



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

- 1. Purpose.** The purpose of the Compensation and Human Resources Committee (the “Committee”) is to discharge the responsibilities of the Board of Director’s (the “Board”) of Qwest Communications International Inc. (the “Company”) relating to compensation of the Company’s executives, to produce an annual report on executive compensation for inclusion in the Company’s proxy statement, in accordance with applicable rules and regulations, and to take such other actions within the scope of this Charter as the Committee deems necessary or appropriate.

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

- 2. Membership.** The Committee will be comprised of three or more directors. All members of the Committee will be directors who meet the independence requirements set forth in the Corporation’s Guidelines on Significant Governance Issues and any additional requirements for independence set forth in applicable law. The members of the Committee will be appointed by and serve at the discretion of the Board. The Chairperson of the Committee will be appointed by the Board.
- 3. Specific Responsibilities and Duties.** The Board delegates to the Committee the express authority to do the following:

- (a) Chief Executive Officer (“CEO”) Compensation and Goals.** Review and approve goals and objectives relevant to the CEO’s compensation, evaluate the CEO’s performance in light of those goals and objectives and in accordance with current Section 4.1 (or successor provision) of the Corporation’s Guidelines on Significant Governance Issues, and set the CEO’s compensation level based on this evaluation. During its consideration of the compensation of the CEO, the Committee shall meet in executive session, outside the presence of the CEO.

- (b) Act on behalf of the Board. To the fullest extent permitted by applicable law and the Corporation's Certificate of Incorporation and Bylaws, the Committee shall:
 - (i) *Executive Officers. Consider and approve the selection, retention and remuneration arrangements for executive officers and establish, review and approve compensation plans in which any executive officer is eligible to participate.*
 - (ii) *Other Senior Officers and Employees. Review an annual report from the CEO of the CEO's performance assessment and compensation review decisions for other officers and key management personnel.*
 - (iii) *Compensation Targets. Consider and set performance target goals for the senior officers and employees (other than executive officers), and determine whether these goals have been achieved.*
 - (iv) *Succession Plan. At least annually, consider a Chief Executive Officer succession plan and receive periodic reports from appropriate executive officers on the development of other members of the Company's senior management..*
 - (v) *Incentive Compensation Plans. Make recommendations to the Board with respect to the Company's incentive-compensation plans and equity-based compensation plans.*
 - (vi) *Overall Review of other Plans. Except as otherwise determined by the Board, review the other compensation plans of the Company and determine any differences between plan objectives, needs, and current benefit levels and approve any amendments.*
- (c) Annual Report. Produce an annual report on executive compensation for inclusion in the Company's proxy statement.
- (d) Review and Publication of Charter. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. Publish the Charter as required by the rules and regulations of applicable law.
- (e) Annual Review. Annually review the Committee's own performance.

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

- 9.1 Retention of Independent Counsel and Advisors. The Committee has the power, in its sole discretion, to retain at the Company's expense such independent counsel, advisors and experts as it deems necessary or appropriate to carry out its duties.
- 9.2 Reliance Permitted. The Committee will act in reliance on management, the Company's independent public accountants, internal auditors, and advisors and experts, as it deems necessary or appropriate to enable it to carry out its duties.
- 9.3 Investigations. The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.
- 9.4 Required Participation of Employees. The Committee shall have unrestricted access to the Company's employees, independent public accountants, internal auditors, internal and outside counsel, and may require any employee of the Company or representative of the Company's outside counsel or independent public accountants to attend a meeting of the Committee or to meet with any members of the Committee or representative of the Committee's counsel, advisors or experts.

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