



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-4561

November 5, 2009

Elizabeth A. Ising  
Gibson, Dunn & Crutcher LLP  
1050 Connecticut Avenue, N.W.  
Washington, DC 20036-5306

Re: Qwest Communications International Inc.  
Incoming letter dated September 25, 2009

Dear Ms. Ising:

This is in response to your letter dated September 25, 2009 concerning the shareholder proposal submitted to Qwest by Robert D. Morse. We also have received a letter from the proponent dated September 26, 2009. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Heather L. Maples  
Senior Special Counsel

Enclosures

cc: Robert D. Morse

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

November 5, 2009

**Response of the Office of Chief Counsel**  
**Division of Corporation Finance**

Re: Qwest Communications International Inc.  
Incoming letter dated September 25, 2009

The proposal relates to compensation.

There appears to be some basis for your view that Qwest may exclude the proposal under rule 14a-8(f). We note that the proponent appears to have failed to supply, within 14 days of receipt of Qwest's request, documentary support indicating that he has satisfied the minimum ownership requirement for the one-year period required by rule 14a-8(b). Accordingly, we will not recommend enforcement action to the Commission if Qwest omits the proposal from its proxy materials in reliance on rules 14a-8(b) and 14a-8(f).

Sincerely,

Michael J. Reedich  
Special Counsel

**DIVISION OF CORPORATION FINANCE  
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.

RECEIVED

2009 OCT -6 PM 4:41

OFFICE OF THE CHIEF COUNSEL  
CORPORATE FINANCE

Robert D. Morse

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

Sept. 26, 2009

Securities & Exchange Commission  
Division of Corporate Finance  
Office of the Chief Counsel  
450 Fifth Street, NW  
Washington, DC, 20549

Subject: Quest Communications, Inc.  
deletion request.

Ladies and Gentlemen:

This is my reply to a letter from Gibson, et al, to the S.E.C. on behalf of Quest Communications, Inc. regarding late receipt of "Proof of Ownership" of Quest stock.

Enclosed copy of letter shows my application to TD Ameritrade, Omaha, NB, requesting such proof. It is dated next day after my receipt of request, which is one of four out of a total of 12 corporate proposals I have entered for Year 2010 inclusion in their proxies. The "Rule" timing of fourteen days is definitely an anti-shareowner attitude, solely to deter us from submitting one

Since I filed way in advance of a 2010 meeting, and First Class U.S. Mail takes up to 4 days from here to NB, a legitimate means, of communication, 8 days are needed. The use of Express Mail to me by corporate designated firms is a ploy to make "timeliness" an issue.

The S.E.C. specifically denies use of Monthly Broker Reports as evidence, an insult to their integrity, as the same records are supplied, and an imposition on their business day's time.

Corporate approval of discontinuance of Certificates is now being used as a tactic of delaying shareowners submission, a shameful approach by only 4 companies, as I noted It is an "attitude" which undermines my regard of their position as Management.

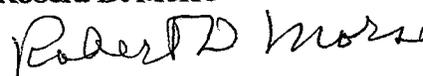
I ask the S.E.C. to do the right thing, and disallow the request to delete on the basis of "over 14 days" requirement. It will be months before printing Proxies, the "hustle" time needed is imaginary.

6 copies to S.E.C.

Copies to: Quest Communications, Inc.  
Gibson, et al. LLP

Sincerely,

Robert D. Morse



1005 North Ameritrade Place, Bellevue, NE 68005

*Rec'd 4 PM  
9-8-09  
"LATE"*

September 1, 2009

*EXHIBIT  
COPY*

Mr. Robert D. Morse

\*\*\* FISMA &amp; OMB Memorandum M-07-16 \*\*\*

Dear Mr. Morse:

Re: Your TD AMERITRADE account ending in

As of today, September 1, 2009 you hold 5,000 Qwest Communication Int. Inc. (Q) stock in this account. The details of these shares are as follows:

04/06/2006 Bought 1,000 shares at \$6.94 per share  
07/11/2008 Bought 1,000 shares at \$3.77 per share  
11/06/2008 Bought 3,000 shares at \$3.06 per share

If you have any further questions please contact us by telephone at 1-888-871-9007. Client Services representatives are available 24 hours a day, 7 days a week to assist you.

