

# SECRETARY OF STATE'S ANNUAL VERIFICATION REPORT

Due June 30 - (Corporations must file by this date to avoid bad standing status)

CAUTION READ CAREFULLY - Make check payable to Kentucky State Treasurer - Mail both annual report form and check to BOB BABBAGE, SECRETARY OF STATE, P. O. BOX 1150, FRANKFORT, KY 40602-1150 (502-564-2848).

RECORD #: 65618

DUE: June 30, 1993

FILING FEE: 15.00

(1) EXACT CORPORATE NAME AND PRINCIPAL OFFICE ADDRESS:

THE PRENTICE HALL CORPORATION SYSTEM  
~~PARAMOUNT COMMUNICATIONS, INC.~~  
~~EXXIA GULF WESTERN, INC.~~  
~~101 HERRITT 7 CORP. PARK~~  
~~P.O. BOX 5105~~  
~~NORWALK, CT. 06856-5105~~

(3) STATE OF INCORPORATION:

DELAWARE

043326

(2) CORRECTED PRINCIPAL OFFICE ADDRESS:

1/6 Prentice-Hall Corp. Serv.  
15 Columbus Circle  
New York NY 10023

(4) DATE OF INCORPORATION OR  
CERTIFICATE OF AUTHORITY:

08-30-46

(5) REGISTERED AGENT AND REGISTERED ADDRESS:

WILLIAM E. JOHNSON  
326 W. MAIN STREET  
FRANKFORT, KENTUCKY 40601

A corporation may change its registered office or registered agent by filing a statement of change form per KRS 271B.5-020 (profit) and KRS 273.184 (non-profit). Forms are available by checking the request block below or writing to the Secretary of State's office.

YES, PLEASE SEND FORMS!

PLEASE TYPE OR PRINT (The annual report will not be accepted for filing if this section is not completed.)

JUN 8 1993

List below names and business address of the corporation's directors and principal officers. If necessary attach a continuation sheet. (If you are the only officer, give your name and address and denote sole officer.)

PRESIDENT	<u>Stephen H. Craig</u>	<u>15 Columbus Circle</u>
VICE PRESIDENT	<u>Dennis E. Howarth</u>	<u>15 Columbus Circle</u>
SECRETARY	<u>Grant M. Dawson</u>	<u>15 Columbus Circle</u>
TREASURER	<u>Michael Estabrook</u>	<u>15 Columbus Circle</u>
OTHER	<u>*See Attached Rider</u>	

I VERIFY THAT THE RECORDS OF THE SECRETARY OF STATE ARE TRUE AND CORRECT AND I AM AUTHORIZED TO SIGN THIS REPORT (ALL CORPORATIONS MUST SIGN ON AUTHORIZED SIGNATURE LINE).

AUTHORIZED SIGNATURE Dennis E. Howarth Dennis E. Howarth TITLE Vice Pres. PHONE (212) 323-7609

PROFESSIONAL SERVICE CORPORATIONS ONLY - KRS 274.105 Requires the names and addresses of all shareholders in addition to the directors and principal officers.

Pursuant to KRS 274.105, I the undersigned, being President of the KRS Chapter 274 corporation, a professional service corporation, do hereby certify that all of the shareholders of the said corporation, not less than one half of the directors, and all officers other than secretary and treasurer, are duly qualified as provided in Chapter 274. (Please use the lines above or attach continuation sheet.)

PRESIDENT'S SIGNATURE \_\_\_\_\_

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.**

**OFFICERS:**

<b>Stephen W. Craig</b>	<b>President</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>
<b>Jonathan Newcomb</b>	<b>Executive Vice President</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>
<b>Mark C. Morril</b>	<b>Senior Vice President</b>	<b>1230 Avenue of the Americas New York, NY 10020</b>
<b>George B. Costello</b>	<b>Vice President/ Asst. Secretary</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>
<b>Harriet L. Goldberg</b>	<b>Vice President/ Asst. Secretary</b>	<b>Route 9-W, Sylvan Ave. Englewood Cliffs, NJ 07632</b>
<b>Dennis E. Howarth</b>	<b>Vice President</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>
<b>Joseph Herbert</b>	<b>Vice President</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>
<b>Dennis Tarzian</b>	<b>Vice President</b>	<b>Route 9-W, Sylvan Ave. Englewood Cliffs, NJ 07632</b>
<b>Grant M. Dawson</b>	<b>Secretary</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>
<b>Melanie B. Genkin</b>	<b>Asst. Secretary</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>
<b>Lori J. McBride</b>	<b>Asst. Secretary</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>
<b>Michael F. Bartok</b>	<b>Vice President/ Asst. Secretary</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>
<b>Ralph S. Brown, Jr.</b>	<b>Vice President/ Asst. Secretary</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>
<b>Michael B. Estabrooks</b>	<b>Vice President/ Treasurer</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>
<b>Susan H. Morrisroe</b>	<b>Vice President/ Asst. Secretary</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>

