

EXHIBIT A

The Ayco
Company, L.P.

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Phone: 973-401-2048
FAX: 973-401-1778

Memorandum

To: File of Joe Nacchio
From: David Weinstein
Date: December 12, 2000
Subject: Phone Conversation

NAC13221

On December 7, I spoke to Yosh Rana at Qwest. Yosh's telephone number is 303-992-5109. I believe all the outstanding issues regarding the growth shares have been resolved. 100% of the shares will be sold immediately on January 2. One-third will go into the deferral plan as cash. The amount that goes into the deferral plan will be reduced by the Medicare taxes. The remaining 2/3 will be paid to Joe. In essence, there will be share withholding and the net amount of shares will then be immediately sold. This way, less shares are reported sold. I asked Yosh if there was a problem from an insider trading perspective and Yosh told me there was not. Joe previously made an irrevocable election to sell the shares during the last window period and according to their legal counsel, this qualifies for an exemption for the insider trading rules.

Handwritten initials

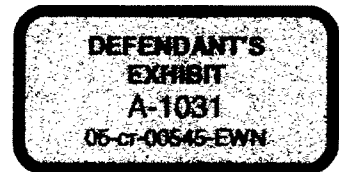
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The bottom line is we are in good shape as far as the growth shares are concerned.

ADDENDUM

I subsequently left a message with Felicity and I asked her to let us know if Joe made a payout election for the growth share deferral. If he did not or he made an election for other than five years, I told Felicity we need to change that to a five year distribution. Hopefully Felicity will get back to us one way or the other.

DAW/b



ride the light

Qwest.

FAX COVER SHEET

Date: 2001

Number of pages including cover sheet: 2

TO: David Weinstein

FROM: Yash Rana

CC:

Phone:

Phone: (303) 992-5109

Fax:

Fax: (303) 296-2782

David: We will wire \$3,787,191 to the
defered comp. account. rest is Joe's.
Rick Olson can give you details on
the sale proceeds. Joe came out ahead.
- Yash

For Your Files Reply ASAP Please comment

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