EXHIBIT A
Memorandum

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

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.

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/ib
Qwest.

TO:  David Wenisten

FROM:  Yash Rana

Phone:  (303) 992-5109
Fax:  (303) 296-2782

Date:  2001
Number of pages including cover sheet:  2

David:  We will wire $3,787,191 to the
6See deferred comp. account. Rest is Joe.
Rich Olsen can give you details on
the sale proceeds. Joe can sort ahead.

- Yash

For Your Files
Reply ASAP
Please comment

IMPORTANT NOTICE
This transmission is only for the use of the intended party and may contain information that is privileged, confidential, secret or otherwise exempt from disclosure under applicable law. If you are not the intended recipient, you may not copy, distribute, disseminate or otherwise use this transmission or the information it contains in any way. If this communication has been transmitted to you in error, please notify us immediately by telephone so that we can arrange for its immediate return to us at our expense.