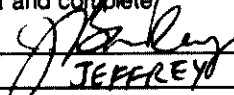


94015

No.	Idaho Corporation Annual Report Form	2. Registered Agent and Office NOT A P.O. BOX
Return To Secretary of State Room 203, Statehouse Boise, ID 83720 * FIRST NOTICE * NO FEE REQUIRED	Due No Later Than November 1, 1992	PRENTICE HALL CORPORATION 877 MAIN STREET BOISE ID 83702 5858
	1. Mailing Address. Please Correct If Not Correct PHOENIX NETWORK, INC. MARC L. BOYETTE FLORENCE CHAU ONE MARITIME PLAZA STE. 2525 SAN FRANCISCO CA 94111 5858	
3. Incorporated Under The Laws of		DE NO: 94015

4. Names and Addresses of Officers and Directors

	Name	Street or P.O. Address	City	State	Zip
President:	SEE ATTACHED SCHEDULE				
Secretary:					
Directors:					

5. Nature of Business REBILLING OF TELECOMMUNICATION SERVICES	6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete. Signature  Name (Typed or Printed) JEFFREY L. BAILEY Date 7-10-92 Title CFO
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PHOENIX NETWORK, INC.
OFFICERS AND DIRECTORS

Robert Curtis
Chief Executive Officer
2 Heather Way
Mill Valley, CA 94941

Jeffrey L. Bailey
Senior Vice-President-Finance
5 La Noria
Concord, CA 94563

J. Rex Bell
Vice President-Operations
10 Milland Drive B-13
Mill Valley, CA 94941

Elizabeth Eisenstein
Vice President-Customer Relations
4561A -18th Street
San Francisco, CA 94114

Cathy Fragola
Vice President-Marketing
119 Turnsworth Avenue
Redwood City, CA 94062

Laurence Paradise
Vice President-Sales
5537 Pamplona Court
Concord, CA 94521

John Bremner
Director
1542 Grove Street
San Francisco, CA 94117

James Gallaway
Director
268 Lark Circle Drive
Zephyr Cove, NV 89448
391-38-9184

Charles C. McGettigan
Director
3375 Clay Street
San Francisco, CA 94118

Merrill L. Magowan
Director
735 Bromfield Road
Hillsborough, CA 94010

Kenneth L. Guernsey
Secretary
46 West Clay Park
San Francisco, CA 94121
352-74-3721