



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State

Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1335
401.222.5040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 90301		2. Name of Corporation Qwest Interprise America, Inc.			
3. Street Address Principal Business Office 1801 California St Ste 5100			City Denver	State CO	Zip 80202
4. Business Phone No. 303-992-1400		5. State of Incorporation COLORADO			6. SIC Code 6676
7. Brief Description of the Character of Business Conducted in Rhode Island TO HOLD OWNERSHIP INTEREST IN MULTIPLE PARTNERSHIPS WHICH WILL OFFER DATA COMMUNICATIONS.					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) ☐ FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Richard C Notebaert, CEO			Vice President Name Stephen E Brilz, VP & Secretary		
Street Address 1801 California St			Street Address 1801 California St		
City Denver	State CO	Zip 80202	City Denver	State CO	Zip 80202
Secretary Name Christian A Pedersen, Asst. Secretary			Treasurer Name Mark Evans, VP & Asst. Treasurer		
Street Address 1801 California St			Street Address 1801 California St		
City Denver	State CO	Zip 80202	City Denver	State CO	Zip 80202
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) ☐ FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Oren G Shaffer			Director Name Richard N Baer		
Street Address 1801 California St			Street Address 1801 California St		
City Denver	State CO	Zip 80202	City Denver	State Co	Zip 80202
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) ☐			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☐		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class Series	Par Value	Number of Shares	Class Series	Par Value
1 NO PAR VALUE	Common		1 Common No Par Value		

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



90301

File Date	FILED
Check No.	JAN 14 2005
By	By [Signature]
FOR SECRETARY OF STATE USE ONLY	

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer	Date
Christian A Pedersen	1-12-04
Print or Type Name of Officer	
Assistant Secretary	
Title of Officer	



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. *90301* 2. Name of Corporation Qwest Interprise America, Inc.
3. Street Address Principal Business Office 1801 CALIFORNIA STREET, #5100 City DENVER State CO Zip 80202
4. Business Phone No. 3036722700 5. State of Incorporation COLORADO 6. SIC Code 6676
7. Brief Description of the Character of Business Conducted in Rhode Island
TO HOLD OWNERSHIP INTEREST IN MULTIPLE PARTNERSHIPS WHICH WILL OFFER DATA COMMUNICATIONS.

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Chief Executive Officer
Street Address 1801 California Street
City Denver State CO Zip 80202
Secretary Name Yash A Rana
Street Address 1801 California Street
City Denver State CO Zip 80202
Vice President Name Executive VP-Richard N. Baer
Street Address 1801 California Street
City Denver State CO Zip 80202
Treasurer Name
Street Address
City State Zip

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Executive VP-Richard N. Baer
Street Address 1801 California Street
City Denver State CO Zip 80202
Director Name Oren G. Shaffer
Street Address 1801 California Street
City Denver State CO Zip 80202
Director Name
Street Address
City State Zip

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) ☐

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
1 NO PAR VALUE

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☐

ISSUED SHARES
Number of Shares Class/Series Par Value
1 Common NO PAR

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 9 0 3 0 1 *

90301 FBC2/25/0311:24:51 AM

File Date FILED

Check No. FEB 10 2004

By: By JPC/19454

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer Daniel J. Culhane 3/12/03
Date

Print or Type Name of Officer Daniel J. Culhane

Title of Officer Assistant Secretary

Qwest Interprise America, Inc.

Officer List

Name	Title	Business Address
Richard C. Notebaert	Chief Executive Officer	1801 California, Denver, CO 80202
Oren G. Shaffer	Vice Chairman and Chief Financial Officer	1801 California, Denver, CO 80202
Richard N. Baer	Executive Vice President and General Counsel	1801 California, Denver, CO 80202
Janet K. Cooper	Senior Vice President - Finance and Treasurer	1801 California, Denver, CO 80202
R. Steven Davis	Senior Vice President - Policy and Law	1801 California, Denver, CO 80202
Tom G. Gillett	Senior Vice President - Corporate Development	1801 California, Denver, CO 80202
Kelly S. Carter	Vice President - Corporate Tax	1801 California, Denver, CO 80202
Mark Evans	Vice President and Assistant Treasurer	1801 California, Denver, CO 80202
Tom McGimpsey	Vice President and Assistant Secretary	1801 California, Denver, CO 80202
	Vice President, Senior Associate General Counsel and Secretary	
Yash A. Rana		1801 California, Denver, CO 80202
James E. Shields	Vice President - Finance and Assistant Treasurer	1801 California, Denver, CO 80202
Dan Culhane	Assistant Secretary	1801 California, Denver, CO 80202

