

No. C 96976	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  ** FINAL NOTICE **	1. Mailing Address - Please Correct, If Not Correct  LCI INTERNATIONAL TELECOM CO THOMAS J WYNNE 4650 LAKEHURST COURT  DUBLIN OH 43017	CT CORPORATION SYSTEM 300 NORTH 6TH STREET  BOISE ID 83701  3. Organized Under the Laws of:  DE C 96976												
4. Corporations: Enter Names and Business Addresses of <b>President, Secretary and Directors</b> Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> <b>Managers</b> or <input type="checkbox"/> <b>Members</b> (check one)  <table border="1"> <thead> <tr> <th data-bbox="74 351 181 372">Office held</th> <th data-bbox="322 351 379 372">Name</th> <th data-bbox="611 351 834 372">Street or P.O. Address</th> <th data-bbox="1057 351 1098 372">City</th> <th data-bbox="1222 351 1280 372">State</th> <th data-bbox="1371 351 1412 372">Zip</th> </tr> </thead> <tbody> <tr> <td colspan="6" data-bbox="24 399 371 441">* See Attached.</td> </tr> </tbody> </table>			Office held	Name	Street or P.O. Address	City	State	Zip	* See Attached.					
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* See Attached.														
5.	6. <table border="1"> <tr> <td data-bbox="561 723 669 750">Signature</td> <td data-bbox="1106 723 1156 750">Date</td> </tr> <tr> <td data-bbox="561 776 693 803">Name (Typed or Printed)</td> <td data-bbox="1106 776 1156 803">Title</td> </tr> </table>		Signature	Date	Name (Typed or Printed)	Title								
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Name (Typed or Printed)	Title													

ISSUED: 10-04-1997

↓ DO NOT TAPE OR STAPLE ↓

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**LCI INTERNATIONAL TELECOM CORP.**

**OFFICERS AND DIRECTORS**

**DIRECTORS**

**Richard E. Cavanagh**

President

The Conference Board

845 Third Avenue

New York, New York 10022

**William F. Connell**

Chairman

Connell Limited Partnership

One International Place

Fort Hill Square

Boston, Massachusetts 02110

**Julius W. Erving, II**

President

The Erving Group, Inc.

65 Knollwood Drive

Cherry Hill, New Jersey 08002

**Douglas M. Karp**

Managing Director

E.M. Warburg, Pincus & Co., LLC

466 Lexington Avenue

New York, New York 10017-3147

**George M. Perrin**

Chairman

Paging Network, Inc.

4965 Preston Park Blvd., Suite 600

Plano, Texas 75093

**H. Brian Thompson**

Chief Executive Officer

LCI International, Inc.

8180 Greensboro Drive - Suite 800

McLean, Virginia 22102

**(Chairman of the Board)**

**John L. Vogelstein**

Vice Chairman and President

E.M. Warburg, Pincus & Co., LLC

466 Lexington Avenue

New York, New York 10017-3147

**Thomas J. Wynne**  
President  
LCI International, Inc.  
8180 Greensboro Drive - Suite 800  
McLean, Virginia 22102

**OFFICERS\***

H. Brian Thompson	-	Chief Executive Officer
Thomas J. Wynne	-	President and Chief Operating Officer
Joseph A. Lawrence	-	Chief Financial Officer, Senior Vice President-Finance and Development
Marshall W. Hanno	-	Senior Vice President-Sales
Lawrence J. Bouman	-	Senior Vice President-Engineering, Operations and Technology
Roy N. Gamse	-	Senior Vice President-Business Marketing
Anne K. Bingaman	-	Senior Vice President and President-Local Telecommunications Division
John J. Dillon	-	Vice President-Finance and Treasurer
Jeffrey H. VonDeylen	-	Vice President and Corporate Controller
Lee M. Weiner	-	Vice President and Assistant Secretary
James D. Heflinger	-	Secretary
Patrick S. Miller	-	Assistant Secretary
Thomas L. McAbee	-	Assistant Secretary
Stephen H. Shoemaker	-	Assistant Treasurer
Richard G. Cantwell	-	Assistant Treasurer
William Yano	-	Assistant Treasurer

\*ADDRESS FOR ALL OFFICERS: LCI International, 8180 Greensboro Drive - Suite 800,  
McLean, Virginia 22102