Sincerely,

Eric Choat  
Client Services, TD AMERITRADE  
TD AMERITRADE

TD AMERITRADE understands the importance of protecting your privacy. We are sending you this notification to inform you of important information regarding your account. If you've elected to opt out of receiving marketing communications from us we will honor your request.

TD AMERITRADE, Division of TD AMERITRADE, Inc., member NASD/SIPC. TD AMERITRADE is a trademark jointly owned by TD AMERITRADE IP Company, Inc., and The Toronto-Dominion Bank. Copyright 2006 TD AMERITRADE IP Company, Inc. All rights reserved. Used with permission.

Distributed by: TD AMERITRADE, Inc., 1005 North Ameritrade Place, Bellevue, NE 68005

Robert D. Morse

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

August 19, 2009

Copy

EXHIBIT

My statement that: "I shall continue to hold equity until after the meeting", may be a bit non-conforming, but is essentially the same.

I am therefore stating: "I have held the required \$2000.00 in stock value, and will continue to hold it until after the annual meeting in Year 2010 "

NOTE: Management can dispose or buy anytime, with inside information, and later file notice. Where are my rights ?

I am desirous of this mild reproach finalizing my right to enter the Proposal as written, and not enter into unneeded correspondence with the S.E.C. The new Secretary is attempting to do a good efficient job, and contacted me for input via E-mail recently.

Thanks again, and regular mail reaches me quickly. No need for UPS being dropped between the screen and door and found later.

Robert D. Morse .

EXHIBIT

Robert D. Morse

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

\*\*\* ~~File~~ OMB Memorandum M-07-16 \*\*\*

August 19, 2009

Securities & Exchange Commission  
Division of Corporate Finance  
Office of the Chief Counsel  
450 Fifth Street, NW  
Washington, DC, 20549

Copy for S.E.C.

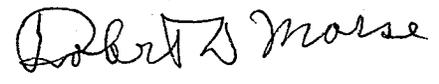
The Proof of Ownership of \$2000.00 value, and holding such for at least 1 year, the agreement to hold stock until after the meeting date, regardless of market conditions may be required, but, since most corporations have endorsed elimination of certificates, holding in street, or broker's name has proliferated. Yet, I am asked to provide a letter from my broker, as the S.E.C. "Rules" will not permit acceptance of the monthly report showing date of purchase, and latest report showing stock holdings. This is an insult to the integrity of all brokers in the industry. To prove how ridiculous this "Rule" is, the broker uses the same computer report information as given me to provide the letter of confirmation ! It is also an intrusion on their time and of no interest to them.

Note: In previous presentations of Proposals, only a few corporations with an "anti-attitude" have used their money saving rights of "non issuance of Certificates" as a wedge to delay a Proponent's work by using the S.E.C. "Rule" permitting such. One company, using outside legal counsel, presented a near 1/2 inch report to the S.E.C. and myself, to increase their charges, which diminish earnings. There is no regard for the National Paperwork Reduction Act, while the S.E.C. still requires 6 copies by the presenter. Please be considerate. Thank you.

**Info:** Companies whom demanded "proof":  
Eastman Kodak  
Intel Corporation  
Quest Communications, Int., Inc.

Sincerely,

Robert D. Morse



Robert D. Morse

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

September 28, 2009

EXHIBIT

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

E-mail: \*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

Copy

To all Companies who demand further "proof":

During the past twenty some years, I have received and been aware of all the S.E.C. Rules. I have no need for 6 more wasted pages of newsprint. Remember the National Paperwork Recovery Act ? Most firms have been so advised, and some outsource legal work at great expense, while some of such firms have supplied me with a quarter inch or more of wasted paper in order to enhance their fees. It is sad to need state" If Corporate Counsel can't handle the issues, why are they employed ?"

