

U.S. Department of Labor

Employee Benefits Security Administration
1100 Main Street, Suite 1200
Kansas City, MO 64105
816-426-5131 FAX 816-426-5511



MAY 11 2004

Steven Christoffersen
Senior Attorney
Qwest Communications International, Inc.
1801 California Street, 9th Floor
Denver, CO 80202

Re: Qwest Pension Plan
DOL Case Number: 60-099723

Dear Mr. Christoffersen:

Enclosed please find an executed copy of the Tolling Agreement between the U.S. Department of Labor and Qwest Communications International, Inc. and other respondents.

If you have any questions regarding the attached agreement, please contact *NAME TC* (816) 426-5121, extension *7C*

Sincerely,

Robert L. Webber
Acting Regional Director

• 2752

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AGREEMENT TO TOLL THE RUNNING
OF THE STATUTE OF LIMITATIONS

ELAINE L. CHAO, Secretary of the United States Department of Labor (the "Secretary"), acting in her official capacity, by and through her duly authorized representative
and
certain current and former members of the Qwest Communications International Inc. Board of Directors, individually listed below; certain former members of the Qwest Pension Plan Employee Benefits Committee, individually listed below; and Qwest Communications International Inc., (the "Respondents") individually or by and through its duly authorized representative(s),

HEREBY AGREE as follows:

WHEREAS, the Secretary is responsible for the administration and enforcement of Title I of the Employee Retirement Income Security Act of 1974 ("ERISA"), 29 U.S.C. §1001-1145, and

WHEREAS, the parties to this agreement desire to enter into an agreement tolling the statute of limitations set forth in ERISA §413, 29 U.S.C. §1113, in order to meet and exchange additional information with respect to claims under Title I of ERISA that may be asserted by the Secretary as described in paragraph one below, and, if appropriate, to negotiate with respect to such claims,

NOW, THEREFORE, the parties agree as follows:

1. The Secretary shall not institute legal proceedings against the Respondents before October 31, 2004, with respect to any acts or omissions of the Respondents concerning the

payment of "Additional Defined Lump Sum" benefits and "Enhanced Retirement Pension Benefits" as authorized by Appendices M, O, P, Q, R and S of the Qwest Pension Plan,

2. The running of the statute of limitations contained in ERISA §413, 29 U.S.C. §1113, shall be tolled as of April 23, 2004, and shall remain tolled through and including December 31, 2004 (the "Tolling Period") with respect to any action brought by the Secretary under Title I of ERISA involving any of the acts or omissions described in paragraph one above. Subject to the conditions set forth in paragraph 3 below, the Secretary and the Respondents agree that the tolling period will not be included in computing the time limited by any statute of limitations, nor will the tolling period be raised in any other defense raised by the Respondents (including laches, waiver, or estoppel) that otherwise would be available to the Respondents concerning the timeliness of any legal proceedings that may be brought against the Respondents as a result of the Secretary's findings from this investigation. The Secretary and the Respondents specifically agree that any applicable statute of limitations shall be tolled for the entire tolling period set forth herein.

3. This agreement shall have no effect on whether any claim that may be brought by the Secretary was barred prior to the date of execution of this document or April 23, 2004, whichever date is earlier, by any defense based upon the statute of limitations, the doctrines of waiver, laches, or estoppel, or any other matter constituting an avoidance of the Secretary's claims that is based on the time within which such action was commenced.

4. This document may be introduced as evidence of tolling in any such action brought by the Secretary against the Respondents.

5. This agreement is voidable by the Secretary unless executed by any or all of the Respondents by April ³⁰~~23~~ (per DOL letter dated April 14, 2004), 2004. The failure of any individual or entity to sign this agreement


shall not affect the validity of this agreement as to those individuals or entities that do sign this agreement. Subject to the provisions of paragraph one, in the event that this agreement is executed and submitted to the Secretary's undersigned Representative by fewer than all of the Respondents, the Secretary may, at any time, at her sole option: (i) rescind the agreement and commence litigation against some or all of the Respondents; or (ii) commence litigation against only the non-signatory Respondents. Proof of the Respondents' acceptance must be received by the Secretary's undersigned Representative by 5:00 p.m. M.D.S.T. on April ~~23~~³⁰, 2004. Receipt of ^(per DOC letter dated April 14, 2004) a facsimile copy of this signed agreement shall satisfy this requirement, with the original(s) of the agreement being provided to the Secretary's Representative following delivery of the signed facsimile copy of the agreement. This agreement may be executed in multiple counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

6. Nothing in this Agreement shall preclude the Secretary from filing at any time any amicus curiae briefs in any case, or from filing any proof of claim or other pleading or document in any bankruptcy proceeding.