Director List

Name	Title	Business Address
Oren G. Shaffer	Vice Chairman and Chief Financial Officer	1801 California, Denver, CO 80202
Richard N. Baer	Executive Vice President and General Counsel	1801 California, Denver, CO 80202



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. *90301*		2. Name of Corporation Qwest Interprise America, Inc.	
3. Street Address Principal Business Office 1801 CALIFORNIA STREET, #5100		City DENVER	State CO
4. Business Phone No. 3036722700		5. State of Incorporation COLORADO	6. SIC Code 6676
7. Brief Description of the Character of Business Conducted in Rhode Island TO HOLD OWNERSHIP INTEREST IN MULTIPLE PARTNERSHIPS WHICH WILL OFFER DATA COMMUNICATIONS.			

8. NAMES AND ADDRESSES OF THE OFFICERS (X BOX FOR ATTACHMENT) ☒ FILE IN SPACES BEFORE USING ATTACHMENTS

President Name Chief Executive Officer			Vice President Name Executive VP-Richard N. Baer		
Street Address 1801 California Street			Street Address 1801 California Street		
City Denver	State CO	Zip 80202	City Denver	State CO	Zip 80202
Secretary Name Yash A Rana			Treasurer Name		
Street Address 1801 California Street			Street Address		
City Denver	State CO	Zip 80202	City	State	Zip

9. NAMES AND ADDRESSES OF THE DIRECTORS (X BOX FOR ATTACHMENT) ☒ FILE IN SPACES BEFORE USING ATTACHMENTS

Director Name Executive VP-Richard N. Baer			Director Name Oren G. Shaffer		
Street Address 1801 California Street			Street Address 1801 California Street		
City Denver	State CO	Zip 80202	City Denver	State CO	Zip 80202
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip

10. SHARES AUTHORIZED (X BOX FOR ATTACHMENT) ☐ 11. SHARES ISSUED (X BOX FOR ATTACHMENT) ☐

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1 NO PAR VALUE			1	Common	NPV

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 9 0 3 0 1 *

90301 FBC2/25/0311:24:51 AM

File Date **FILED**

Check No. **FEB 10 2004**

By **VP** **617454**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer **312-03**

Print or Type Name of Officer **TOM McSIMOSEY**

Title of Officer **VP + Asst Secretary**

Form 630 12/01

Qwest Interprise America, Inc.

Officer List

Name	Title	Business Address
Richard C. Notebaert	Chief Executive Officer	1801 California, Denver, CO 80202
Oren G. Shaffer	Vice Chairman and Chief Financial Officer	1801 California, Denver, CO 80202
Richard N. Baer	Executive Vice President and General Counsel	1801 California, Denver, CO 80202
Janet K. Cooper	Senior Vice President - Finance and Treasurer	1801 California, Denver, CO 80202
R. Steven Davis	Senior Vice President - Policy and Law	1801 California, Denver, CO 80202
Tom G. Gillett	Senior Vice President - Corporate Development	1801 California, Denver, CO 80202
Kelly S. Carter	Vice President - Corporate Tax	1801 California, Denver, CO 80202
Mark Evans	Vice President and Assistant Treasurer	1801 California, Denver, CO 80202
Tom McGimpsey	Vice President and Assistant Secretary	1801 California, Denver, CO 80202
	Vice President, Senior Associate General Counsel and Secretary	
Yash A. Rana	Secretary	1801 California, Denver, CO 80202
James E. Shields	Vice President - Finance and Assistant Treasurer	1801 California, Denver, CO 80202
Dan Culhane	Assistant Secretary	1801 California, Denver, CO 80202