Rule 14a-8{b}{1} has been addressed to the S.E.C. by myself and to corporations asking for proof. I should be in your files for some years, their being no trades since 2 purchases. However, I am complying, and at same time requesting exemption by my broker, as the rejected Monthly Statement{s} have shown purchase and latest show still retained. The same info supplied on demand is that provided me. What Broker is going to risk suspension or prosecution ?

This is an insult to their integrity and a cost to comply, interfering with regular business, and are merely a roadblock to deter entering Proposals.

Sincerely,

Robert D. Morse

# GIBSON, DUNN & CRUTCHER LLP

## LAWYERS

A REGISTERED LIMITED LIABILITY PARTNERSHIP  
INCLUDING PROFESSIONAL CORPORATIONS

1050 Connecticut Avenue, N.W. Washington, D.C. 20036-5306

(202) 955-8500

[www.gibsondunn.com](http://www.gibsondunn.com)

[eising@gibsondunn.com](mailto:eising@gibsondunn.com)

September 25, 2009

Direct Dial  
(202) 955-8287

Fax No.  
(202) 530-9631

Client No.  
C 93166-00069

**VIA E-MAIL**

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

Re: *Qwest Communications International Inc.*  
*Stockholder Proposal of Robert D. Morse*  
*Exchange Act of 1934—Rule 14a-8*

Dear Ladies and Gentlemen:

This letter is to inform you that our client, Qwest Communications International Inc. (the “Company”), intends to omit from its proxy statement and form of proxy for its 2010 Annual Meeting of Stockholders (collectively, the “2010 Proxy Materials”) a stockholder proposal (the “Proposal”) and statements in support thereof submitted by Robert D. Morse (the “Proponent”).

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2010 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponent.

Rule 14a-8(k) provides that stockholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to this Proposal, a copy of that correspondence should

# GIBSON, DUNN & CRUTCHER LLP

Office of Chief Counsel  
Division of Corporation Finance  
September 25, 2009  
Page 2

concurrently be furnished to the undersigned on behalf of the Company pursuant to Rule 14a-8(k).

## **BASIS FOR EXCLUSION**

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2009 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) because the Proponent failed to timely provide the requisite proof of continuous stock ownership in response to the Company's proper request for that information. A copy of the Proposal, which requests that the Company's Board of Directors take certain actions with respect to management compensation, is attached hereto as Exhibit A.

## **BACKGROUND**

The Proponent submitted the Proposal to the Company in a letter dated August 1, 2009, which the Company received on August 5, 2009. *See* Exhibit A. The Proponent did not include with the Proposal evidence demonstrating satisfaction of the ownership requirements of Rule 14a-8(b). Furthermore, the Company's stock records did not indicate that the Proponent was the record owner of sufficient shares of Company stock to satisfy the requirements of Rule 14a-8(b).

Accordingly, because the Company was unable to verify in its records the Proponent's eligibility to submit the Proposal, the Company sought verification from the Proponent of his eligibility to submit the Proposal. Specifically, the Company sent via United Parcel Service ("UPS") a letter on August 13, 2009, which was within 14 calendar days of the Company's receipt of the Proposal, notifying the Proponent of the requirements of Rule 14a-8 and how the Proponent could cure the procedural deficiency; specifically, that a stockholder must satisfy the ownership requirements under Rule 14a-8(b) (the "Deficiency Notice"). A copy of the Deficiency Notice is attached hereto as Exhibit B. In addition, the Company attached to the Deficiency Notice a copy of Rule 14a-8. The Deficiency Notice informed the Proponent that "[the Company has] not received proof that you have satisfied Rule 14a-8's ownership requirements as of the date that the Proposal was submitted to the Company." The Deficiency Notice stated that the Proponent must submit sufficient proof of ownership of Company shares, and further stated:

As explained in Rule 14a-8(b), sufficient proof may be in the form of:

- a written statement from the "record" holder of your shares (usually a broker or a bank) verifying that, as of the date the Proposal was submitted, you continuously held the requisite number of Company shares for at least one year; or

# GIBSON, DUNN & CRUTCHER LLP

Office of Chief Counsel  
Division of Corporation Finance  
September 25, 2009  
Page 3

- if you have filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting your ownership of the requisite number of shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level and a written statement that you continuously held the requisite number of Company shares for the one-year period.

UPS records confirm delivery of the Deficiency Notice to the Proponent at 10:22 a.m. on August 14, 2009. See Exhibit C.

The Proponent responded in a letter dated August 15, 2009, which the Company received on September 15, 2009 (32 days after the Proponent received the Deficiency Notice) (the "Proponent's Response"). The Proponent's Response included a letter from the Proponent's broker, TD Ameritrade, dated September 1, 2009 (18 days after the Proponent received the Deficiency Notice). A copy of the Proponent's Response is attached hereto as Exhibit D.

## ANALYSIS

### **The Proposal May Be Excluded Under Rule 14a-8(b) And Rule 14a-8(f)(1) Because The Proponent Failed To Timely Respond To The Deficiency Notice.**

The Company may exclude the Proposal under Rule 14a-8(b) and Rule 14a-8(f)(1) because the Proponent failed to timely provide the requisite proof of eligibility to submit the Proposal in response to the Company's proper request for that information. As described above, the Company received the Proposal on August 5, 2009. The Company timely sent the Deficiency Notice by UPS on August 13, 2009, which was within 14 days of receiving the Proposal, and the Proponent received the Deficiency Notice on August 14, 2009. The Proponent's Response, though dated August 15, 2009, was not received by the company until September 15, 2009 (32 days after the Proponent received the Deficiency Notice). A handwritten note on the first page of the Proponent's Response under the date stating, "SEPT 9 HELD FOR INFO REPORT DEMAND," appears to indicate that even though the Proponent's Response was dated August 15, 2009, it was held by the Proponent pending his receipt of the "info report" (presumably the letter from TD Ameritrade). Moreover, the letter from TD Ameritrade included in the Proponent's Response was dated September 1, 2009 (18 days after the Proponent received the Deficiency Notice) and contained a handwritten note, in what appears to be the Proponent's handwriting, indicating that the broker letter was received by the Proponent on September 8, 2009.

Rule 14a-8(f) provides that a company may exclude a stockholder proposal if the proponent fails to provide evidence of eligibility under Rule 14a-8 within 14 days of receiving a proper notice of deficiency. The Company satisfied its obligation under Rule 14a-8 by transmitting to the Proponent in a timely manner the Deficiency Notice, which stated:

# GIBSON, DUNN & CRUTCHER LLP

Office of Chief Counsel  
Division of Corporation Finance  
September 25, 2009  
Page 4

- the ownership requirements of Rule 14a-8(b);
- according to the Company's stock records, the Proponent was not a record owner of sufficient shares;
- the type of documentation necessary to demonstrate beneficial ownership under Rule 14a-8(b);
- that the Proponent's response had to be postmarked or transmitted electronically no later than 14 calendar days from the date the Proponent received the Deficiency Notice; and
- that a copy of the stockholder proposal rules set forth in Rule 14a-8 was enclosed.

