

ATTACHMENT A

**QWEST COMMUNICATIONS INTERNATIONAL INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (1) (2)
(UNAUDITED)**

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2009	2008	% Change	2009	2008	% Change
	(Dollars in millions except per share amounts, shares in thousands)					
Operating revenue.....	\$ 3,054	\$ 3,379	(9.6)%	\$ 9,317	\$ 10,160	(8.3)%
Operating expenses:						
Cost of sales (exclusive of depreciation and amortization).....	932	1,232	(24.4)%	2,794	3,562	(21.6)%
Selling.....	460	575	(20.0)%	1,502	1,657	(9.4)%
General, administrative and other operating.....	596	519	14.8 %	1,764	1,650	6.9 %
Depreciation and amortization.....	581	599	(3.0)%	1,732	1,753	(1.2)%
Total operating expenses.....	<u>2,569</u>	<u>2,925</u>	(12.2)%	<u>7,792</u>	<u>8,622</u>	(9.6)%
Operating income.....	485	454	6.8 %	1,525	1,538	(0.8)%
Other expense (income)—net:						
Interest expense on long-term borrowings and capital leases—net	274	263	4.2 %	810	805	0.6 %
Other—net	—	(27)	nm	(11)	(28)	(60.7)%
Total other expense (income)—net	<u>274</u>	<u>236</u>	16.1 %	<u>799</u>	<u>777</u>	2.8 %
Income before income taxes.....	211	218	(3.2)%	726	761	(4.6)%
Income tax expense.....	75	73	2.7 %	172	286	(39.9)%
Net income.....	<u>\$ 136</u>	<u>\$ 145</u>	(6.2)%	<u>\$ 554</u>	<u>\$ 475</u>	16.6 %
Earnings per common share:						
Basic.....	\$ 0.08	\$ 0.08	— %	\$ 0.32	\$ 0.27	18.5 %
Diluted.....	\$ 0.08	\$ 0.08	— %	\$ 0.32	\$ 0.27	18.5 %
Weighted average common shares outstanding:						
Basic.....	1,711,954	1,713,127	(0.1)%	1,707,354	1,739,441	(1.8)%
Diluted.....	1,719,502	1,713,745	0.3 %	1,713,405	1,741,928	(1.6)%

nm—Percentages greater than 200% and comparisons between positive and negative values or to/from zero values are considered not meaningful.

(1) We have reclassified certain prior year amounts to conform to the current quarter presentation.

(2) Effective January 1, 2009, we adopted FSP APB 14-1 (Accounting Standards Codification ("ASC") 470). The adoption of this FSP resulted in us retrospectively adjusting previously reported net income, interest expense on long-term borrowings and capital leases—net and income tax expense for all periods presented.

ATTACHMENT B

**QWEST COMMUNICATIONS INTERNATIONAL INC.
CONDENSED CONSOLIDATED BALANCE SHEETS (1) (2)
(UNAUDITED)**

	<u>September 30,</u> <u>2009</u>	<u>December 31,</u> <u>2008</u>
	<u>(Dollars in millions)</u>	
ASSETS		
Current assets:		
Cash and cash equivalents.....	\$ 2,074	\$ 565
Other.....	<u>2,273</u>	<u>2,405</u>
Total current assets.....	4,347	2,970
Property, plant and equipment—net and other.....	<u>15,878</u>	<u>17,171</u>
Total assets.....	<u>\$ 20,225</u>	<u>\$ 20,141</u>

LIABILITIES AND STOCKHOLDERS' DEFICIT

Current liabilities:		
Current portion of long-term borrowings	\$ 925	\$ 820
Accounts payable and other.....	<u>2,656</u>	<u>3,033</u>
Total current liabilities.....	3,581	3,853
Long-term borrowings—net.....	13,210	12,735
Other.....	<u>4,465</u>	<u>4,939</u>
Total liabilities.....	21,256	21,527
Stockholders' deficit.....	<u>(1,031)</u>	<u>(1,386)</u>
Total liabilities and stockholders' deficit.....	<u>\$ 20,225</u>	<u>\$ 20,141</u>

(1) We have reclassified certain prior year amounts to conform to the current quarter presentation.

(2) Effective January 1, 2009, we adopted FSP APB 14-1(ASC 470). The adoption of this FSP resulted in us retrospectively adjusting previously reported long-term borrowings—net, other assets and liabilities and stockholders' deficit for all periods presented.