7. The undersigned representatives of the parties each expressly acknowledge and represent that they are authorized and empowered to execute this agreement on behalf of the party represented. This agreement may be executed on behalf of any individual party by the party's duly authorized legal representatives.

8. This agreement may be renewed as necessary. The signatory parties agree that such renewals may be executed by counsel, if applicable, on behalf of the parties.

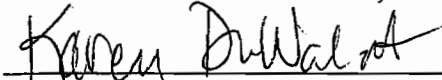
FOR THE SECRETARY OF LABOR:

By: 
Robert L. Webber
Acting Regional Director
Kansas City Regional Office

Date: 5/7/04

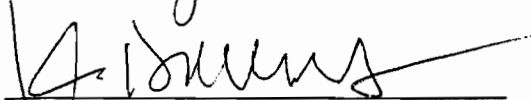
FOR THE RESPONDENT:

Qwest Communications International, Inc.

By: 

Date: _____

Its: VP - Legal

By: 

Date: 4-28-04

Karen DuWaldt, Vice President – Deputy General Counsel
Attorney for Qwest Communications International Inc.

FOR THE RESPONDENT:

Current and Former Members of the Qwest Communications International Inc. Board of Directors

By: _____
Richard C. Notebaert, Director

Date: _____

By: _____
Philip F. Anschutz, Director

Date: _____

By: _____
Joseph P. Nacchio, Former Director

Date: _____

By: _____
Linda G. Alvarado, Director

Date: _____

By: _____
Craig R. Barrett, Former Director

Date: _____

By: _____
Hank Brown, Former Director

Date: _____

By: _____
Thomas J. Donohue, Director

Date: _____

FOR THE SECRETARY OF LABOR:

By: _____
Robert L. Webber
Acting Regional Director
Kansas City Regional Office

Date: _____

FOR THE RESPONDENT:

Qwest Communications International, Inc.

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Date: _____

Its: _____

By: _____

Date: _____

Karen DuWaldt, Vice President – Deputy General Counsel
Attorney for Qwest Communications International Inc.

FOR THE RESPONDENT:

Current and Former Members of the Qwest Communications International Inc. Board of Directors

By: _____
Richard C. Notebaert, Director

Date: _____

By: 
Philip F. Anschutz, Director

Date: 4/30/04

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Hank Brown, Former Director

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Thomas J. Donohue, Director

Date: _____

FOR THE SECRETARY OF LABOR:

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Robert L. Webber
Acting Regional Director
Kansas City Regional Office

Date: _____

FOR THE RESPONDENT:

Qwest Communications International, Inc.

By: _____

Date: _____

Its: _____

By: _____
Karen DuWaldt, Vice President – Deputy General Counsel
Attorney for Qwest Communications International Inc.

Date: _____

FOR THE RESPONDENT:

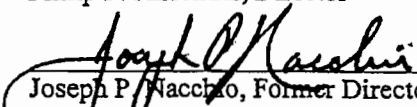
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Date: _____

FOR THE SECRETARY OF LABOR:

By: _____
Robert L. Webber
Acting Regional Director
Kansas City Regional Office

Date: _____

FOR THE RESPONDENT:
Qwest Communications International, Inc.

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Date: _____

Its: _____

By: _____
Karen DuWaldt, Vice President - Deputy General Counsel
Attorney for Qwest Communications International Inc.