Notwithstanding the foregoing, the Proponent did not respond within 14 days of his receipt of the Deficiency Notice. The Staff previously has allowed companies, in circumstances similar to the instant case, to omit stockholder proposals pursuant to Rule 14a-8(f) where the stockholder responded to the company's proper deficiency notice more than 14 days after receiving the deficiency notice. For example, in *Exxon Mobil Corp.* (avail. Feb. 28, 2007), under nearly identical circumstances, the Staff permitted the company to exclude a stockholder proposal under Rule 14a-8(f) where the proponent provided proof of ownership in response to the company's deficiency notice 32 days after receiving the deficiency notice. *See also General Electric Co.* (avail. Dec. 31, 2007) (concurring in the exclusion of a stockholder proposal under Rule 14a-8(f) where the proponent responded to the deficiency notice 17 days after receiving it); *General Electric Co.* (avail. Jan. 9, 2006) (concurring in the exclusion of a stockholder proposal under Rule 14a-8(f) where the proponent responded to the deficiency notice 22 days after receiving it).

Accordingly, we ask that the Staff concur that the Company may exclude the Proposal under Rule 14a-8(b) and Rule 14a-8(f)(1).

## CONCLUSION

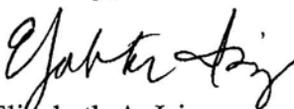
Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2010 Proxy Materials. We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject.

GIBSON, DUNN & CRUTCHER LLP

Office of Chief Counsel  
Division of Corporation Finance  
September 25, 2009  
Page 5

If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8287 or Stephen Brilz, the Company's Vice President and Deputy General Counsel, at (303) 992-6244.

Sincerely,



Elizabeth A. Ising

EAI/smr  
Enclosures

cc: Stephen Brilz, Qwest Communications International Inc.  
Robert D. Morse

100733025\_3.DOC

**EXHIBIT A**

Robert D. Morse

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

August 1, 2009

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

E-mail \*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

Office of The Secretary  
Quest Communications, Inc.  
1801 California Street, Ste. 5100  
Denver, CO 80202

Dear Secretary:

I, Robert D. Morse, of \*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*, owner of \$2000.00 or more of company stock, for over one year, wish to present a proposal to be printed in the Year 2010 Proxy Materials for a vote. I will attempt to be represented at the meeting, and shall hold equity until after that time.

**Note:** Should your firm already be supplying an “Against” voting section in the “Vote for Directors”, please omit the sections in parenthesis.

The Proof of Ownership of \$2000.00 value, and holding such for at least 1 year, the agreement to hold stock until after the meeting date, regardless of market conditions might be required by the S.E.C. Since most corporations have endorsed elimination of certificates, holding in street, or broker’s name has proliferated. A few companies asked to provide a letter from my broker, as the S.E.C. “Rules” will not permit acceptance of the monthly report showing date of purchase, and latest report showing stock holdings. **The S.E.C is insulting the integrity of all brokers in the industry.** To prove how ridiculous this “Rule” is, the broker uses the same computer report information as given me to provide the letter of confirmation ! It is also an intrusion on their time and of no interest to them.

Note: In previous presentations of Proposals, only a few corporations with an “anti-attitude“ have used their money saving rights of “non issuance of Certificates” as a wedge to delay a Proponent’s work by using the S.E.C. “Rule” permitting such. One company, used outside legal counsel, whom presented a near ½ inch report to the S.E.C. and myself, to increase **their charges, which diminish earnings.** There is no regard for the National Paperwork Reduction Act, while the S.E.C. still requires 6 copies by the presenter. Please be considerate. Thanks for not wasting money on outside counsel and paperwork, as I only received low voting support from shareowners through the past 20 plus years.

E-mail questionnaire just received from the S.E.C. and replied, regarding above and other issues.

Sincerely,

Robert D. Morse



August 1, 2009

**PROPOSAL:**

I propose that the Directors eliminate all remuneration for any one of Management in an amount above \$500,000.00 per year, eliminating possible severance pay and funds placed yearly in a retirement account. This excludes minor perks and necessary insurance, and required Social Security payments.