Director List

Name	Title	Business Address
Oren G. Shaffer	Vice Chairman and Chief Financial Officer	1801 California, Denver, CO 80202
Richard N. Baer	Executive Vice President and General Counsel	1801 California, Denver, CO 80202



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Corporations Division
100 North Main Street, Providence, RI 02903-13
401-222-30



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 90301	2. Name of Corporation Qwest Interprise America, Inc.		
3. Street Address Principal Business Office 1801 California	City Denver	State Colorado	Zip 80202
4. Business Phone No. 303-992-1400	5. State of Incorporation Colorado	6. SIC Code 6676	

7. Brief Description of the Character of Business Conducted in Rhode Island

Retail- Communication Services

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Joseph P. Nacchio			Vice President Name Kelly Carter		
Street Address 1801 California			Street Address 555 17th Street		
City Denver	State Colorado	Zip 80202	City Denver	State Colorado	Zip 80202
Secretary Name Drake S. Tempest			Treasurer Name Scott Berman		
Street Address 1801 California			Street Address 1801 California		
City Denver	State Colorado	Zip 80202	City Denver	State Colorado	Zip 80202

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Drake S. Tempest			Director Name Robin Szeliga		
Street Address 1801 California			Street Address 1801 California		
City Denver	State Colorado	Zip 80202	City Denver	State Colorado	Zip 80202
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) ☒

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1	Common	No Par	1	Common	No Par

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☒

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee.

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Kelly S. Carter 8/14/2001
Signature of Officer Date

Kelly S. Carter
Print or Type Name of Officer

Vice President - Finance, Tax

File Date: 8-24-01

Check No.: 2074251



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR **2000**
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.

2. Name of Corporation

90301

U S WEST Interprise America, Inc.

3. Street Address Principal Business Office

Attn: Henry Euser

City

State

Zip

1801 California Street, Suite 5100

Denver

CO

80202

4. Business Phone No.

5. State of Incorporation

6. SIC Code

303-672-2700

COLORADO

6676

7. Brief Description of the Character of Business Conducted in Rhode Island Special purpose corporation which will hold ownership interests in multiple partnerships and services to be formed with various third parties to offer data communication products and services outside U S West Communication's territory

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

Vice President Name

Joesph R. Zell

David Graff

Street Address

Street Address

1999 Broadway

8200 E. Bellview Suite 500

City

State

Zip

City

State

Zip

Denver

CO

80202

Englewood

CO

80111

Secretary Name

Treasurer Name

Antonia D. Ozeroff

Sean P. Foley

Street Address

Street Address

1801 California Room 5200

1801 California #3030

City

State

Zip

City

State

Zip

Denver

CO

80202

Denver

CO

80202-1984

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

Director Name

Solomon D. Trujillo

Street Address

Street Address

1801 California Street Suite 5200

City

State

Zip

City

State

Zip

Denver

CO

80202

Director Name

Director Name

Street Address

Street Address

City

State

Zip

City

State

Zip

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

1 SH NO PAR VALUE

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

1

common

no par value

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 90301 *

File Date: 2/22/00

Check No.: 5015761

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 2-18-00
Signature of Officer Date

Glenda M. Hajar
Print or Type Name of Officer

Assistant Secretary

U S WEST Interprise America, Inc.
Officers as of Friday, February 18, 2000

<i>Name</i>	<i>Title</i>	<i>Business Address</i>
Joseph R. Zell	President	1999 Broadway Denver, Colorado 80202
David Graff	Vice President	8200 E Belleview Suite 500 Englewood, Colorado 80111
Allan R. Spies	Vice President	1801 California Street Suite 5100 Denver, Colorado 80202
Antonia D. Ozeroff	Secretary	1801 California Street Room 5200 Denver, Colorado 80202
Debra S. Gallegos	Assistant Secretary	1801 California Street Suite 5100 Denver, Colorado 80202
Glenda M. Hjar	Assistant Secretary	1801 California St. Suite 5100 DENVER, Colorado 80202
Thomas O. McGimpsey	Assistant Secretary	1801 California Street Suite 5100 Denver, Colorado 80202
Sean P. Foley	Treasurer	1801 California Street #3030 Denver, Colorado 80202-1984