<b>Raymond M. Nowak</b>	<b>Vice President/ Asst. Secretary</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>
<b>Robert N. Pale</b>	<b>Asst. Vice President/ Asst. Secretary/ Asst. Treasurer</b>	<b>101 Merritt 7 Corp. Park Norwalk, CT 06856-5105</b>
<b>James V. Papa</b>	<b>Asst. Vice President/ Asst. Secretary/ Asst. Treasurer</b>	<b>101 Merritt 7 Corp. Park Norwalk, CT 06856-5105</b>
<b>Rene W. Stack</b>	<b>Asst. Secretary,</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>

**~~Directors~~**

<b><del>Andrew C. Evans</del></b>		<b>1230 Avenue of the Americas New York, NY 10020</b>
<b><del>Mark C. Merrill</del></b>		<b>1230 Avenue of the Americas New York, NY 10020</b>
<b><del>Richard E. Snyder</del></b>		<b>1230 Avenue of the Americas New York, NY 10020</b>

**SUPPLEMENTAL LIST OF OFFICERS**

<b>Lisa Cooley</b>	<b>Asst. Vice President</b>	<b>170 Washington Ave. Albany , NY 12201</b>
<b>Carol O'Brien</b>	<b>Asst. Vice President</b>	<b>500 Central Avenue Albany, NY 12206-2290</b>
<b>Joel Winnich</b>	<b>Asst. Secretary</b>	<b>801 Brickell Avenue, Ste. 935 Miami, FL 33131</b>
<b>Charles Coyle</b>	<b>Asst. Vice President</b>	<b>66 Luckie Street, Ste.#604 Atlanta , Ga 30303</b>
<b>Ellen Melnick</b>	<b>Asst. Secretary</b>	<b>66 Luckie Street, Ste.#604 Atlanta , Ga 30303</b>
<b>Jan Leman</b>	<b>Asst. Secretary</b>	<b>Parkview Office Bldg. 4664 Jamestown Avenue, Ste: 135 Baton Rouge, LA 70808</b>

<b>Robert Porcelli</b>	<b>Asst. Secretary</b>	<b>84 State Street Boston , MA 02109</b>
<b>Jay Robbins</b>	<b>Asst. Vice President</b>	<b>84 State Street Boston MA 02109</b>
<b>Betsy Gould</b>	<b>Asst. Secretary</b>	<b>502 E. John Street, Rm E Carson City, NV 08906</b>
<b>Bernadette Fahy</b>	<b>Asst. Vice President</b>	<b>33 No. La Salle Street , Ste.1925 Chicago , IL 60602</b>
<b>Kim Kurzeniec</b>	<b>Asst. Secretary</b>	<b>33 No. La Salle Street , Ste.1925 Chicago , IL 60602</b>
<b>Franci Snow</b>	<b>Asst. Secretary</b>	<b>16 East Broad Street , Ste. 1925 Columbus, Ohio 43215</b>
<b>Tony Alexander</b>	<b>Asst. Vice President</b>	<b>400 N. St. Paul, Ste. 1025 Dallas Texas 75201</b>
<b>Joseph Canham</b>	<b>Asst. Vice President</b>	<b>400 N. St. Paul , Ste. 1025 Dallas Texas 75201</b>
<b>Roger Brown</b>	<b>Asst. Vice President</b>	<b>1 Civic Center Plaza 1560 Broadway, Ste. 620 Denver CO 80202</b>
<b>Bettye Ann Havelow</b>	<b>Asst. Vice President</b>	<b>32 Loockerman Square, Ste.L100 Dover DE 19901</b>
<b>Kay Stubbs</b>	<b>Asst. Secretary</b>	<b>32 Loockerman Square, Ste. L100 Dover, DE 19901</b>
<b>Karen Dyer</b>	<b>Asst. Secretary</b>	<b>100 Pine Street, Ste. 330 Harrisburgh, PA 17101</b>
<b>Jamie Hall</b>	<b>Asst. Vice President</b>	<b>30 High Street Hartford CT 06103</b>
<b>Howard Volz</b>	<b>Asst. Vice President</b>	<b>600 Tavis, Ste. 2160 Houston, TX 77002</b>
<b>Robin Platt</b>	<b>Asst. Vice President</b>	<b>18200 Von Karman, Ste. 100 Irvins, CA 92715</b>
<b>Marlene Ryan</b>	<b>Asst. Secretary</b>	<b>5670 Wilshire Blvd., Ste. 750 Los Angeles , CA 90036</b>

