

# **EXHIBIT B**



## O'MELVENY & MYERS LLP

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February 4, 2005

OUR FILE NUMBER  
689,730-196

### VIA FAX AND U.S. MAIL

Tom Galbraith, Esq.  
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WRITER'S DIRECT DIAL  
(213) 430-7213

WRITER'S E-MAIL ADDRESS  
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Re: *Grand et al. v. Nacchio et al.*

Dear Tom:

We are currently preparing to produce Qwest's first wave of documents based on our emails and discussions. This first wave of documents consists of documents from Qwest's productions to the SEC and/or plaintiffs in other pending private securities litigation that mention KPNQwest or common variations like KQ. Qwest's documents are maintained on a custodian basis. The documents in this first wave were collected from the following 19 custodians: Jim Becker; Scott Berman; Greg Casey; Susan Chase; Scott Cornelson; William Eveleth; Roger Hoaglund; Jim Kozlowski; Afshin Mohebbi; Joe Nacchio; Frank Noyes; Yash Rana; Jan Schreuder; Matthew Scott; Craig Shine; Robin Szeliga; Drake Tempest; Lee Wolfe; and Robert Woodruff. In addition, we searched for documents mentioning KPNQwest in the files of custodian Katie Drummey and found no documents previously produced in the aforementioned investigatory or litigation matters from this custodian.

Qwest has no documents for Mr. McMaster as a custodian in its existing collections. This does not mean that none of the documents to be produced were sent to or by Mr. McMaster; it only means that any such documents were obtained from email accounts and custodians other than Mr. McMaster. Qwest has no documents collected from Mr. Yohananov, who never worked with or had an email account at Qwest to the best of our knowledge. Otherwise, the individuals you specifically requested documents from in your email of September 16th are included in this wave as described above. We selected the other custodians based on our internal review of custodians who we thought might likely have KPNQwest-related documents in the productions we searched and reviewed.

After you have reviewed Qwest's first wave of produced documents, we anticipate discussing additional custodians whose documents you would like for us to review. We understand that this first wave of production will include over 300,000 pages in electronic

format. As previously noted, through electronic searches and individualized reviews, we have tried to remove documents from this first wave that do not mention or refer to KPNQwest.

We intend to make the production to you in the form of DVD-ROM disks, containing imaged documents in the .tif file format, accompanied by text files and a database "load file" suitable for use with Concordance database software and the Opticon image viewer.

We are willing, subject to the two conditions listed below, to provide you with a load file that is substantially the same as the one that Qwest has used in productions to the plaintiffs in other private securities litigation. The data fields for this conditionally available load file would include the following fields of document metadata:

**VOLUME**  
**Begbates**  
**Endbates**  
**DATE**  
**AUTHOR**  
**RECIPIENT**  
**CC**  
**BCC**  
**MENTIONS**  
**TYPE**  
**CUSTODIAN**  
**PAGECOUNT**  
**ATTACH\_COUNT**  
**DATE\_CREATED**  
**DATE\_MOD**  
**DATE\_SENT**  
**DATE\_RECEIVE**  
**DATE\_DELIVER**  
**KEY**  
**TIF**

The data contained in this proposed load file is not information that is kept by Qwest in the normal course of business. Rather, this data was prepared by outside vendors for the use of counsel in anticipation of, or conjunction with, pending investigatory and/or litigation matters. Thus, we will only provide you with a load file containing this information on the condition that you agree in writing that the production of this data does not constitute a waiver by Qwest or any other defendant of the attorney-client privilege or work product immunity. The second condition for the production of this proposed form of load file is your agreement that Qwest is not responsible for the accuracy of information contained in the load file. While the data contained in this load file is the same data available to Qwest, in some instances vendor error or technological limitations may mean that the data is not 100% accurate, and thus Qwest cannot make any representations or warranties regarding the data. If this is acceptable, I am confident that we can agree on a short letter agreement reflecting this stipulation.

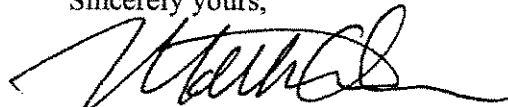
In the event that these conditions are not acceptable, please inform us promptly so that we can prepare a load file that contains sufficient data for you to organize and view the documents in Concordance and Opticon, but which omits all other data of the type described above. Please note that it will take one week for us to deliver the first production wave to you once we have agreed on the load file. We are ready to move forward on Wednesday, February 9th if our proposal with respect to the load file is acceptable to you.

Qwest has incurred much expense in the imaging and electronic processing of these documents, and the coding of the bibliographic data in the load file that allow searching and sorting of the documents. Because the documents in this first wave have been produced in prior matters, we will not request reimbursement of those costs from Plaintiffs for this first production. However, Qwest reserves the right to seek reimbursement or cost-sharing from Plaintiffs for any such costs that are associated with future productions in this case, since future productions will consist of documents that have not previously been produced in other matters.

On a final note, the types of data described in the proposed load file for this first production may not be available for future productions, since documents that will be contained in future productions have not been previously produced, and thus have not been subjected to the same review and processing (generating the information we propose to provide in the load file) as the documents in this first wave.

Please let me know if the foregoing is acceptable. As previously mentioned, we need to resolve the load file/coding issues before we can prepare the production, and once these issues are resolved it will take one week for us to deliver the DVD-ROM disks to you. We look forward to hearing from you.

Sincerely yours,



Matthew W. Close  
of O'MELVENY & MYERS LLP

cc: David W. Cowles, Esq.  
James D. Burgess, Esq.  
Joseph E. Mais, Esq.  
Alan Baskin, Esq.