**REASONS:**

It is possible for a person to enjoy a profitable and enjoyable life with the proposed amount, and even to underwrite their own retirement plan. The Proxy is required to publish remuneration of only five upper Management personnel. YOUR assets are being constantly diverted for Management's gain. Most asset gains are the result of a good product or service, produced by the workers, successful advertising, and acceptance by the public market. Just being in a Management position does not materially affect these results, as companies seldom founder due to a changeover.

{The use of "Plurality" voting, is a scam to guarantee return of Management to office, and used only in the Vote for Directors after removing "Against", as far back as year 1975, placed in corporate registrations and also in 6 or more States Rules of largest Corporate Registration, perhaps by influence of Lobbyists. }

The only present way to reform excess remuneration at present is to vote "Against" all Directors until they change to lower awards. Several years ago, Ford Motor Company was first to agree with self to return this item, since followed by many but not all companies.

{The S.E.C. should require "Against" in the vote for Directors column, it being unconstitutional to deny our "Right of Dissent". In some Corporate and State filings, these may be referred to as "Laws", but showing no penalties, are therefore merely "Rules, which can be ignored or not applied. and cannot be defeated for election, even if one vote "For" is received by each, for the number of nominees presented.]

You are asked to take a closer look for your voting decisions, as Management usually nominates Directors, whom may then favor their selectors. The Directors are the group responsible for the need of this Proposal, as they determine remuneration..

Any footnote stating that signed but not voted shares will be voted "at the discretion of Management". is unfair, as the shareowner may only be wishing to stop further solicitations, and as, on other matters, can "Abstain". The voting rights are not given voluntarily by not voting.

Please vote "FOR" this Proposal, it benefits you, the owners of the Company.

Sincerely,

Robert D. Morse

GIBSON, DUNN & CRUTCHER LLP

**EXHIBIT B**

# GIBSON, DUNN & CRUTCHER LLP

## LAWYERS

A REGISTERED LIMITED LIABILITY PARTNERSHIP  
INCLUDING PROFESSIONAL CORPORATIONS

1050 Connecticut Avenue, N.W. Washington, D.C. 20036-5306

(202) 955-8500

[www.gibsondunn.com](http://www.gibsondunn.com)

[eising@gibsondunn.com](mailto:eising@gibsondunn.com)

August 13, 2009

Direct Dial

(202) 955-8287

Fax No.

(202) 530-9631

Client No.

C 93166-00069

### **VIA OVERNIGHT MAIL**

Robert D. Morse

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

Dear Mr. Morse:

I am writing on behalf of Qwest Communications International Inc. (the "Company"), which received on August 5, 2009, your stockholder proposal for consideration at the Company's 2010 Annual Meeting of Stockholders (the "Proposal"). Your Proposal contains certain procedural deficiencies, which Securities and Exchange Commission ("SEC") regulations require us to bring to your attention.

Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), provides that stockholder proponents must submit sufficient proof of their continuous ownership of at least \$2,000 in market value, or 1%, of a company's shares entitled to vote on the proposal for at least one year as of the date the stockholder proposal was submitted. The Company's stock records do not indicate that you are the record owner of sufficient shares to satisfy this requirement. In addition, we have not received proof that you have satisfied Rule 14a-8's ownership requirements as of the date that the Proposal was submitted to the Company.

To remedy this defect, you must submit sufficient proof of your ownership of the requisite number of Company shares as of the date you submitted the Proposal. As explained in Rule 14a-8(b), sufficient proof may be in the form of:

- a written statement from the "record" holder of your shares (usually a broker or a bank) verifying that, as of the date the Proposal was submitted, you continuously held the requisite number of Company shares for at least one year; or

GIBSON, DUNN & CRUTCHER LLP

Robert D. Morse  
August 13, 2009  
Page 2

- if you have filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting your ownership of the requisite number of shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level and a written statement that you continuously held the requisite number of Company shares for the one-year period.