Date: _____

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Date: _____

By: _____
Hank Brown, Former Director

Date: 4/30/04

By: _____
Thomas J. Donohue, Director

Date: _____

By: Jordan L. Haines Date: _____
Jordan L. Haines, Director

By: _____ Date: _____
Cannon Y. Harvey, Director

By: _____ Date: _____
Peter S. Hellman, Director

By: _____ Date: _____
Vinod Khosla, Director

By: _____ Date: _____
Marilyn C. Nelson, Former Director

By: _____ Date: _____
Frank Popoff, Director

By: _____ Date: _____
Craig D. Slater, Director

By: _____ Date: _____
W. Thomas Stephens, Director

FOR THE RESPONDENT:

Former Members of the Qwest Pension Plan Employee Benefits Committee

By: _____ Date: _____
Thomas J. Matthews

By: _____ Date: _____
Steve Bickley

By: _____ Date: _____
Mark Link

By: _____ Date: _____
Colleen Deutsch

By: _____ Date: _____
Barbara Irwin

By: _____ Date: _____

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| By: _____ Jordan L. Haines, Director | Date: _____ |
| By: <u><i>But Blue</i></u> Cannon Y. Harvey, Director | Date: <u>4/30/04</u> |
| By: _____ Peter S. Hellman, Director | Date: _____ |
| By: _____ Vinod Khosla, Director | Date: _____ |
| By: _____ Marilyn C. Nelson, Former Director | Date: _____ |
| By: _____ Frank Popoff, Director | Date: _____ |
| By: <u><i>But Blue</i></u> Craig D. Slater, Director | Date: <u>4/30/04</u> |
| By: _____ W. Thomas Stephens, Director | Date: _____ |

FOR THE RESPONDENT:

Former Members of the Qwest Pension Plan Employee Benefits Committee

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| By: _____ Thomas J. Matthews | Date: _____ |
| By: _____ Steve Bickley | Date: _____ |
| By: _____ Mark Link | Date: _____ |
| By: _____ Colleen Deutsch | Date: _____ |
| By: _____ Barbara Irwin | Date: _____ |
| By: _____ | Date: _____ |

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| By: _____ Jordan L. Haines, Director | Date: _____ |
| By: _____ Cannon Y. Harvey, Director | Date: _____ |
| By: _____ Peter S. Hellman, Director | Date: _____ |
| By: _____ <i>Vinod Khosla</i> Vinod Khosla, Director | Date: _____ |
| By: _____ Marilyn C. Nelson, Former Director | Date: _____ |
| By: _____ Frank Popoff, Director | Date: _____ |
| By: _____ Craig D. Slater, Director | Date: _____ |
| By: _____ W. Thomas Stephens, Director | Date: _____ |

FOR THE RESPONDENT:
Former Members of the Qwest Pension Plan Employee Benefits Committee

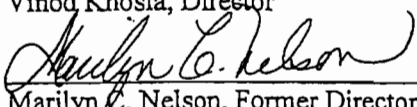
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| By: _____ Mark Link | Date: _____ |
| By: _____ Colleen Deutsch | Date: _____ |
| By: _____ Barbara Irwin | Date: _____ |
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By: _____ Date: _____
Jordan L. Haines, Director

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Cannon Y. Harvey, Director

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Peter S. Hellman, Director

By: _____ Date: _____
Vinod Khosla, Director

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Marilyn C. Nelson, Former Director

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Frank Popoff, Director

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Craig D. Slater, Director

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W. Thomas Stephens, Director

FOR THE RESPONDENT:
Former Members of the Qwest Pension Plan Employee Benefits Committee

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Mark Link

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Colleen Deutsch

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Barbara Irwin

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Peter S. Hellman, Director

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Vinod Khosla, Director

By: _____ Date: _____
Marilyn C. Nelson, Former Director

By: Frank Popoff _____ Date: 4-29-04
Frank Popoff, Director

By: _____ Date: _____
Craig D. Slater, Director

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W. Thomas Stephens, Director

FOR THE RESPONDENT:
Former Members of the Qwest Pension Plan Employee Benefits Committee

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Thomas J. Matthews

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Mark Link

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Colleen Deutsch

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Barbara Irwin

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By: _____
Craig D. Slater, Director

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By: _____
W. Thomas Stephens, Director

Date: _____

FOR THE RESPONDENT:
Former Members of the Qwest Pension Plan Employee Benefits Committee

