public office, serve as a public official or campaign for a political candidate, you cannot be paid by Qwest for any time spent in these activities, unless otherwise approved and allowed by law. Prior to running for, seeking or being appointed to public office, you must obtain approval from your supervisor, the head of Public Policy (state and local) or Federal Relations (federal) and Corporate Ethics and Compliance.

Environmental Compliance

Qwest is committed to protecting the environment and complies with all applicable environmental laws and regulations. You must comply with all environmental laws and make responsible environmental management a priority. If your job requires you to engage in any of the following activities, you must consult with Risk Management/Safety & Environmental Management (S&EM) at <http://safeenviro/> or UNICall ([1 866-864-2255](tel:1-866-864-2255)) prior to beginning the work:

- Asbestos and lead paint removal.
- Waste disposal.
- Hazardous waste management.
- Radio tower and wireless antenna siting.
- Battery system installation modification or removal.
- Storage tank permits, installation or removal.
- Accidental chemical release, planning and reporting.

- Water quality protection and work in rights-of-way that involve waterways or environmentally protected areas.
- Installation, modification or removal of emergency-power generators, fuel tanks and refrigerant systems.
- Air pollution.
- New products and services that impact the environment.
- Due diligence for the purchase, sale, and/or lease of property.

Additionally, you must contact Risk Management immediately for the following issues:

- Applications for environmental permits.
- Reporting hazardous conditions, outdoor spills, and suspected violations of environmental law or Qwest's environmental compliance. Note that **federal or state law requires Qwest to report some events (such as spills) to governmental agencies immediately**. Contact UNICall at [1 866-864-2255](tel:18668642255).
- Any requests from shareholder/investor groups related to the environmental program (these must also be reported to Investor Relations).
- Agency requests for inspections, including inspections by the Environmental Protection Agency or state or local environmental agencies, written environmental complaints and inquiries involving or directed at Qwest, and environmental or safety/related subpoenas or search warrants, whether formal or informal.

Licensing, Tariffs and Other Regulations

Refer to Policy 113, Telecommunications, Regulation and Competition, for additional information.

Qwest operates under licenses issued by the Federal Communications Commission (FCC) and must comply with the terms and conditions of those licenses. Failure to comply with these licensing requirements may result in fines or other penalties.

We offer many products and services that connect customers to the world. Some, designated as unregulated or detariffed, are offered at prices we set ourselves. Others, including basic telephone service, may be fully regulated, which means the rates are established under tariffs set by the FCC or state utilities commissions or are otherwise regulated. Under no circumstances may you suggest to customers that we can help them obtain regulated products and services at lower rates or more convenient terms than those we would make available to similar customers. The FCC and state regulators have other specific guidelines concerning how we offer these products and services, so check with your supervisor or Regulatory Compliance if you have questions.

Affiliate Relationships

Federal and state regulations, including Section 272 of the Telecommunications Act of 1996, govern the relationship and business transactions between Qwest Corporation (QC), or the Bell Operating Company (BOC), and the other Qwest entities. These requirements include posting requirements; nondiscrimination obligations; the accounting and pricing for asset transfers; provision

of goods, services, facilities and information between entities; and allocation of costs and pricing of transactions between regulated and unregulated entities. Section 272 imposes specific obligations on interactions between the BOC and the Section 272 affiliates. Qwest has Section 272 affiliates, which must comply with the Section 272 requirements. You are responsible for knowing the Qwest affiliate company which you work for, and understanding any restrictions (including transaction requirements) that may exist for dealing with employees of other Qwest affiliate companies. For more information please review the Regulatory Compliance 272/affiliate transactions Web page, <http://rco.uswc.uswest.com/272/>.

Corporate Policies

101	Corporate Ethics and Compliance Program
102	Company Property – Protection of Assets
103	Safety and Health
104	Crisis Management and Communications
105	Substance Abuse
106	Books, Records and Accounting
107	Authorities
108	Information and Network Security, Information Classification and Use
109	Intellectual Property
110	Insider Trading
111	Disclosure of Material and Nonpublic Information
112	Records and Information Management
113	Telecommunications, Regulation and Competition
114	Conflicts of Interest
115	Political Contributions and Activities
116	Government Contracts and Investigations
117	Employee Travel and Expense Reimbursement
118	International Business & Transactions
119	Non-Discrimination/Harassment

Resource List

If you have questions regarding the Code or Policies, your supervisor is generally the person who is best able to provide you with answers. The following resources are also available to answer your questions:

Resource	Contact Information	Scope
Your Supervisor		Your supervisor is generally the person best able to answer your questions. If, for any reason, you would prefer to speak with Ethics and Compliance, please call the Advice Line.
Ethics and Compliance Advice Line	1 800-333-8938	All ethics and compliance-related issues
Audit Committee	1 800-333-8938 Option 2	Accounting, accounting controls or audit-related matters
Competitive Intelligence	1 303-896-4099	Guidance on the use of a competitor's information
Corporate Communications – Media Inquiries	1 800-256-1410	Media inquiries
Corporate Communications – Public Speaking Requests	1 800-256-1410	Public speaking requests
Corporate Security (UNICall)	1 866-864-2255 (866 UNICall)	Protection of people, facilities and other corporate assets; subpoenas
Disaster Preparedness (UNICall)	1 866-864-2255 (866 UNICall)	Disaster assessment, analysis and recovery operations
Federal Relations	1 202-429-0303	Lobbying activities or other interaction with federal government officials
HR	1 866-747-4811	Employment and benefits matters
Information Security (UNICall)	1 866-864-2255 (866 UNICall)	Information Security issues including computer intrusion, e-mail protection or advice on information security standards
Investor Relations	1 800-567-7296	Investor or analyst issues or inquiries
Law Department	1 888-778-0053	Interpretation of laws and regulations, advertising or sales practices, antitrust, fair competition, foreign trade, gathering competitive information, insider trading, intellectual property, legal holds, litigation, and any other legal concern, question or issue
Public Policy	1 303-896-3253	Lobbying activities or other interaction with state and local government officials
Records & Information Management	1 303-458-2239	Maintenance and destruction of records
Regulatory Compliance	1 303-965-8095	Issues involving FCC and state Public Utility (PUC) regulations and rulings
Safety and Environmental Hotline (UNICall)	1 866-864-2255 (866 UNICall)	Work-related accidents, hazardous situations, spills, suspected violations of environmental law, indoor air quality complaints and inquiries, government inspections (such as OSHA or local fire departments), permits or related subpoenas

Index

- Access Control 7, 12–13, 16–19
- Accidents, Work-Related 8–10, 25–26, 28
- Accounting 6, 12–14, 24, 26–28
- Advertising and Sales Practices 13, 19–20, 28
- Advice Line 1, 5–7, 9–16, 20–23, 28
- Affiliate Relationships 26–27
- Alcohol and Drug Use 10–11
- Anti-boycott 24
- Antitrust 20, 28
- At-Will Employment 3
- Audit Committee 4–6, 13, 28
- Authority to Act on Behalf of Qwest 13

- Books, Records and Accounting 12–13
- Boycotts 24
- Bribes 20–21, 24
- Business Practices for Consultants,
Contractors and Suppliers 7, 17–18

- Communications (Outside) 15, 18–19, 28
- Company Assets, Protection of
7, 11–14, 16, 24, 28
- Competitive Information 19–21, 23, 28
- Competitors, Relationship with 19–21, 23, 28
- Computer and Network Security
7, 12, 15–16, 28
- Confidential Information 7, 11, 13–18, 21, 23
- Conflicts of Interest 4, 21–23
- Consumer Protection 9, 15–20
- Contributions, Political 21, 23–25, 28
- Copyrights 13–14
- Customer Proprietary Network Information (CPNI)
18–19

- Discrimination 8–9, 26
- Document Retention 5–6, 11, 17–18, 28
- Drugs and Alcohol Use 10–11

- E-Mail 5, 7, 15, 19, 28
- Embargoes 21, 24
- Employee Privacy 7, 16–18
- Employee Records 7, 17
- Employment of Related Parties 22–23
- Employment, Outside 11, 22

- Entertainment 22–23
- Environmental 25–26, 28
- Equal Employment Opportunity 8
- Espionage, Industrial 21
- Expenses, Reimbursement of 12–13, 25

- Family Members, Hiring of 22–23
- Firearms 10
- Foreign Corrupt Practices Act (FCPA) 24
- Fraud 12

- Gifts 16, 22–24
- Government Customers 15, 21, 23–24
- Government Investigations 15, 17–18, 24, 28

- Harassment 8–10
- Health and Safety 9–10

- Information Security 15–16, 28
- Insider Trading 11, 14–15, 28
- Intellectual Property 11, 13–14, 28
- International Business Practices
18, 21, 24, 28
- Internet 7, 14, 21
- Investigations 5–7, 11, 17, 20, 24
- Investments, Outside 15, 22

- Kickbacks 23

- Legal Holds 5, 11, 17, 28
- Licensing 14, 26
- Lobbying 24–25, 28

- Meals 11, 22–23
- Media and Investor Relations 15, 26, 28
- Money Laundering 21, 24
- Monitoring 6–7, 15, 17–18

- Network Security 15–16, 28

- Off-Duty Misconduct 7–8
- Outside Employment 11, 22

- Passwords 16

- Patents 13–14
- Personnel Records 7, 17
- Personal Use 7, 12–13, 15–17
- Political Contributions and Activities
21, 23–24, 28
- Post-Employment Responsibilities 11
- Privacy, Employee 7, 16–17
- Privacy of Communications 7, 18
- Privacy of Customer Information 18–19
- Professional Work Environment 8

- Records Management
5–7, 11–12, 17–18, 24, 28
- Regulatory Compliance 8, 18–21, 24, 26–28
- Related Parties, Employment of 22–23
- Reporting Violations 1, 4–16, 20–22, 23, 26, 28
- Retaliation, Policy Against 5–6, 8, 11

- Safety 7, 9–11, 25–26, 28
- Sales Practices 19, 28
- Security, Corporate 7, 10, 12, 15, 19, 28
- Security, Customer Premises 19
- Security, Computers and Network 7, 12, 15–16, 28
- Sexual Harassment 8–9
- Software 13–14, 16
- Subpoenas 18, 24, 26, 28
- Substance Abuse 10–11
- Supervisor Responsibilities 5–7, 9, 11, 22–23, 28

- Tariffs 26
- Telemarketing 19
- Telephone Consumer Protection Act (TCPA) 19
- Terrorism Financing 21, 24
- Trade Sanctions 21, 24
- Trademarks 13
- Travel 13, 24

- UNICall 10, 12, 19, 25–26, 28
- Unsolicited Faxes and E-mail (Spam) 19

- Waivers 4
- Weapons 10
- Whistleblowers 6
- Workplace Violence 10



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