<b>Charles Baclet</b>	<b>Asst. Vice President</b>	<b>4100 Newport Place Newport Beach, CA 92660</b>
<b>Cassandra Antonetz</b>	<b>Asst. Vice President</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>
<b>Paul Abersmeyer</b>	<b>Vice President</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>
<b>Carol Glospie</b>	<b>Asst. Vice President</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>
<b>John Hoenigmann</b>	<b>Asst. Vice President</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>
<b>Richard Kushay</b>	<b>Asst. Vice President &amp; Asst. Vice President</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>
<b>Dale K. Marvin</b>	<b>Asst. Vice President</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>
<b>Patrick O'Neil</b>	<b>Asst. Vice President</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>
<b>Sam Saleem</b>	<b>Asst. Secretary</b>	<b>15 Columbus Circle New York NY 10023-7773</b>
<b>Delia Taliento</b>	<b>Asst. Vice President</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>
<b>Merryl Wiener</b>	<b>Asst. Vice President</b>	<b>15 Columbus Circle New York, NY 10023-7773</b>
<b>Jennifer Duricek</b>	<b>Asst. Vice President</b>	<b>225 South 15th St. Philadelphia, PA 19102</b>
<b>Marie Buckley</b>	<b>Asst. Secretary</b>	<b>1455 Response Road, Ste. 250 Sacramento, CA 95815</b>
<b>Cameron Cook</b>	<b>Asst. Vice President</b>	<b>1455 Response Road, Ste. 250 Sacramento, CA 95815</b>
<b>Scott Sims</b>	<b>Asst. Vice President</b>	<b>433 California St., Ste. 830 San Francisco, CA 94104</b>
<b>Becky Milanio</b>	<b>Asst. Secretary</b>	<b>433 California St., Ste. 830 San Francisco, CA 94104</b>
<b>Brett Davis</b>	<b>Asst. Vice President</b>	<b>600 First Ave. , Ste. 500</b>

		Seattle, WA 98104
Cynthia Herrera	Asst. Secretary	600 First Ave. , Ste. 500 Seattle, WA 98104
Rachel Searcy	Asst. Vice President	110 North Magnolia Tallahassee, FL 32301
Barbara Buckley	Asst. Vice President	1090 Vermont Ave., Ste. 430 Washington , DC 20005
Freddie Collins	Asst. Vice President	1090 Vermont Ave., Ste. 430 Washington , DC 20005
Gloria Barry	Asst. Vice President	1090 Vermont Ave., Ste. 430 Washington , DC 20005
Merridith Cramer	Asst. Secretary	830 Bear Tavern Road, Ste. 305 West Trenton, NJ 08628
Doreen Haeselin	Asst. Secretary	830 BearTavern Road, Ste. 305 West Trenton, NJ 08628
Jan Murphy	Asst. Vice President	830 BearTavern Road, Ste. 305 West Trenton, NJ 08628

**SUPPLEMENTAL LIST OF LOCAL OFFICERS**

Alabama	James M. Scott	57 Adams Ave. Montgomery, Alabama 36104-4045
Alaska	D. Elizabeth Cuadra	240 Main Street Juneau, Alaska 99801
Arizona	Garnet Swaine	7037 North 11th Street Phoenix, Arizona 85020
Arizona	Gloria Swaine	7030 North 11th Street Phoenix, Arizona 85020
Arkansas	John C. Calhoun, Jr.	One Riverfront Place, 18th FL. North Little Rock, Arkansas 72114
Colorado	Sherri McNabb	1400 Glenarm Place Denver, Colorado 80202

