

YOUCAN REFERRAL PROGRAM™
TERMS AND CONDITIONS
Effective April 1, 2009

Eligible employees who participate in the program are required to read, understand and follow the Qwest Code of Conduct, corporate policies and Terms and Conditions supporting the program, particularly as they relate to ethical sales practices. Questions should be directed to the employee's supervisor or the Advice Line at 1 800-333-8938. Qwest reserves the right to revise the program, product eligibility, work group eligibility and awards, or to cancel the program at any time, without notice and without any liability or obligation to any employee.

Participation in the YOUCAN Referral Program is strictly voluntary and makes no direct or implied promise of continued employment. Engagement in the program is strictly for the employee's own personal benefit. Eligible employees are only eligible to receive YOUCAN referral awards if such referrals are eligible for awards under the YOUCAN rules and Eligible employees will receive no other forms of pay or compensation for participating in the Program except as further defined by the Qwest YOUCAN Program Management Team.

Program Eligibility

- All Qwest active, regular full-time, part-time and incidental employees are eligible to participate in the program, except the following:
 - Contract, contingent and temporary employees
 - Any other employee declared ineligible by the company
- Qwest sales and other Qwest employees who are paid on a commission or incentive basis and not included in the above ineligible employee list will be eligible to participate and to submit referrals in the YOUCAN Referral Program for products or services for which they do not receive compensation or commission. Specifically:
 - Employees working in the business sales and service centers may refer friends and family for all eligible residential products and services as well as self referrals
 - Employees working in the consumer sales centers may refer business acquaintances for all eligible business products and services as well as self referrals
 - Wholesale sales employees may refer all Qwest products and services
- Qwest YOUCAN employees are only eligible to do self referrals
- In order to receive referral awards or contest prizes, you must be a current Qwest employee on Qwest payroll at the time the referral pays out or the prize is awarded. If your employment is terminated prior to payout or award all awards/prizes will be forfeited. The Qwest Human Resource database shall be the means to determine employment status.
- Employees no longer employed at Qwest are ineligible to refer in the YOUCAN program. That employee account will be deactivated. They may

instead enroll in our General Refer a Friend program by calling 1 866-896-8226 or going online at www.qwestreferafriend.com.

Biographical Release

Employees agree that Qwest may use your name, likeness, photograph, job title, statements, voice and any other information regarding your participation in the YOUCAN program (collectively, "Your Likeness") in connection with the following: Qwest's employee-accessible websites, including but not limited to the YOUCAN site and the employee intranet site (the "Q"), and on emails, newsletters and other publications targeted to Qwest employees for the purpose of promoting and informing others about the YOUCAN program and without compensation to you. You agree to waive any right you may have to inspect or approve the use of Your Likeness by Qwest. In addition, you waive all intellectual property rights, privacy/publicity rights and other legal or moral rights that might preclude Qwest's use of Your Likeness, and you agree not to sue or assert any claim against Qwest relating to its use of Your Likeness.

Referral Process Requirements

Customer Referral and Product Information:

- The prospective customer of record must clearly and unambiguously express consent and:
 - Authorize the eligible, referring employee to make the referral submission, and
 - Give explicit permission to be contacted by telephone for referral follow-up and sale
- Only the employee who receives the customer's consent may submit the referral.
- Products and services may NEVER be added to a customer's record without explicit consent of the authorized or responsible party, and must be added only by a YOUCAN Provisioning Center employee.
- Referrals can be made only for products and services identified on the award values page on the YOUCAN Web site. Referrals can include an ineligible product or service as long as the referral includes at least one eligible product or service.
- The Qwest YOUCAN Provisioning Center must conclude any and every referral sale of a product or service, explaining, as appropriate, the functions, features, price, etc., to the customer. All orders associated with referrals must be written by the YOUCAN Provisioning Center (SDC/LMS participants - please review specific guidelines on the YOUCAN Web site). Additionally, YOUCAN Provisioning Center employees must speak directly to customers referred through the program, except for those orders issued on www.qwest.com/referral. The provisioning center generally attempts to contact the referred customer within 24-48 business hours.
- Orders placed through Qwest.com/referral:
 - Only residential orders can be placed using Qwest.com/referral