By: Thomas J. Matthews
Thomas J. Matthews

Date: 4/22/04

By: _____
Steve Bickley

Date: _____

By: _____
Mark Link

Date: _____

By: _____
Colleen Deutsch

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Barbara Irwin

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| By: _____ Jordan L. Haines, Director | Date: _____ |
| By: _____ Cannon Y. Harvey, Director | Date: _____ |
| By: _____ Peter S. Hellman, Director | Date: _____ |
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| By: _____ Marilyn C. Nelson, Former Director | Date: _____ |
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| By: _____ Craig D. Slater, Director | Date: _____ |
| By: _____ W. Thomas Stephens, Director | Date: _____ |

FOR THE RESPONDENT:
Former Members of the Qwest Pension Plan Employee Benefits Committee

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| By: _____ Thomas J. Matthews | Date: _____ |
| By: _____ <i>Steve Bickley</i> Steve Bickley | Date: <u>4-23-04</u> |
| By: _____ Mark Link | Date: _____ |
| By: _____ Colleen Deutsch | Date: _____ |
| By: _____ Barbara Irwin | Date: _____ |
| By: _____ | Date: _____ |

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By: _____ Date: _____
 Jordan L. Haines, Director

By: _____ Date: _____
 Cannon Y. Harvey, Director

By: _____ Date: _____
 Peter S. Hellman, Director

By: _____ Date: _____
 Vinod Khosla, Director

By: _____ Date: _____
 Marilyn C. Nelson, Former Director

By: _____ Date: _____
 Frank Popoff, Director

By: _____ Date: _____
 Craig D. Slater, Director

By: _____ Date: _____
 W. Thomas Stephens, Director

FOR THE RESPONDENT:
 Former Members of the Qwest Pension Plan Employee Benefits Committee

By: _____ Date: _____
 Thomas J. Matthews

By: _____ Date: _____
 Steve Bickley

By: _____ Date: _____
 Mark Link

By: Colleen Deutsch Date: 4/29/04
 Colleen Deutsch

By: _____ Date: _____
 Barbara Irwin

By: _____ Date: _____

FROM :

FAX NO. : 3034566359

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By: Jordan L. Haines, Director

Date: _____

By: Cannon Y. Harvey, Director

Date: _____

By: Peter S. Hellman, Director

Date: _____

By: Vinod Khosla, Director

Date: _____

By: Marilyn C. Nelson, Former Director

Date: _____

By: Frank Popoff, Director

Date: _____

By: Craig D. Slater, Director

Date: _____

By: W. Thomas Stephens, Director

Date: _____

FOR THE RESPONDENT:

Former Members of the Qwest Pension Plan Employee Benefits Committee

By: Thomas J. Matthews

Date: _____

By: Steve Bickley

Date: _____

By: Mark Link

Date: _____

By: Colleen Deutsch

Date: _____

By: *Barbara Irwin*
Barbara Irwin

Date: 4/28/04

By: _____

Date: _____

By: _____ Date: _____
Jordan L. Haines, Director

By: _____ Date: _____
Cannon Y. Harvey, Director

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Peter S. Hellman, Director

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Vinod Khosla, Director

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Craig D. Slater, Director

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W. Thomas Stephens, Director

FOR THE RESPONDENT:

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By: _____ Date: _____
Thomas J. Matthews

By: _____ Date: _____
Steve Bickley

By: _____ Date: _____
Mark Link

By: _____ Date: _____
Colleen Deutsch

By: _____ Date: _____
Barbara Irwin

By: Russell Polce Date: 4/26/04

By: Russell Noles
Jeff Schumacher

Date: 4/20/04

By: _____
Eric Adelman

Date: _____

By: _____
Ian Ziskin

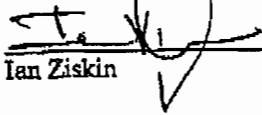
Date: _____

By: Russell Noles
Jeff Schumacher

Date: _____

By: Eric Adelman

Date: _____

By: 
Ian Ziskin

Date: 4/22/04

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STEPHENS

PAGE 02

By: _____
Jordan L. Haines, Director

Date: _____

By: _____
Cannon Y. Harvey, Director

Date: _____

By: _____
Peter S. Hellman, Director

Date: _____

By: _____
Vinod Khosla, Director

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Craig D. Slater, Director

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W. Thomas Stephens, Director

