



CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS

Directors of Qwest Communications International, Inc. ("Qwest") who are also officers and employees of Qwest are subject to the Qwest Code of Conduct and related Corporate Policies. Qwest recognizes that, unlike those directors who are officers and employees of Qwest, those directors who are not officers or employees of Qwest are involved on a day-to-day basis with many financial, business, and other activities and, investments, apart from their service on Qwest's Board.

The purpose of this Code is to outline the manner in which non-employee directors should act so as to avoid conflicts between their financial, business and other activities and their responsibilities as members of the Board of Qwest.

1. Directors should conduct all their financial, business and other activities in full compliance with applicable laws, rules and regulations, and should exercise their own good judgment in all matters.
2. Directors should maintain the confidentiality of all Qwest information entrusted to them except in circumstances where a director reasonably believes that disclosure is required or permitted. Confidential information concerning Qwest should not be used in violation of any applicable law or regulations including insider trading laws and regulations.
3. Directors should take appropriate steps to ensure that Qwest's assets are protected and properly used for legitimate business purposes of Qwest.
4. If a director becomes aware of facts that would cause him or her to be in violation of this Code, the director shall promptly inform the Nominating and Governance Committee and the CEO.
5. As a general matter, the selection of, and negotiation of agreements with, suppliers of goods and services to Qwest, and customers of Qwest, is the responsibility of management of Qwest under the direction of the CEO and other officers; generally, contracts with suppliers and customers will not be presented to the Board for review or approval. If a contract with a supplier or customer is submitted to the Board, or if a director is asked by Qwest management to become involved on behalf of Qwest with an actual or potential supplier or customer of Qwest, a director must disclose any position as an executive officer or director of such company, or any direct or indirect financial interest in such supplier or customer (except immaterial investments in public companies) or other material business relationship with such other company of

the director (or to his or her knowledge, an immediate family member or close friend of the director) to the CEO and the Nominating and Governance Committee.

6. If a director (or to his or her knowledge, an immediate family member or close friend of the director) has a direct or indirect financial interest in, a business relationship with, or is a director or an executive officer of, a company that is doing or potentially will do business with Qwest, the director (i) shall recuse himself or herself from any vote of the Board concerning such company, and (ii) shall not participate on behalf of either Qwest or such other company in any communications between Qwest and the other company concerning the terms of their business relationship, or advise such other company concerning the terms of its business relationship with Qwest, unless specifically requested to do so by the CEO, after notice to the Nominating and Governance Committee.
7. Directors should strive to conduct their financial, business and other activities, including personal investments, in such a way that such activities do not interfere with their responsibilities as directors of Qwest or otherwise prevent them from exercising their objective judgment on matters they reasonably believe would come before the Board of Qwest. A director shall promptly notify the General Counsel of any potential transaction of which he or she is aware between Qwest and any of (i) an individual who has been a director or executive officer of Qwest at any time since the beginning of the last fiscal year, or an immediate family member of any such individual, (ii) a five percent shareholder of Qwest's voting securities, or an immediate family member of such a shareholder, or (iii) an entity in which any individual identified in (i) or (ii) serves as an executive officer or general partner or otherwise controls such entity or, together with any other individuals identified in (i) or (ii), holds an aggregate ownership interest of ten percent or more.
8. Charitable contributions by Qwest exceeding \$25,000 in any calendar year to an organization (including any sponsorship of an organization or an event related to an organization) with which a director is affiliated shall be subject to the prior approval of the Nominating and Governance Committee, which shall consider the effect of any such contribution on the applicable director's independence.
9. Directors presented in their capacity as a member of Qwest's Board with a material business opportunity which Qwest is financially able to undertake, which the other parties to such business opportunity are willing and able to make available to Qwest, and which falls within existing lines of the Qwest's business or which falls within an area in which the director knows that Qwest may have an interest, may not take advantage of such business opportunity for his or her personal benefit unless the opportunity is first presented to Qwest and Qwest declines to pursue the opportunity.
10. Directors shall not initiate the acquisition of any new direct or indirect financial interest in a company, including the purchase of shares from the issuer of "friends and family" stock in an initial public offering, if, within the past two years, the director has participated on behalf of Qwest, or expects to participate on behalf of Qwest, in any decisions or negotiations concerning transactions with that company.