- Residential Online Order Bonus is per account, not per product ordered
- Qwest.com/referral is not currently available in Spanish

Code of Conduct Requirements:

- Employees may never share lead information with other employees for referral purposes and for financial gain.
- Employees may not share or agree to share anything of value with a potential customer in exchange for the referral or the customer's purchase of a service or product
- Employees must avoid any conduct or action that conflicts or appears to conflict with their responsibility to Qwest or otherwise violates the Qwest Code of Conduct.

CPNI Requirements:

- Employees with access to Customer Proprietary Information (CPNI) must understand, and follow the relevant CPNI rules; and obtain the customer's consent when appropriate.
- Employees making referrals may never use (CPNI) to identify prospects of potential services and products, unless specifically and expressly permitted by Qwest's CPNI methods, practices, and policies.
- Employees may not use non-public company systems, databases or facilities to suggest the availability of a service or product.
- Employees using CPNI to sell Qwest products and services must understand and follow the CPNI rules and obtain the customer's consent when appropriate. Under no circumstances may an employee use the proprietary information of competing carriers in connection with a referral. Employees must follow all relevant corporate guidelines and rules relating to CPNI and other carrier information.
- Follow all policies and rules relating to use of and access to customer information and information belonging to other carriers. Employees in the wholesale group must be particularly careful to avoid even the appearance of misusing the information of other carriers.

Product and Marketing:

- Outbound telemarketing, door-to-door sales, promotional advertising by any employee, and use of any material not expressly permitted by these Terms and Conditions, must be approved in advance and in writing through the YOUCAN Referral program management team.
- Print on Demand Materials available under the Marketing Materials menu on the YOUCAN web site may be used. In addition, management employees within the 14 state local service region may participate in the Adopt a Neighborhood program and utilize marketing collateral provided by that program.
- Network technicians and wholesale employees may not discuss Qwest products/services, leave Qwest marketing material or make referrals for Wholesale customers.

- Eligible employees may generally discuss company services and products, but may never make representations, claims or offers or otherwise characterize any company service, product, term, condition, tariff, price list, catalog terms or other matter except as expressly described and stated in company-provided brochures and advertisements.
- Prospective customers must always be advised that the actual performance, price or other matter affecting a product or service can only be confirmed by the Qwest YOUCAN Provisioning Center. The information provided by the eligible employee is thought to be accurate, but may not be used or relied upon. All sales are finalized, and all orders written in the designated Qwest provisioning centers.

Ineligible and Limited Product Referrals:

- Referrals for billing corrections, corrections to service orders or requests for repair do not qualify and should not be referred through the YOUCAN program.
- Referrals will not be eligible for program awards if the product or service is already on the customer service record or if the sale results in a net revenue decrease. Referrals for customers who are reinstating same service or moving the same service from one location to another do not qualify. Additional products that are added at the customer's new location are eligible to be referred.
- Referrals for services to be retained for less than 90 days (temporary service) will be eligible for a maximum of \$25 in program awards. The \$25 applies to the entire account, and is not per service/location. (Lines or jacks installed for events or emergencies including but not limited to state fairs, fireworks stands, holiday kiosks, etc., are considered temporary service.)
- Federal & "State Of" accounts (state government accounts with the term "State Of" in the name) are not eligible for referral.
- An employee will not receive awards for a sale if the employee or customer had that specific product on their account and disconnected it within the last 90 days. An employee referring a product or service to an account must retain the product or service for at least 90 days.
- If an order is canceled or the service is removed referral credit will be removed.
- Referrals for eligible contract renewals cannot be submitted more than 90 days in advance of the contract expiration date. Any referral submitted earlier will be closed with no program awards.
- Referrals cannot be made on official company service (OCS) orders for Qwest owned and operated facilities.
- Valid referrals are referrals made for products and services identified on the program Web site. Invalid referrals include but are not limited to the following: referrals for billing corrections, corrections to service orders, requests for repairs, reinstatement of service after discontinuation for non-payment, official company service orders (OCS) for Qwest owned and operated facilities, buried service wire, and duplicate referrals.