Date: _____

FOR THE RESPONDENT:

Former Members of the Qwest Pension Plan Employee Benefits Committee

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By: _____
Mark Link

Date: _____

By: _____
Colleen Deutsch

Date: _____

By: _____
Barbara Irwin

Date: _____

By: _____

Date: _____

FOR THE SECRETARY OF LABOR:

By: _____
Robert L. Webber
Acting Regional Director
Kansas City Regional Office

Date: _____

FOR THE RESPONDENT:
Qwest Communications International, Inc.

By: _____

Date: _____

Its: _____

By: _____
Karen DuWaldt, Vice President - Deputy General Counsel
Attorney for Qwest Communications International Inc.

Date: _____

FOR THE RESPONDENT:
Current and Former Members of the Qwest Communications International Inc. Board of Directors

By: _____
Richard C. Notebaert, Director

Date: _____

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Date: _____

By: _____
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Linda G. Alvarado, Director

Date: _____

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Craig R. Barrett, Former Director

Date: _____

By: _____
Hank Brown, Former Director

Date: _____

By: _____
Thomas J. Donohue, Director

Date: _____

FOR THE SECRETARY OF LABOR:

By: _____
Robert L. Webber
Acting Regional Director
Kansas City Regional Office

Date: _____

FOR THE RESPONDENT:
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Its: _____

By: _____
Karen DuWaldt, Vice President - Deputy General Counsel
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By: _____
Joseph P. Nacchio, Former Director

Date: _____

By: _____
Linda G. Alvarado, Director

Date: _____

By: _____
CRP
Craig R. Barrett, Former Director

Date: 30 APRIL 04

By: _____
Hank Brown, Former Director

Date: _____

By: _____
Thomas J. Donohue, Director

Date: _____

2776

FOR THE SECRETARY OF LABOR:

By: _____
Robert L. Webber
Acting Regional Director
Kansas City Regional Office

Date: _____

FOR THE RESPONDENT:
Qwest Communications International, Inc.

By: _____

Date: _____

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Karen DuWaldt, Vice President - Deputy General Counsel
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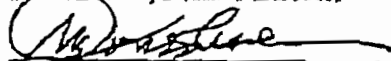
Date: _____

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Craig R. Barrett, Former Director

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FOR THE RESPONDENT:
Former Members of the Qwest Pension Plan Employee Benefits Committee

| | |
|---------------------------------|-------------|
| By: _____ Thomas J. Matthews | Date: _____ |
| By: _____ Steve Bickley | Date: _____ |
| By: _____ Mark Link | Date: _____ |
| By: _____ Colleen Deutsch | Date: _____ |
| By: _____ Barbara Irwin | Date: _____ |
| By: _____ | Date: _____ |

FOR THE RESPONDENT:

Qwest Pension Plan Employee Benefits Committee

By: _____ Date: _____
Antonia Ozeroff, Committee Member

By: _____ Date: _____
Ken Marcotte, Committee Member

By: _____ Date: _____
Janet Cooper, Committee Member

By: _____ Date: _____
Sue Parks, Committee Member

By: _____ Date: _____
Thomas J. Matthews, Committee Member

By: _____ Date: _____
Steve Bickley, Committee Member

By: *Mark Link* Date: 4.23.04
Mark Link, Committee Member

By: _____ Date: _____
Colleen Deutsch, Committee Member

By: _____ Date: _____
Barbara Irwin, Committee Member

By: _____ Date: _____
Russell Noles, Committee Member

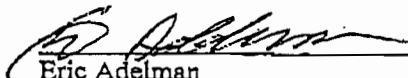
By: _____ Date: _____
Jeff Schumacher, Committee Member

By: _____ Date: _____
Eric Adelman, Committee Member

By: _____ Date: _____
Ian Ziskin, Committee Member

By: Russell Noles
Jeff Schumacher

Date: _____

By: 
Eric Adelman

Date: _____

By: _____
Ian Ziskin

Date: _____