U S WEST Interprise America, Inc.
Directors as of Friday, February 18, 2000

Name

Business Address

Dates

Solomon D. Trujillo

President and Chief Executive Officer
US West, Inc.
1801 California Street
Suite 5200
Denver, Colorado
80202

[A] indicates an Associate Director



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. **90301** 2. Name of Corporation **U S WEST Interprise America, Inc.**
3. Street Address Principal Business Office Attn: Keith D. Nieb
1801 California Street, Suite 5100 City **Denver** State **CO** Zip **80202**
4. Business Phone No. **303-672-2700** 5. State of Incorporation **COLORADO** 6. SIC Code **6676**
7. Brief Description of the Character of Business Conducted in Rhode Island Special purpose corporation which will hold ownership interests in multipartnerships and services to be formed with various third parties to offer data communications products and services outside U S WEST Communication's territory.

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

Joseph R. Zell

Street Address

1801 California Street

City

Denver

State

CO

Zip

80202

Secretary Name

Antonia D. Ozeroff

Street Address

1801 California Street

City

Denver

State

CO

Zip

80202

Vice President Name

Allan R. Spies

Street Address

1801 California Street

City

Denver

State

CO

Zip

80202

Treasurer Name

Oscar X. Munoz

Street Address

1801 California Street

City

Denver

State

CO

Zip

80202

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

Solomon D. Trujillo

Street Address

1801 California Street

City

Denver

State

CO

Zip

80202

Director Name

Street Address

City

State

Zip

Director Name

Street Address

City

State

Zip

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

1 SH NO PAR VALUE

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

1

common

no par value

This report must be **signed in ink** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 9 0 3 0 1 *

File Date:

Check No.:

By:

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer

Date

Antonia Ozeroff
Print or Type Name of Officer

U S WEST Interprise America, Inc.
Directors and Officers as of Wednesday, January 20, 1999

Directors

Minimum: 1 Maximum: 5 Current: 1. Authorised number : 5 Quorum : 0

<i>Name</i>	<i>Elected</i>	<i>Citizenship</i>	<i>Residence</i>
Solomon D. Trujillo	10/9/96		

[A] indicates an Associate Director

Officers

<i>Title</i>	<i>Name</i>	<i>Appointed</i>
Assistant Secretary	Debra S. Gallegos	4/21/98
Assistant Secretary	Thomas O. McGimpsey	4/21/98
Vice President	David Graff	1/26/98
Assistant Secretary	Glenda M. Hjar	3/24/95
Treasurer	Oscar X. Munoz	8/4/97
Secretary	Antonia D. Ozeroff	5/19/97
Vice President	Allan R. Spies	8/4/97
President	Joseph R. Zell	3/5/97



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-277-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR **1998**
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **90301** 2. Name of Corporation **U S WEST Interprise America, Inc.**

3. Street Address Principal Business Office

1801 California Street, Suite 5200

4. Business Phone No.

(303)-793-6368

7. Brief Description of the Character of Business Conducted in Rhode Island

Hold interest in communications product and service partnerships outside U S WEST Communication's Territory

