

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

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FILED

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SECRETARY OF STATE



DOCUMENT # 821539 (4)
1. Corporation Name: WILLIAMS TELECOMMUNICATIONS SYSTEMS, INC.

Principal Place of Business

Mailing Address

ONE WILLIAMS CENTER
BOX 21348
TULSA OK 74121

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BOX 21348
TULSA OK 74121

3. Date Incorporated or Qualified 08/11/1968	3a. Date of Last Report 05/01/1996
4. FEI Number 47-6043412	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 P.O. Box 3568, MD 26-22
22 City & State	27 City & State
23 Zip	28 Houston, Tx
24 Country	29 77058-3568
25	30 USA

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D KEITH E. BAILY	1.1 TITLE	900002184098
NAME	ONE WILLIAM CENTER	1.2 NAME	-05/19/97--01194--010
STREET ADDRESS	TULSA OK	1.3 STREET ADDRESS	*****200.00 *****200.00
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	P HIRSCH, HENRY C	2.1 TITLE	
NAME	8865 NEW TRAILS DR	2.2 NAME	
STREET ADDRESS	THE WOODLANDS TX	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	C MARIO HERNANDEZ	3.1 TITLE	
NAME	ONE WILLIAMS CENTER	3.2 NAME	
STREET ADDRESS	TULSA OK	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	VPAS KRUMMEL, JOHN H	4.1 TITLE	GrVP + Asst Secretary
NAME	8865 NEW TRAILS DR	4.2 NAME	Lawrence C. Littlefield
STREET ADDRESS	THE WOODLANDS TX	4.3 STREET ADDRESS	One Williams Center
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Tulsa, OK 74122
TITLE	VPAS ANTHONY MORENO	5.1 TITLE	VP + Asst. Secretary
NAME	8865 NEW TRAILS DR	5.2 NAME	Gordon C. Martin
STREET ADDRESS	THE WOODLANDS TX	5.3 STREET ADDRESS	2800 Post Oak Blvd
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Houston, TX 77056
TITLE	VPAS THOMAS P. GRIFFIN	6.1 TITLE	
NAME	8865 NEW TRAILS DR	6.2 NAME	
STREET ADDRESS	THE WOODLANDS TX	6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13, if changed, or as an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

By Mario H. Hernandez
Controller

Date

Daytime Phone #

CR2E034 (3/96)

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Williams Telecommunications Systems, Inc.
Officers
December 31, 1996

Chairman of the Board & Chief Executive Officer	Keith E. Bailey	One Williams Center	Tulsa	OK	74172
President & Chief Operating Officer	Henry C. Hirsch	2800 Post Oak Blvd.	Houston	TX	77056
Sr. Vice President, Assistant Secretary & Assistant Treasurer	Lawrence C. Littlefield, Jr.	One Williams Center	Tulsa	OK	74172
Vice President, Assistant Secretary & Assistant Treasurer	Thomas P. Griffin	2800 Post Oak Blvd.	Houston	TX	77056
Vice President, Assistant Secretary & Assistant Treasurer	Gordon C. Martin	2800 Post Oak Blvd.	Houston	TX	77056
Vice President, Chief Financial Officer, Asst. Secretary & Treasurer	David Patterson	2800 Post Oak Blvd.	Houston	TX	77056
Secretary	David M. Higbee	One Williams Center	Tulsa	OK	74172
Controller	Mario H. Hernandez	2800 Post Oak Blvd.	Houston	TX	77056
General Counsel & Assistant Secretary	David P. Batow	One Williams Center	Tulsa	OK	74172
Assistant Secretary	Donald J. Hellwege	One Williams Center	Tulsa	OK	74172
Assistant Treasurer	Loretta A. Mormino	2800 Post Oak Blvd.	Houston	TX	77056
Vice President, Assistant Secretary & Assistant Treasurer	Thomas Paulson	2800 Post Oak Blvd.	Houston	TX	77056
Vice President, Assistant Secretary & Assistant Treasurer	S. Miller Williams	One Williams Center	Tulsa	OK	74172
Vice President, Assistant Secretary, & Assistant Treasurer	Thomas P. Boyhan	2800 Post Oak Blvd.	Houston	TX	77056
Vice President, Assistant Secretary, & Assistant Treasurer	Beverly A. Ventura	1110 W. Taft Avenue	Orange	CA	92665
Vice President, Assistant Secretary, & Assistant Treasurer	John F. Wassenbergh	1250 Broadway	New York	NY	10001

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Williams Telecommunications Systems, Inc.
Directors
December 31, 1996

Keith E. Bailey	One Williams Center	Tulsa	OK	74172
Thomas P. Griffin	2800 Post Oak Blvd.	Houston	TX	77056
Henry C. Hirsch	2800 Post Oak Blvd.	Houston	TX	77056
Howard E. Janzen	One Williams Center	Tulsa	OK	74172
Lawrence C. Littlefield, Jr.	One Williams Center	Tulsa	OK	74172
Phillip D. Wright	One Williams Center	Tulsa	OK	74172