

No. W 4192	Annual Report Form 1997 Due No Later Than November 30,		2. Registered Agent and Office NOT A P.O. BOX													
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE *	1. Mailing Address - Please Correct, If Not Correct WILTEL COMMUNICATIONS, LLC 2800 POST OAK BLVD HOUSTON TX 77056		C T CORPORATION SYSTEM 300 NORTH 6TH STREET BOISE ID 83701 3. Organized Under the Laws of: DE W 4192													
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> Managers or <input type="checkbox"/> Members (check one) <table border="0"> <thead> <tr> <th><u>Office held</u></th> <th><u>Name</u></th> <th><u>Street or P.O. Address</u></th> <th><u>City</u></th> <th><u>State</u></th> <th><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td colspan="6" style="text-align: center; vertical-align: middle;"> <i>See Attached List</i> </td> </tr> </tbody> </table>					<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	<i>See Attached List</i>					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>											
<i>See Attached List</i>																
5. SIGNATURE OF CURRENT RA		6. <table border="0"> <tr> <td>Signature</td> <td><i>[Signature]</i></td> <td>Date</td> <td><i>12/21/97</i></td> </tr> <tr> <td>Name (Typed/Printed)</td> <td><i>Loretta Morano</i></td> <td>Title</td> <td><i>Treasurer</i></td> </tr> </table>			Signature	<i>[Signature]</i>	Date	<i>12/21/97</i>	Name (Typed/Printed)	<i>Loretta Morano</i>	Title	<i>Treasurer</i>				
Signature	<i>[Signature]</i>	Date	<i>12/21/97</i>													
Name (Typed/Printed)	<i>Loretta Morano</i>	Title	<i>Treasurer</i>													

ISSUED: 07-04-1997

DO NOT TAPE OR STAPLE

WiTel Communications, LLC
Members and Managers
FEIN 76-0534950

Members

Williams Communications Group, Inc.
One Williams Center
Tulsa, OK 74172

Northern Telecom Inc.
2221 Lakeside Boulevard
Richardson, TX 75082

Managers

Keith E. Bailey
One Williams Center
Tulsa, OK 74172

Gerald L. Carson
111 East 1st Street
Tulsa, OK 74103

F. William Conner
2800 Post Oak Blvd.
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Richard P. Faletti
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Houston, TX 77056

Thomas P. Griffin
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Howard E. Janzen
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Tulsa, OK 74103

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Garry K. McGuire
2800 Post Oak Blvd.
Houston, TX 77056

David L. Thompson
2800 Post Oak Blvd.
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S. Miller Williams
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Tulsa, OK 74103

WilTel Communications, LLC
FEIN 76-0534950
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Vice President, Assistant Secretary & Assistant Treasurer

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Officers (con't.)

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Vice President, Assistant Secretary & Assistant Treasurer

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Secretary

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Tulsa, OK 74172

General Counsel & Assistant Secretary

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Tulsa, OK 74172

Assistant Secretary

Shawna L. Barnard
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Tulsa, OK 74172

Assistant Secretary