In addition, under Rule 14a-8(b), a stockholder must provide the company with a written statement that he or she intends to continue to hold the requisite number of shares through the date of the stockholders' meeting at which the proposal will be voted on by the stockholders. The letter accompanying your Proposal states that you "will attempt to be represented at the meeting, and shall hold equity until after that time." However, the letter does not indicate that you intend to continue to hold the requisite number of Company shares through the date of the meeting. To remedy this defect, you must submit a written statement that you intend to continue holding the requisite number of Company shares through the date of the Company's 2010 Annual Meeting of Stockholders.

The SEC's rules require that your response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to Stephen Brilz, Vice President, Law, Qwest Communications International Inc., 1801 California Street, 51<sup>st</sup> Floor, Denver, Colorado 80202-2658. Alternatively, you may send your response to Mr. Brilz via facsimile at (303) 296-2782. If you have any questions with respect to the foregoing, please feel free to contact me at (202) 955-8287.

For your reference, I enclose a copy of Rule 14a-8.

Sincerely,



Elizabeth A. Ising

cc: Stephen Brilz, Qwest Communications International Inc.

Enclosure

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## Rule 14a-8 -- Proposals of Security Holders

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This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

- a. **Question 1: What is a proposal?** A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).
- b. **Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible?**
  1. In order to be eligible to submit a proposal, you must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.
  2. If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:
    - i. The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or
    - ii. The second way to prove ownership applies only if you have filed a Schedule 13D, Schedule 13G, Form 3, Form 4 and/or Form 5, or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:
      - A. A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;
      - B. Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and
      - C. Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

- c. **Question 3: How many proposals may I submit: Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.**
- d. **Question 4: How long can my proposal be? The proposal, including any accompanying supporting statement, may not exceed 500 words.**
- e. **Question 5: What is the deadline for submitting a proposal?**
1. If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q or 10-QSB, or in shareholder reports of investment companies under Rule 30d-1 of the Investment Company Act of 1940. [Editor's note: This section was redesignated as Rule 30e-1. See 66 FR 3734, 3759, Jan. 16, 2001.] In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.
  2. The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and sends its proxy materials.
  3. If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and sends its proxy materials.
- f. **Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section?**
1. The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under Rule 14a-8 and provide you with a copy under Question 10 below, Rule 14a-8(j).
  2. If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.
- g. **Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded? Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.**
- h. **Question 8: Must I appear personally at the shareholders' meeting to present the proposal?**
1. Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

2. If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.
  3. If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.
- i. **Question 9: If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal?**
1. **Improper under state law: If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;**

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**Note to paragraph (i)(1)**

Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

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2. **Violation of law: If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;**

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**Note to paragraph (i)(2)**

Note to paragraph (i)(2): We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law could result in a violation of any state or federal law.

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3. **Violation of proxy rules: If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;**
  4. **Personal grievance; special interest: If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;**
  5. **Relevance: If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earning and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;**
  6. **Absence of power/authority: If the company would lack the power or authority to implement the proposal;**

7. **Management functions:** If the proposal deals with a matter relating to the company's ordinary business operations;
  8. **Relates to election:** If the proposal relates to a nomination or an election for membership on the company's board of directors or analogous governing body; or a procedure for such nomination or election;
  9. **Conflicts with company's proposal:** If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting.
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**Note to paragraph (l)(9)**

Note to paragraph (i)(9): A company's submission to the Commission under this section should specify the points of conflict with the company's proposal.

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10. **Substantially implemented:** If the company has already substantially implemented the proposal;
  11. **Duplication:** If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting;
  12. **Resubmissions:** If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:
    - i. Less than 3% of the vote if proposed once within the preceding 5 calendar years;
    - ii. Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or
    - iii. Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and
  13. **Specific amount of dividends:** If the proposal relates to specific amounts of cash or stock dividends.
- j. **Question 10:** What procedures must the company follow if it intends to exclude my proposal?
1. **If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.**
  2. **The company must file six paper copies of the following:**
    - i. The proposal;
    - ii. An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

- iii. A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

- k. **Question 11: May I submit my own statement to the Commission responding to the company's arguments?**

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

- l. **Question 12: If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?**

1. The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.
2. The company is not responsible for the contents of your proposal or supporting statement.