- Two open referrals for the same telephone number, for the same product or service will be considered duplicate referrals. In the case of a duplicate referral, the employee who submitted the first-received referral will receive the award, if applicable.
- An employee referring residential or business packages where the transaction substitutes a service or product for another one will only be awarded on the value of the “up sell” or added revenue of the transaction. Awards will only be made for sold referrals that result in a net increase in revenue for eligible products – product list found on the YOUCAN Web site under “Product Award Values”.

Employees may face disciplinary action up to and including dismissal for acting inconsistently or in violation of any of the relevant Terms and Conditions, the Qwest Code of Conduct, or Qwest’s policies or rules and employees violating the Terms and Conditions may be required to repay awards made or otherwise repay Qwest for any losses incurred.

Program Guidelines and Interpretation

- Questions regarding the Terms and Conditions and their interpretation or any program disputes should be Qwest YOUCAN program management.
- The action and resolutions of the YOUCAN program headquarters are final and cannot be appealed.
- Qwest, acting through the Qwest YOUCAN program management, will make all decisions regarding award eligibility and issuance. Qwest YOUCAN Referral program management is the sole judge in interpreting all program rules, qualifications, awards and any disputes that may arise in the operation of the program. All of these decisions are final and cannot be appealed. No contract rights are created by the existence of or participation in the Qwest YOUCAN Referral Program.
- Qwest YOUCAN program management reserves the right to limit the maximum award issued to any employee, as well as individual participation in the YOUCAN Referral Program.

YOUCAN branded reward card awards and redemption

- Awards will be provided on the reward card. All terms and conditions of the cardholder agreement apply to the reward card.
- Employee participants who leave Qwest must spend the balance on their reward card by the expiration date on the front of the card.
- Qwest and its affiliated companies are not liable for products or services acquired using the reward card. By receipt of any awarded merchandise or travel, the employee agrees to release and hold harmless Qwest and its affiliated companies from liability and damage resulting from malfunction, injury, death, loss or any other liability that may arise from the employee’s use of merchandise or travel awards purchased using the reward card.
- Every time you submit a residential-service referral that results in a net increase in revenue sale, you will earn awards based on the value of the sale. Every time you submit a business-service referral for an eligible

service as listed on the Award Value List (found at www.qwestyoucan.com) that results in a net increase in revenue sale, you will earn awards based on the value of the sale.

- A transaction summary is generated and available online at www.qwestyoucan.com every month during which you have referral activity, outlining the additional card value that has been loaded on your reward card.
- Awards may be issued for self-referrals on eligible products and services – regardless of whether the product is included in the Employee Discount Plan.
- Awards may be issued for products and services eligible under the Employee Discount Plan unless otherwise determined.
- Win back and win over sales are eligible for referral.

Award Taxation

Generally, the value of an award received pursuant to the YOUCAN Referral Program is taxable to the participant and subject to withholding of federal income tax, state income tax (if applicable), and employment taxes (i.e., FICA, Medicare). Unless otherwise indicated in the specific terms of a particular promotion or offer, participants are responsible for the applicable taxes on awards received. Tax withholding on YOUCAN Referral Program awards will be made in accordance with Qwest's normal tax withholding policy. Taxes withheld will be deducted from (and thereby reduce) the amount of the award to be loaded onto the participant's reward card. Taxable income and associated tax withholding resulting from the receipt of an award pursuant to the YOUCAN Referral Program will be reported to the participant on his/her: 1) Pay stub for the pay period in which the award is processed by Qwest payroll, and 2) Form W-2 for the year in which the award is received. Each YOUCAN participant is responsible for understanding the impact, if any, taxable YOUCAN awards earned during a calendar year can have on the participant's overall tax situation.

The reward card

Refer to your Cardholder Agreement or the program Web site for complete terms and conditions associated with your reward card.