ATTACHMENT C

QWEST COMMUNICATIONS INTERNATIONAL INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Nine Months Ended September 30,	
	2009	2008
	(Dollars in millions)	
Cash provided by operating activities.....	\$ 2,431	\$ 2,023
Cash used for investing activities.....	(1,016)	(1,343)
Cash provided by (used for) financing activities.....	94	(996)
Increase (decrease) in cash and cash equivalents.....	<u>\$ 1,509</u>	<u>\$ (316)</u>

ATTACHMENT D

**QWEST COMMUNICATIONS INTERNATIONAL INC.
SELECTED CONSOLIDATED DATA (1)
(UNAUDITED)**

	Three Months Ended		% Change
	September 30,		
	2009	2008	
	(Dollars in millions)		
Operating revenue (2):			
Total segment revenue.....	\$ 2,958	\$ 3,286	(10.0)%
Other revenue (primarily USF surcharges)	96	93	3.2 %
Total operating revenue	\$ 3,054	\$ 3,379	(9.6)%
Total segment results (2) (3):			
Total segment revenue.....	\$ 2,958	\$ 3,286	(10.0)%
Total segment expenses.....	1,417	1,782	(20.5)%
Total segment income.....	\$ 1,541	\$ 1,504	2.5 %
Total segment margin percentage.....	52.1%	45.8%	
Revenue, expenses, income and margin percentage by segment (2) (3):			
Business markets:			
Revenue:			
Strategic services (4).....	\$ 402	\$ 361	11.4 %
Legacy services (4).....	477	525	(9.1)%
Total strategic & legacy services.....	879	886	(0.8)%
Data integration (4).....	153	158	(3.2)%
Total revenue.....	1,032	1,044	(1.1)%
Expenses:			
Direct segment expenses.....	300	339	(11.5)%
Assigned facility, network and other expenses.....	323	336	(3.9)%
Total expenses.....	623	675	(7.7)%
Income.....	\$ 409	\$ 369	10.8 %
Margin percentage.....	39.6%	35.3%	
Mass markets:			
Revenue:			
Strategic services (4).....	\$ 346	\$ 335	3.3 %
Legacy services (4).....	860	975	(11.8)%
Total strategic & legacy services.....	1,206	1,310	(7.9)%
Wireless services (4).....	20	116	(82.8)%
Total revenue.....	1,226	1,426	(14.0)%
Expenses:			
Direct segment expenses.....	250	323	(22.6)%
Assigned facility, network and other expenses.....	303	428	(29.2)%
Total expenses.....	553	751	(26.4)%
Income.....	\$ 673	\$ 675	(0.3)%
Margin percentage.....	54.9%	47.3%	
Wholesale markets:			
Revenue:			
Strategic services (4).....	\$ 303	\$ 309	(1.9)%
Legacy services (4).....	397	507	(21.7)%
Total revenue.....	700	816	(14.2)%
Expenses:			
Direct segment expenses.....	35	45	(22.2)%
Assigned facility, network and other expenses.....	206	311	(33.8)%
Total expenses.....	241	356	(32.3)%
Income.....	\$ 459	\$ 460	(0.2)%
Margin percentage.....	65.6%	56.4%	

**ATTACHMENT D
(CONTINUED)**

**QWEST COMMUNICATIONS INTERNATIONAL INC.
SELECTED CONSOLIDATED DATA
(UNAUDITED)**

	September 30,		% Change
	2009	2008	
(Amounts in thousands, except for employees)			
Operating metrics:			
Total employees.....	31,292	34,656	(9.7)%
Access lines:			
Business markets.....	2,468	2,680	(7.9)%
Mass markets.....	7,045	8,022	(12.2)%
Wholesale markets (5).....	1,048	1,167	(10.2)%
Total access lines.....	<u>10,561</u>	<u>11,869</u>	(11.0)%
Mass markets connections:			
Access lines:			
Consumer primary lines.....	5,375	6,134	(12.4)%
Consumer additional lines.....	459	573	(19.9)%
Small business lines.....	1,211	1,315	(7.9)%
Total access lines.....	<u>7,045</u>	<u>8,022</u>	(12.2)%
Other connections:			
Broadband subscribers (6).....	2,951	2,793	5.7 %
Video subscribers.....	862	761	13.3 %
Wireless subscribers (6).....	786	772	1.8 %
Total other connections.....	<u>4,599</u>	<u>4,326</u>	6.3 %
Total mass markets connections.....	<u>11,644</u>	<u>12,348</u>	(5.7)%
Three Months Ended September 30,			
	2009	2008	% Change
Capital expenditures (in millions) (7):.....	\$ 341	\$ 466	(26.8)%
Consumer ARPU (in dollars) (8):.....	\$ 59	\$ 56	5.4 %
Wholesale minutes of use from carriers and CLECs (in millions).....	8,274	9,770	(15.3)%

(1) We have reclassified certain prior year amounts to conform to the current quarter presentation.

(2) We centrally manage revenue from USF (Universal Service Fund) surcharges, consequently, it is not assigned to any of our segments.

(3) Segment margin percentage represents segment income as a percentage of segment revenue. Segment income is net of direct costs incurred by the segment, such as segment specific employee-costs, bad debt, equipment sales costs and other non-employee related costs. Additionally, we assign other expenses to the segments using an activity-based costing methodology. Assigned expenses include network expenses, facility costs, and various other costs.

(4) Our strategic services are primarily private line, broadband, Qwest iQ Networking®, hosting, video, VoIP and Verizon Wireless services.

Our legacy services are primarily local, long distance, access, traditional WAN, ISDN, and other more traditional telecommunications services.

Data integration is telecommunications equipment located on customers' premises and related professional services. These services include network management, installation and maintenance of data equipment and building of proprietary fiber-optic broadband networks for our governmental and business customers.

Our Qwest-branded wireless products and services are wireless products and services that we provide through our mass markets segment under a pre-existing arrangement with a different wireless provider. This arrangement will end on October 31, 2009.

(5) Wholesale markets access lines include UNE (Unbundled Network Elements) lines.

(6) Broadband and wireless subscribers include an immaterial amount of business markets customers.

(7) Capital expenditures exclude assets acquired through capital leases.

(8) Consumer ARPU (Average Revenue Per Unit) is measured as consumer revenue, which includes revenue from strategic and legacy services in the period divided by the average number of primary access lines for the period. We believe this metric can be a useful measure of the revenue performance of our consumer business within our mass markets segment on a per-customer basis. We use ARPU internally to assess the revenue performance of our consumer business within our mass markets segment and the impact on this business of periodic customer initiatives and product roll-outs. ARPU is not a measure determined in accordance with accounting principles generally accepted in the United States of America, or GAAP, and should not be considered as a substitute for our mass markets segment revenue or any other measure determined in accordance with GAAP.

ATTACHMENT E

QWEST COMMUNICATIONS INTERNATIONAL INC.
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES (1)
(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,		Year Ended December 31,
	2009	2008	2009	2008	2008
	(Dollars in millions)				
Operating revenue.....	\$ 3,054	\$ 3,379	\$ 9,317	\$ 10,160	\$ 13,475
Cost of sales (exclusive of depreciation and amortization)	(932)	(1,232)	(2,794)	(3,562)	(4,585)
Selling expenses.....	(460)	(575)	(1,502)	(1,657)	(2,208)
General, administrative and other operating expenses.....	(596)	(519)	(1,764)	(1,650)	(2,231)
EBITDA (2).....	\$ 1,066	\$ 1,053	\$ 3,257	\$ 3,291	\$ 4,451
EBITDA—as adjusted (3):	\$ 1,093	\$ 1,083	\$ 3,330	\$ 3,368	\$ 4,547
Less: Legal reserve.....	(16)	—	(16)	(40)	(40)
Less: Property tax settlement.....	—	—	—	40	40
Less: Realignment, severance and related costs.....	(11)	(30)	(57)	(77)	(96)
EBITDA (2):.....	1,066	1,053	3,257	3,291	4,451
Depreciation and amortization.....	(581)	(599)	(1,732)	(1,753)	(2,354)
Total other (expense) income—net	(274)	(236)	(799)	(777)	(1,046)
Income tax expense.....	(75)	(73)	(172)	(286)	(399)
Net income.....	\$ 136	\$ 145	\$ 554	\$ 475	\$ 652
EBITDA margin percentage—as adjusted (3):					
EBITDA—as adjusted	\$ 1,093	\$ 1,083	\$ 3,330	\$ 3,368	\$ 4,547
Divided by total operating revenue.....	\$ 3,054	\$ 3,379	\$ 9,317	\$ 10,160	\$ 13,475
EBITDA margin percentage—as adjusted	35.8%	32.1%	35.7%	33.1%	33.7%
EBITDA margin percentage (2):					
EBITDA.....	\$ 1,066	\$ 1,053	\$ 3,257	\$ 3,291	\$ 4,451
Divided by total operating revenue.....	\$ 3,054	\$ 3,379	\$ 9,317	\$ 10,160	\$ 13,475
EBITDA margin percentage.....	34.9%	31.2%	35.0%	32.4%	33.0%
Free cash flow from operations (4):					
Cash provided by operating activities.....	\$ 769	\$ 726	\$ 2,431	\$ 2,023	\$ 2,931
Less: expenditures for property, plant and equipment and capitalized software.....	(341)	(466)	(1,023)	(1,416)	(1,777)
Free cash flow from operations.....	428	260	1,408	607	1,154
Add: certain one-time settlement payments	—	70	16	239	285
Adjusted free cash flow from operations.....	\$ 428	\$ 330	\$ 1,424	\$ 846	\$ 1,439

