

No. C123067	Annual Report Form 1998 Due No Later Than November 30,	2. Registered Agent and Office NOT A P.O. BOX CT CORPORATION SYSTEM 300 N 6TH ST BOISE ID 83701																																																																														
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED ** FINAL NOTICE **	1. Mailing Address - Please Correct, If Not Correct U S WEST, INC. 1801 California Street, Suite 5100 Denver, CO 80202 Attn: Keith D. Nieb	3. Organized Under the Laws of: DE C123067																																																																														
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of ☐ Managers or ☐ Members (check one)																																																																																
NOTE - See attached for complete directors list.																																																																																
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Office held</th> <th style="text-align: left;">Name</th> <th style="text-align: left;">Street or P.O. Address</th> <th style="text-align: left;">City</th> <th style="text-align: left;">State</th> <th style="text-align: left;">Zip</th> </tr> </thead> <tbody> <tr> <td>President</td> <td>Solomon D. Trujillo</td> <td>1801 California Street, Suite 5200, Denver, CO</td> <td>80202</td> <td></td> <td></td> </tr> <tr> <td>Vice President</td> <td>Antonia D. Ozeroff</td> <td>1801 California Street, Suite 5200, Denver, CO</td> <td>80202</td> <td></td> <td></td> </tr> <tr> <td>Exec. V.P./C.F.O.</td> <td>Alan R. Spies</td> <td>1801 California Street, Suite 5200, Denver, CO</td> <td>80202</td> <td></td> <td></td> </tr> <tr> <td>Assistant Secretary</td> <td>Glenda M. Hjar</td> <td>1801 California Street, Suite 5200, Denver, CO</td> <td>80202</td> <td></td> <td></td> </tr> <tr> <td>Director</td> <td>Richard D. McCormick</td> <td>U S WEST, Inc., 3200 Cherry Creek South Dr., Denver, CO</td> <td>80209</td> <td></td> <td></td> </tr> <tr> <td>Director</td> <td>Linda G. Alvarado</td> <td>Alvarado Construction, 1266 Sante Fe Dr., Denver, CO</td> <td>80204</td> <td></td> <td></td> </tr> <tr> <td>Director</td> <td>Craig R. Barrett</td> <td>Intel Corporation, CH5-201, 5000 W. Chandler Blvd, Chandler, AZ</td> <td>85226</td> <td></td> <td></td> </tr> <tr> <td>Director</td> <td>Hon. Hank Brown</td> <td>UNC President's Office, Carter Hall, Rm. 4000, Greeley, CO</td> <td>80639</td> <td></td> <td></td> </tr> <tr> <td>Director</td> <td>Jerry J. Colangelo</td> <td>Arizona Diamondbacks, 201 East Jefferson, Phoenix, AZ</td> <td>85004</td> <td></td> <td></td> </tr> <tr> <td>Director</td> <td>George J. Harad</td> <td>USWC, 1111 West Jefferson St, Boise, ID</td> <td>83728</td> <td></td> <td></td> </tr> <tr> <td>Director</td> <td>Peter S. Hellman</td> <td>TRW, Inc., 1900 Richmond Rd, 3N, Cleveland, OH</td> <td>44124</td> <td></td> <td></td> </tr> <tr> <td>Director</td> <td>Allen F. Jacobson</td> <td>USWC, 3050 Minnesota World Trade Ctr, St. Paul, MN</td> <td>55101-4901</td> <td></td> <td></td> </tr> </tbody> </table>	Office held	Name	Street or P.O. Address	City	State	Zip	President	Solomon D. Trujillo	1801 California Street, Suite 5200, Denver, CO	80202			Vice President	Antonia D. Ozeroff	1801 California Street, Suite 5200, Denver, CO	80202			Exec. V.P./C.F.O.	Alan R. Spies	1801 California Street, Suite 5200, Denver, CO	80202			Assistant Secretary	Glenda M. Hjar	1801 California Street, Suite 5200, Denver, CO	80202			Director	Richard D. McCormick	U S WEST, Inc., 3200 Cherry Creek South Dr., Denver, CO	80209			Director	Linda G. Alvarado	Alvarado Construction, 1266 Sante Fe Dr., Denver, CO	80204			Director	Craig R. Barrett	Intel Corporation, CH5-201, 5000 W. Chandler Blvd, Chandler, AZ	85226			Director	Hon. Hank Brown	UNC President's Office, Carter Hall, Rm. 4000, Greeley, CO	80639			Director	Jerry J. Colangelo	Arizona Diamondbacks, 201 East Jefferson, Phoenix, AZ	85004			Director	George J. Harad	USWC, 1111 West Jefferson St, Boise, ID	83728			Director	Peter S. Hellman	TRW, Inc., 1900 Richmond Rd, 3N, Cleveland, OH	44124			Director	Allen F. Jacobson	USWC, 3050 Minnesota World Trade Ctr, St. Paul, MN	55101-4901				
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5. Signature of New Registered Agent	6. Signature <u><i>Glenda M. Hjar</i></u> Date <u>12-10-98</u> Name (Typed or Printed) <u>Glenda M. Hjar</u> Title <u>Assistant Secretary</u>																																																																															

ISSUED: 10-03-1998

DO NOT TAPE OR STAPLE

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Directors as of Thursday, December 10, 1998

Name	Business Address	Dates
Linda G. Alvarado	President Alvarado Construction 1266 Santa Fe Drive Denver, Colorado 80204-3546	
Craig R. Barrett	President and C.O.O. Intel Corporation CH5-201 5000 West Chandler Blvd. Chandler, Arizona 85226	
Director in Class II	The Honorable Hank Brown	President University of Northern Colorado UNC President's Office Carter Hall, Room 4000 Greeley, Colorado USA 80639
	Jerry J. Colangelo	Owner, Chairman & C.E.O. Arizona Diamondbacks 201 East Jefferson Phoenix, Arizona 85004
	George J. Harad	Chairman & Chief Executive Officer USWC 1111 West Jefferson Street Boise, Idaho 83728
	Peter S. Hellman	President & C.O.O. TRW, Inc. 1900 Richmond Road 3N Cleveland, Ohio 44124
	Allen F. Jacobson	Retired Chairman and Chief Executive Officer USWC 3050 Minnesota World Trade Center 30 Seventh Street East St. Paul, Minnesota 55101-4901
Chair	Richard D. McCormick	Chairman of the Board U S WEST, Inc. 3200 Cherry Creek South Drive Suite 230 Denver, Colorado 80209
	Marilyn Carlson Nelson	Vice Chair & CEO Carlson Holdings, Inc. 12755 State Highway 55 Minneapolis, Minnesota 55441-8215
	Frank P. Popoff	Chairman USWC The Dow Chemical Company 2030 Dow Center Midland, Michigan 48674
	Solomon D. Trujillo	President and Chief Executive Officer US West, Inc. 1801 California Street Suite 5200 Denver, Colorado 80202

U S WEST, Inc.
Directors as of Thursday, December 10, 1998

Name

Business Address

Dates

Jerry O. Williams

**P & CEO
USWC
One Prudential Plaza, Suite 2900
130 East Randolph Drive
Chicago, Illinois
60601**

[A] indicates an Associate Director