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) X

President Name

Joseph R. Zell

Street Address

1801 California Street, Suite 5200

City State Zip

Denver

CO

80202

Secretary Name

Antonia D. Ozeroff

Street Address

7800 E. Orchard Rd, Suite 200

City State Zip

Englewood

CO

80111

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) X

Director Name

Solomon D. Trujillo

Street Address

1801 California Street, Suite 5200

City State Zip

Denver

CO

80202

Director Name

Street Address

City State Zip

City

State

Zip

Denver

CO

80202

6. SIC Code

6676

Vice President Name

David Graft

Street Address

8200 E. Belleview, Suite 500

City State Zip

Englewood

CO

80111

Treasurer Name

Oscar X. Munoz

Street Address

1801 California Street, Suite 4920

City State Zip

Denver

CO

80202

Director Name

Director Name

Street Address

City State Zip

Director Name

Street Address

City State Zip

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

~~1 SH NO PAR VALUE~~

1

COMMON

\$1.00

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

1

COMMON

\$1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 9 0 3 0 1 *

File Date: 2.17.98

Check No.: 385786

Bv: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Glenda M. Hjar 2-6-98
Signature of Officer Date

Glenda M. Hjar
Print or Type Name of Officer

Assistant Secretary
Title of Officer

DIRECTORS:

Solomon D. Trujillo	Director
Primary Address:	1801 California Street Suite 5200 Denver, Colorado 80202
Primary Phone:	(303)896-2020

OFFICERS:

Joseph R. Zell	President
Primary Address:	1801 California Street Suite 5200 Denver, Colorado 80202
Primary Phone:	(303) 965-9283

David Graft	Vice President
Primary Address:	8200 E Belleview Suite 500 Englewood, Colorado 80111
Primary Phone:	(303)-224-2038

Oscar X. Munoz	Treasurer
Primary Address:	1801 California Street, Suite 4920 Denver, Colorado 80202
Primary Phone:	(303) 896-8902

Allan R. Spies	Vice President
Primary Address:	1801 California Street Suite 5200 Denver, Colorado 80202
Primary Phone:	(303) 896-2096

Antonia D. Ozeroff	Secretary
Primary Address:	7800 East Orchard Road Suite 200 Englewood, Colorado 80111
Primary Phone:	(303) 793-6450

Stephen E. Brilz	Assistant Secretary
Primary Address:	7800 East Orchard Road Suite 390 Englewood, Colorado 80111
Primary Phone:	(303)793-6626

Glenda M. Hjar	Assistant Secretary
Primary Address:	7800 East Orchard Road Suite 390 Englewood, Colorado 80111
Primary Phone:	(303)793-6531

Sean C. Lindsay	Assistant Secretary
Primary	7800 Orchard Road

U S WEST Interprise America, Inc.

Address: Suite 390
Englewood, CO 80111
Primary Phone: 796-6056



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-277-3040

PROFIT CORPORATION ANNUAL REPORT 1997
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. **90301** 2. Name of Corporation **U S WEST Interprise America, Inc.**
3. Street Address Principal Business Office
1801 California Street, #5200 City **Denver** State **CO** Zip **80202**
4. Business Phone No. (303) 793-6256 5. State of Incorporation **COLORADO**
6. SIC Code
7. Brief Description of the Character of Business Conducted in Rhode Island
To hold ownership interest in multiple partnerships and services to be formed to offer data communications product. and services.

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) X

President Name Gerald H. Parrick Street Address 1801 California Street, #5200 City Denver State CO Zip 80202	Vice President Name Todd J. Burnett Street Address 188 Inverness Drive West, #500 City Eng wood State CO Zip 80112
Secretary Name Frank M. Eichler Street Address 7800 East Orchard Road, #200 City Englewood State CO Zip 80111	Treasurer Name Gerald H. Parrick Street Address 1801 California Street, #5200 City Denver State CO Zip 80202

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT)

Director Name None Street Address City State Zip	Director Name None Street Address City State Zip
Director Name None Street Address City State Zip	Director Name None Street Address City State Zip

10. SHARES AUTHORIZED AND ISSUED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES	ISSUED SHARES
Number of Shares	Number of Shares
Class/Series	Class/Series
Par Value	Par Value
1 SH NO PAR VALUE	one common npv

his report must be **signed in ink** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 9 0 3 0 1 *

File Date: 3.3.97

Check No.: 364566

By: UP

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Glenda M. Hjar 2-20-97
Signature of Officer Date

Glenda M. Hjar
Print or Type Name of Officer

Directors and Officers
U S WEST Interprise America, Inc.

OFFICERS: