

Exhibit A

Dated: October 2000

INSIDER TRADING POLICY

INSIDER TRADING:

It is the policy of Qwest to comply with federal laws prohibiting employees and others from buying or selling Qwest securities (and those of other companies under certain conditions) based on information not publicly available that could affect the price of securities. Violations of this policy can result in disciplinary action up to and including dismissal, as well as civil and criminal penalties.

The following rules provide employees with meaningful guidance to avoid individual and/or Company liability under the securities laws, the appearance of impropriety and resulting damage to the Company's business reputation.

DEFINITIONS:

Company - Qwest Communications International Inc. and its direct and indirect subsidiaries.

Insiders - The term "insider" has different meanings in different contexts under securities laws. One class of insider is "Section 16 Insiders," *i.e.*, those people who are subject to the ban on "short swing" profits and who must file ownership reports with the SEC. The term "insider" also is applied more broadly to any person privy to material, nonpublic information about the Company. For purposes of this policy, the Company has classified its personnel into three groups: (i) All employees; (ii) Insider Employees; and (iii) Section 16 Insiders.

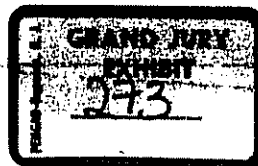
Insider Employees - Officers and certain employees who, by virtue of their position, function or responsibilities, have access to material nonpublic information. For purposes of this Policy, this category consists of persons who are not Section 16 Insiders and are: (i) senior officers (business unit presidents, executive vice presidents and senior vice presidents) of the Company and (ii) identified employees in investor relations, finance, legal and accounting whose function or responsibilities enables them to have access to material nonpublic information.

Material information - Information about the Company that the average investor would want to know before deciding whether to buy, sell or hold Company securities (*i.e.*, information potentially affecting the market price of such securities). *Refer to Attachment A for examples.*

Nonpublic information - Information that has not been included in the Company's public filings with the SEC or in a press release broadly disseminated to the public. For purposes of this Policy, information is not considered "public" until the second full

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Requested by Qwest Communications Int'l Inc.



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business day after its filing or public release (e.g., where an announcement is made before the opening of securities markets on a Monday, information will be "public," for purposes of this Policy, starting on Wednesday).

Section 16 Insiders - All members of the board of directors of Qwest Communications International Inc., 10% beneficial owners and all "executive officers" of the Company for purposes of Section 16 of the Securities Exchange Act of 1934. Persons in this category have received notification from the Company's Legal Department (through Kamelia Davidson) or outside counsel retained for such purpose or management as to their obligation to file ownership reports with the SEC pursuant to Section 16 of the Securities Exchange Act of 1934.

Securities - Common stock, preferred stock or debt securities of the Company (whether presently outstanding or as may be issued in the future) and publicly-traded options to sell or buy those securities (puts, calls, etc.).

SEC - The Securities and Exchange Commission

APPLICATION:

This Policy applies to all Board members, officers and employees of the Company and members of their households.

This Policy applies to any and all transactions in Securities, including purchases and sales for an employee's account in any Company investment or savings plan, whether presently in effect or hereafter established. Employees and officers who are participants in the Company's 401(k) plan may give instructions to change their allocations or to transfer into or out of Qwest common stock only during periods when trading is otherwise permitted under this Policy.

The "no trade period," "trading window" and pre-clearance procedures of this Policy do not apply to the exercise of stock options granted by the Company to acquire its common stock so long as the exercise is done as a cash purchase. The procedures do apply to any "cashless" exercise of stock options to any sale of stock issued upon any exercise of stock options.

Section 16 Insiders are subject to certain requirements (e.g., Rule 144 affiliate sales, short-swing profits and Section 16 filings) in addition to those discussed in this Policy. If you have any questions, please call the Legal Department.

TRADING IN COMPANY SECURITIES:

All Employees

- You may not purchase or sell Securities while you have material, nonpublic information. This prohibition applies until two full business days after such information is made available to the public, and it includes:
 - Purchases or sales by members of your household.
 - Purchases and sales by entities controlled by you (corporations, partnerships, trusts, etc.).
- You may not disclose material, nonpublic information regarding the Company to other employees (except on a need-to-know basis), family or friends or any other third party. This is to assure that no employee becomes a "tipper," liable for the trading activities of his or her "tippee." (Such disclosure may also violate confidentiality obligations to or of the Company.)
- You may not purchase or sell the securities of another company while you have material, nonpublic information about the other company learned while performing your job at the Company.
- You are encouraged to pre-clear purchases and sales of Securities with the Company's Legal Department or outside counsel retained by the Company for such purpose.

Insider Employees

- Are subject to all restrictions listed for "All Employees."
- No Trade Period: You may not trade Securities during the period commencing two weeks before the end of any fiscal quarter (or year, if it is the fourth quarter) and ending two full business days after the public release of earnings for each quarter, or the full year, if it is the fourth quarter.
- You may not trade Securities while you have material, nonpublic information until two full business days after such information is released to the public. This applies even if not in the "No Trade Period."
- You are encouraged to trade only in periods of relative stability for the Company and to limit your transactions in Securities to the Trading Window applicable to Section 16 Insiders and to short periods immediately after material information has been disclosed in an SEC filing or press release.
- You may not engage in short sales of Securities (*i.e.*, a sale of Securities not owned on the date of sale). This includes writing an uncovered call option.

- As they present unique issues for you and the Company, any transactions to sell or buy any publicly-traded options to sell or buy Securities (puts, calls, etc.) should be carefully considered and not routinely done.
- You may not place standing orders (effective for more than 48 hours) with brokers for automatic execution of transactions in Securities. These orders present too great a risk that the broker will effect a transaction without your knowledge at a time when you have material, nonpublic information. Please note that no trades may be executed outside of the "No Trade Period" even if the instructions were given to a broker during the period.
- You are encouraged not to use Securities as collateral in a margin account with a broker-dealer unless you are able to cover a potential margin call without substantial risk that a sale will occur without your knowledge at a time when you have material, nonpublic information or outside a "No Trade Period."
- You are encouraged to pre-clear all proposed transactions in Securities and any proposed variance from the above restrictions with the Legal Department or outside counsel retained by the Company for such purpose.

Section 16 Insiders

- Are subject to all restrictions listed for "All Employees" and for "Insider Employees."
- Trading Window: You may not trade Securities except during the 3-week period commencing two full business days after the public release of earnings for each quarter (or year, if it is the fourth quarter).
- Even during a trading window, you may not trade Securities while you have material, nonpublic information until two full business days after that information is made public.
- Transactions by Section 16 Insiders in publicly-traded options to buy or sell Company Securities (puts, calls, etc.) are reportable currently on Form 4 for the month in which the occur. Also, the derivative transaction can be matched with another matchable, non-exempt transaction during a six-month period. The short swing profit is limited in this case to the actual profit (i.e., the difference between the market price of the stock on the two relevant dates (of sale/purchase or purchase/sale). Writing an option for a term of less than six months results in the premium received for the option being recoverable by the Company as a "short swing profit."
- You must pre-clear all proposed transactions in Securities and any proposed variance from the above restrictions with the Legal Department or outside counsel retained by the Company for such purpose.

- You must report all transactions to the Legal Department.

TIMING:

The Company's regular release of earnings for each quarter and the year generally occur within 30 days after the end of each quarter, or 45 days after the year end. The Company's regular SEC reports are generally filed as soon as possible after the release dates but no later than 45 days after the end of each quarter, or 90 days after the year end. All employees will be notified in advance of the anticipated scheduled of release dates.

SPECIAL CIRCUMSTANCES:

From time to time, the Company may determine that it is necessary to restrict trading by certain employees or groups. Special notifications will be given in those circumstances.

CONSEQUENCES:

Failure to abide by this policy will result in disciplinary action. These may include removal or dismissal, as the circumstances may warrant, for cause.

Trading on material, nonpublic information is a crime subject to significant fines and jail terms for individuals. In addition, the SEC may seek civil penalties and violators must disgorge any profits made and may be subject to civil liability to private plaintiffs.

Employers and other controlling persons are also at risk under federal law and may be fined if they fail to take reasonable steps to prevent insider trading.

Any sanctions imposed upon a Board member or employee for violation of insider trading laws will be the sole responsibility of the individual. The Company will not cover or indemnify the individual for these costs.

CAUTIONARY STATEMENT:

The Company encourages interested employees to own the Company's stock as a long-term investment at levels consistent with their individual financial circumstances and risk bearing abilities. However, all personnel must recognize that trading in Company securities may be prohibited at a particular time because of the existence of material nonpublic information. Any director, officer or employee purchasing the Company's Securities must consider the inherent risk that a sale of the Securities could be prohibited at a time he or she might desire to sell them. The next opportunity to sell might not occur

until after an extended period, during which the market price of the Securities might decline.

Examples of Information that May Be Material

The test of whether information is "material" is somewhat subjective. Material information may be positive or negative. Whether information is material depends on the circumstances at the time. Although no bright line test exists, the following is a *non-exclusive* list of the types of information that may be considered material:

- Financial results, especially quarterly and year-end earnings.
- Projections of future earnings or losses, which depart materially from market expectations based on prior disclosures.
- Significant changes in sales volume.
- Significant developments or events with respect to products or services or marketing plans.
- Significant pricing changes.
- Stock splits or other significant changes in capital structure or plans to redeem or repurchase securities.
- New equity or debt offerings.
- Significant changes in dividend policies or amounts.
- Significant changes in senior management.
- Significant litigation or enforcement action (actual or threatened), and the resolution of such action.
- Significant mergers, acquisitions or sales of assets involving the Company.
- Major events such as changes in accounting policies.