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Mar 02 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **F94000006318 (9)**

1. Corporation Name
IXC LONG DISTANCE, INC.



Principal Place of Business XXXXXX AUSTIN TX 78746-1060 XXXXXXXXXX	Mailing Address XXXXXX AUSTIN TX 78746-1060 XXXXXXXXXX
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 1122 Capital of Texas Hwy. So.		2a. Mailing Address 26 1122 Capital of Texas Hwy. So.		3. Date Incorporated or Qualified 12/12/1994	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number 74-2724593	
City & State 23 Austin, TX		City & State 28 Austin, TX		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Zip 24 78746-6426		Zip 29 78746-6426		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
Country 25 U.S.		Country 30 U.S.		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH 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	NAME	STREET ADDRESS	CITY-ST-ZIP	1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP
	CFOV	WILLINGHAM, JOHN J	5000 PLAZA ON THE LAKE, SUITE 200 AUSTIN TX 78746	<input checked="" type="checkbox"/> DELETE			
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP
	ECOO	FLEMING, JOHN R	5000 PLAZA ON THE LAKE, SUITE 200 AUSTIN TX 78746	<input checked="" type="checkbox"/> DELETE			
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP
	V	HINTHER, KEN F	5000 PLAZA ON THE LAKE, SUITE 200 AUSTIN TX 78746	<input checked="" type="checkbox"/> DELETE			
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP
	CEOP	SWETT, RALPH J	5000 PLAZA ON THE LAKE, SUITE 200 AUSTIN TX 78746	<input checked="" type="checkbox"/> DELETE			
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP
	D	BRAGIN, BILL	2029 CENTURY PARK EAST, SUITE 1230 LOS ANGELES CA 90087	<input checked="" type="checkbox"/> DELETE			
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP
	D	IRWIN, RICHARD	15 KETCHUM STREET WESTPORT CT 06880	<input checked="" type="checkbox"/> DELETE			

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE  **Jeffrey C. Smith, SVP, General Counsel & Secretary (512)**

CR2E034 (10/97)

IXC LONG DISTANCE, INC.

DIRECTORS

James F. Guthrie
Jeffrey C. Smith
Stuart K. Coppens

OFFICERS

Benjamin L. Scott	President and Chief Executive Officer
James F. Guthrie	Executive Vice President and Chief Financial Officer
John R. Fleming	President of Emerging Markets
Michael W. Vent	Executive Vice President, Network Engineering & Operations
David J. Thomas	President, Retail Business Division
Meri B. Brazier	Senior Vice President, European Operations
Jeffrey C. Smith	Senior Vice President, General Counsel and Secretary
Valerie Walden	Senior Vice President, Switched & Private Line
Bob Dawson	Vice President, Financial Analysis
Stuart K. Coppens	Vice President of Finance and Chief Accounting Officer
Lynn McNeill	Vice President of Accounting Services
David R. Wiegand	Vice President, Western Region and Broadband Dvlp.
F. Clifton Steed	Vice President, Operations
Fred MacPherson	Vice President, Provisioning
John A. Colucci	Vice President, Broadband Sales
Denise Suniga	Vice President and Controller
Douglas R. Williams	Vice President, Human Resources
Del Henry	Vice President, Emerging Markets & Broadband Dvlp.
Michael Guess	Vice President, Engineering
Maxine Moreau	Vice President, Customer Care
Daniel B. Merritt	Vice President, Management Information Systems
Kimberly McDonald	Vice President, Business Operations Development

• Linda Nelson

Vice President, Sales

Kihm Schroeder

Vice President, Network Planning & Implementation

Steve Gunderson

Area Vice President, Eastern Region

Michael G. Edwards

Director, MIS Network Services

Angela L. Jones

Assistant Secretary