ATTACHMENT E
(CONTINUED)

QWEST COMMUNICATIONS INTERNATIONAL INC.
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES
(UNAUDITED)

	<u>September 30,</u>	<u>December 31,</u>
	<u>2009</u>	<u>2008</u>
(Dollars in millions)		
Net debt (5):		
Current portion of long-term borrowings.....	\$ 925	\$ 820
Long-term borrowings—net.....	13,210	12,735
Total borrowings—net.....	14,135	13,555
Less: cash and cash equivalents	(2,074)	(565)
Net debt.....	\$ 12,061	\$ 12,990

Ratio of net debt to EBITDA—as adjusted (6):

Total net debt.....	\$ 12,061	\$ 12,990
Divided by EBITDA—as adjusted	\$ 4,509	\$ 4,547
Ratio of net debt to EBITDA—as adjusted.....	2.7	2.9

(1) We have reclassified certain prior year amounts to conform to the current quarter presentation. Effective January 1, 2009, we adopted FSP APB 14-1. The adoption of this FSP resulted in us retrospectively adjusting previously reported net income and long-term borrowings—net for all periods presented.

(2) EBITDA and EBITDA margin percentage are non-GAAP financial measures. Other companies may calculate these measures (or similarly titled measures) differently. We believe these measures provide useful information to investors in evaluating our capital-intensive business because they reflect our operating performance before the impacts of non-cash items and are indicators of our ability to service debt, pay taxes and fund discretionary spending such as capital expenditures. Management also uses EBITDA for a number of purposes, including setting targets for compensation and assessing the performance of our operations.

(3) EBITDA—as adjusted and EBITDA margin percentage—as adjusted are non-GAAP financial measures that reflect our operating performance before the impacts of certain non-cash items and after removing the effects of items that we believe are not representative of our core ongoing telecommunications operations, such as severance charges, restructuring charges and charges for securities-related litigation. We provide this information to supplement our GAAP financial measures because we believe that investors commonly use this information to analyze the results of our core operations, to identify financial trends in these results and to compare our operating performance to that of our competitors. Management also uses these measures for a number of purposes, including setting targets for compensation and assessing the performance of our operations.

(4) Free cash flow and adjusted free cash flow from operations are non-GAAP financial measures that indicate cash generated by our business after operating expenses, capital expenditures, interest expense and income tax expense/benefit. We believe these measures provide useful information to our investors for purposes of evaluating our ability to satisfy our debt and other mandatory payment obligations and because they reflect cash flows available for financing activities and voluntary debt repayment. This is of particular relevance for our business given our significant debt balance. We also use free cash flow and adjusted free cash flow from operations internally for a variety of purposes, including setting targets for compensation and budgeting our cash needs. These measures are not determined in accordance with GAAP and should not be considered as a substitute for “income before income taxes” or “cash provided by operating activities” or any other measure determined in accordance with GAAP. Due to the forward-looking nature of expected free cash flow amounts for 2009, information to reconcile this non-GAAP financial measure is not available at this time.

(5) Net debt is a non-GAAP financial measure that we calculate as our total borrowings (current plus long-term) less our cash and cash equivalents. We believe net debt is helpful in analyzing our leverage, and management uses this measure in making decisions regarding potential financings. Net debt is not a measure determined in accordance with GAAP and should not be considered as a substitute for “current portion of long-term borrowings” or “long-term borrowings” or any other measure determined in accordance with GAAP.

(6) The ratio of net debt to EBITDA—as adjusted is a non-GAAP financial measure that we calculate as net debt divided by a rolling four quarters of EBITDA—as adjusted. Other companies may calculate this measure differently. We believe this measure provides useful information to our investors about our debt level relative to our performance and about our ability to meet our financial obligations.