



CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
of the
BOARD OF DIRECTORS
of
QWEST COMMUNICATIONS INTERNATIONAL INC.

1. **Purpose.** The purpose of the Committee is to (a) identify and nominate, or assist the Board of Directors (the “Board”) of Qwest Communications International Inc. (the “Company”) in identifying individuals qualified to become Board members and Board committee members consistent with criteria approved by the Board, and to select, or to recommend that the Board select, the director nominees for the next annual meeting of stockholders and the Board committee nominees; (b) develop and recommend to the Board a set of corporate governance principles applicable to the Company; (c) oversee the evaluation of the Board and Company management; (d) oversee communications with stockholders relating to the solicitation of proxies and other matters relating to stockholder meetings; (e) evaluate the compensation of directors annually and (f) take such other actions within the scope of this Charter as the Committee deems necessary or appropriate.
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 and removed 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) **Board Composition.** Evaluate the appropriate size and composition of the Board; evaluate and propose changes, if necessary, to the Board’s criteria for Board membership; and evaluate the independence of existing and prospective directors.
 - (b) **Nominations.** Seek and evaluate qualified individuals to become directors in accordance with the Board’s criteria for selecting new directors. Annually evaluate directors for re-nomination in accordance with the Board’s criteria for evaluating the performance of directors.
 - (c) **Committees.** Evaluate the nature, structure, composition and operations of this and other Board committees.

- (d) **Governance Guidelines & Board Code Ethics.** Draft Corporate Governance Guidelines for the Company and a code of business conduct and ethics for Directors and recommend them to the Board for approval. Monitor and reassess from time to time the governance guidelines and business code of conduct and ethics and provide recommendations for any revisions or waivers to the Board for approval.
 - (e) **Annual Review.** At least annually, take such steps as the Committee deems necessary or appropriate with respect to oversight, evaluation and assessment of the performance of the Board and management, each other Board committee and this Committee.
 - (f) **Review Charter.** Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
 - (g) **Board Compensation.** At least annually, review the compensation of the Board for appropriateness and sufficiency.
 - (h) **Stockholder Communications.** Oversee the preparation and review of any proxy statements of management of the Corporation, as well as any other communications with stockholders relating stockholder meetings.
 - (i) **Other Actions.** Take such other actions as may be requested or required by the Board from time to time.
 - (j) **Recommendations; Reports.** Make recommendations and report to the Board and other Board committees with respect to any of the foregoing matters.
- 4. Search Firm.** The Board delegates to the Committee the express authority to decide whether to retain a search firm to assist the Committee in identifying, screening and attracting director candidates. If the Committee decides in its 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 search firm's fees and other retention terms.
- 5. 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.

6. Minutes. Minutes of each meeting will be kept, which will reflect any actions taken or any directions given to management.
7. Subcommittees. The Committee has the power to appoint and delegate matters to subcommittees, but no subcommittee will have any final decision making authority on behalf of Board.
8. Reliance; Experts; Cooperation.
 - 8.1 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.
 - 8.2 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.
 - 8.3 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.
 - 8.4 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.

[End]

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