

To Whom It May Concern,

I am a vested ex-employee of US West and I wish to express my concern with the proposed merger. I have heard it stated that there may be a chance that US West Management will use the excess dollars in the pension fund to help finance this merger. I feel it is not in the best interest of the customers, stockholders, and employees to use these funds for this venture. If the merger is in the best interest of the customers, stockholders and employees then it should be able to be funded on it's own merit without the use of these funds. I ask that each of you use your fiduciary rights to insist on ensuring that the merger is in all's best interest. I understand that the pension fund may look like it has excess funding but it is critical that we look at it in the light of its true purpose. The number of eligible pensioners will continue to increase, the short term view of the excess should not be the measure to determine its liquidity. The stock market has shown and very strong trend and that trend is the measure used to indicate the excess in the fund. That trend most likely will not continue forever and using the fund for other than its purpose is very risky to the customers. US West is obligated to meet the pension needs and if they dilute the fund, they will need to find ways to enable them to meet their obligations.....reduce quality of service or increase rates.....not a scenario that any of us want to see.

Please consider these concerns and restrict US West from using these funds for the merger.

Thank you for your time and consideration.....