- m. **Question 13: What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?**

1. The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.
2. However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, Rule 14e-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.
3. We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:
  - i. If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or
  - ii. In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before its files definitive copies of its proxy statement and form of proxy under Rule 14a-6.

EXHIBIT C

**EXHIBIT D**

RECEIVED  
9/15/09

Robert D. Morse

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

August 15, 2009

SEPT 9 HELD FOR ANTI REPORT  
DEMAND

Stephen Britz, VP Law  
Qwest Communications, Int Inc.  
1801 California St. 51<sup>st</sup>. Fl.  
Denver, CO 80202-2658

Dear Sir:

This letter is sent to conform with the request that I affirm I will hold my shares of Qwest Corporation until after the 2010 Shareowners Proxy Meeting, and do so declare.

At the same time, I am calling attention to the privilege of Management to Buy/sell at any time, having inside information, and need only report within a specified time to the S.E.C. Therefore, the Rule is discriminatory.

As a Shareowner comment. I wish to state that your status as counsel employed by Intel Corporation should obviate the necessity of wasting corporate funds to outside counsel for such a simple matter. Is someone known irresponsible to be chided ?

Sincerely,

Robert D. Morse



OWNERSHIP PROOF  
VIA TD AMERITRADE

*Rec'd 4 DM  
9-8-09*

September 1, 2009

Mr. Robert D. Morse

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

Dear Mr. Morse:

Re: Your TD AMERITRADE account ending in

As of today, September 1, 2009 you hold 5,000 Qwest Communication Int. Inc. (Q) stock in this account. The details of these shares are as follows:

04/06/2006 Bought 1,000 shares at \$6.94 per share  
07/11/2008 Bought 1,000 shares at \$3.77 per share  
11/06/2008 Bought 3,000 shares at \$3.06 per share

If you have any further questions please contact us by telephone at 1-888-871-9007. Client Services representatives are available 24 hours a day, 7 days a week to assist you.

Sincerely,

Eric Choat  
Client Services, TD AMERITRADE  
TD AMERITRADE

TD AMERITRADE understands the importance of protecting your privacy. We are sending you this notification to inform you of important information regarding your account. If you've elected to opt out of receiving marketing communications from us we will honor your request.

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Distributed by: TD AMERITRADE, Inc., 1005 North Ameritrade Place, Bellevue, NE 68005

D U N I T I O

Here is what I would like you to do:  
Follow the thought as I make a review.  
The blue field is the sky at night,  
The stars are the sparks of fireworks that delight.  
The stripes as it waves seem to show  
Our patriotism that continues to flow.  
When flown with music our eyes come aglow  
With tears of delight, I think you know.

### BANNERS

If you've noticed the profusion of banners,  
One can realize the users are not planners.  
Rather, the most are copycat scanners.  
They fly a two-foot fruit or scene,  
Not showing any patriotism, I mean..  
There appear more banners than a flag,  
As independence awareness seems to lag.

Robert Dennis Morse

Year 20004

### POE TENTIAL

Most everyone recognizes his name,  
But have they read what gave him fame ?  
He led a somewhat deluded life,  
As he had few sponsors, he suffered strife.  
For writing skills, he had potential,  
But as for rewards, there is no mentional !.

### ODE TO POETS

I awoke this morning, before 7:30 AM,  
This is to show you what I am:  
A writer of rhymes, which occur as a gift:  
The words come to me clearly, not in a mist.  
Just upon waking, the meet came to mind,  
Don't you dare judge my thinking unkind:  
"Should the ribboned medallion be worn as a thong ?  
"And isn't that really, where it should belong ?"  
As attendees gather and move about,

