

No. <b>C 93888</b>	<b>Annual Report Form</b> Due No Later Than November 30, <b>1997</b>	2. Registered Agent and Office <b>NOT A P.O. BOX</b>
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080  <b>NO FEE REQUIRED</b>	1. Mailing Address - Please Correct, If Not Correct  <b>U S WEST DEX, INC.</b> <b>DEBRA GALLEGOS</b> 390 <b>7800 E. ORCHARD RD. STE. 400</b>  <b>ENGLEWOOD CO 80111</b>	<b>CT CORPORATION SYSTEM</b> <b>300 NORTH 6TH STREET</b>  <b>BOISE ID 83702</b>  3. Organized Under the Laws of:  <b>CO C 93888</b>
<b>* FIRST NOTICE *</b>		
4. Corporations: Enter Names and Business Addresses of <b>President, Secretary and Directors</b> See attached also Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> <b>Managers</b> or <input type="checkbox"/> <b>Members</b> (check one)		
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>
<u>City</u>	<u>State</u>	<u>Zip</u>
President - James A. Smith, 1801 California Street, #5200, Denver, Colorado 80202 Secretary - Antonia D. Ozeroff, 7800 East Orchard Road, #200, Englewood, Colorado 80111  Director - Charles M. Lillis, 7800 East Orchard Road, #200, Englewood, Colorado 80111 Director - James A. Smith, 1801 California Street, #5200, Denver, Colorado 80202		
5.	6.	
Signature <u>Diane M. Phillips</u> Date <u>11-20-97</u>		Name <small>(Typed or Printed)</small> <u>Diane M. Philips</u> Title <u>Asst. Secretary</u>

ISSUED: 07-04-1997

↓ DO NOT TAPE OR STAPLE ↓

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**DIRECTORS:**

Charles M. Lillis  
Primary Address: 7800 East Orchard Road  
Suite 200  
Englewood, Colorado 80111

James A. Smith  
Primary Address: 1801 California Street  
Suite 5200  
Denver, Colorado 80202

Director

**OFFICERS:**

Ernest J. Sampias  
Primary Address: 198 Inverness Drive West  
Englewood, CO 80112

Vice President, Chief Financial Officer & Treasurer

**Antonia D. Ozeroff** **Secretary**  
**Primary** **7800 East Orchard Road**  
**Address:** **Suite 200**  
**Englewood, Colorado 80111**

Stephen E. Brilz  
Primary Address: 7800 East Orchard Road  
Suite 390  
Englewood, Colorado 80111

Glenda M. Hijar  
Primary Address: 7800 East Orchard Road  
Suite 390  
Englewood, Colorado 80111

Assistant Secretary

**Sean C. Lindsay** **Assistant Secretary**  
**Primary** 7800 Orchard Road  
**Address:** Suite 390  
Englewood, CO 80111

Diane M. Phillips  
Primary Address: 7800 East Orchard Road  
Suite 390  
Englewood, Colorado 80111

Assistant Secretary

**Jennifer N. Bater** Vice President - Marketing  
Primary Address: 7800 East Orchard Road  
Suite 300  
Englewood, CO 80111

**J. Roger Cory** Vice President and General Manager - Midwestern Region

Primary Address:	18000 72nd Avenue South Kent, WA 98032
Carol J. Johnson Primary Address:	Vice President and General Manager - Western Region 198 Inverness Drive West Englewood, Colorado 80112
Gerald J. Knutson Primary Address:	Vice President - Information Management 198 Inverness Drive West Englewood, Colorado 80112
Jeri L. Korshak Primary Address:	Vice President and General Manager - Mountain Region 198 Inverness Drive West Englewood, CO 80112
Margaret McGuckin Primary Address:	Vice President - New Ventures 8200 East Bellevue Avenue Englewood, Colorado 80111
James A. Smith Primary Address:	President and Chief Executive Officer 1801 California Street Suite 5200 Denver, Colorado 80202
Julie A. Stout Primary Address:	Vice President - Operations and National Sales 198 Inverness Drive West Englewood, Colorado 80112
Marsha C. Williams Primary Address:	Vice President - Human Resources and Education 198 Inverness Drive West Englewood, Colorado 80112