<b>Hawaii</b>	<b>C.F. Damon, Jr.</b>	<b>Suite 1600 Pauahi Tower 1001 Bishop St. Honolulu, Hawaii 96813</b>
<b>Hawaii</b>	<b>Charles W. Key</b>	<b>Suite 1600 Pauahi Tower 1001 Bishop St. Honolulu, Hawaii 96813</b>
<b>Hawaii</b>	<b>Charles Bocken</b>	<b>Suite 1600 Pauahi Tower 1001 Bishop St. Honolulu, Hawaii 96813</b>
<b>Hawaii</b>	<b>Clinton K.L. Ching</b>	<b>Suite 1600 Pauahi Tower 1001 Bishop St. Honolulu, Hawaii 96813</b>
<b>Idaho</b>	<b>P. Craig Storti</b>	<b>877 Main Street Boise, Idaho 83702-5858</b>
<b>Indiana</b>	<b>William K. Byrum</b>	<b>600 Circle Tower Indianapolis, Indiana 46204</b>
<b>Iowa</b>	<b>Gregory J. Wilson</b>	<b>729 Insurance Exchange Building Des Moines, Iowa 50309</b>
<b>Kansas</b>	<b>Robert S. Johnson</b>	<b>534 South Kansas Ave. Ste. 1108 Topeka, Kansas 66603</b>
<b>Kentucky</b>	<b>Margaret Johnson</b>	<b>326 West Main Street Frankfort, Kentucky 40601</b>
<b>Louisiana</b>	<b>Harold H. Wedig</b>	<b>203 Carondelet Street New Orleans, Louisiana 70130-3017</b>
<b>Maine</b>	<b>Severin M. Beliveau</b>	<b>45 Memorial Circle Augusta, Maine 04330</b>
<b>Michigan</b>	<b>Barbara Sheldon</b>	<b>501 South Capitol Avenue Lansing Michigan 48933</b>
<b>Minnesota</b>	<b>Nevin R. Harwood</b>	<b>33 South Sixth Street, Multifood Tower Minneapolis, Minnesota 55402</b>
<b>Mississippi</b>	<b>Charles A. Brewer</b>	<b>506 South President Street Jackson, Mississippi 39201</b>
<b>Montana</b>	<b>Chadwick H. Smith</b>	<b>26 West Sixth Avenue Helena, Montana 59601</b>
<b>Nebraska</b>	<b>Warren C. Johnson</b>	<b>1900 First Tier Bank Building 233 South 13th Street Lincoln, Nebraska 68508</b>

<b>Nebraska</b>	<b>Lauren W. Wismer</b>	<b>1900 first Tier Bank Building 233 South 13th Street Lincoln, Nebraska 68502</b>
<b>New Mexico</b>	<b>Stephen G. Hughes</b>	<b>121 East Palace Avenue Santa Fe, New Mexico 87501</b>
<b>North Carolina</b>	<b>Thomas D. Bunn</b>	<b>327 Hillsborough Street Raleigh, North Carolina 27603</b>
<b>North Dakota</b>	<b>John A. Zuger</b>	<b>316 North Fifth Street Bismark, North Dakota 58501</b>
<b>Ohio</b>	<b>David R. Alban</b>	<b>380 South 5th Street Columbus, Ohio 43215-5436</b>
<b>Oklahoma</b>	<b>Gary L. Parrish</b>	<b>115 S.W. 89th Street Oklahoma City, OK 73139-8511</b>
<b>Pennsylvania</b>	<b>W. Jeffry Jamouneau</b>	<b>100 Pine Street Harrisburg, Pennsylvania 17108</b>
<b>Rhode Island</b>	<b>Stephani Turner</b>	<b>170 West Minister Street Providence, Rhode Island 02903</b>
<b>Rhode Island</b>	<b>Dorothy Schofield</b>	<b>170 West Minister Street Providence, Rhode Island 02903</b>
<b>Rhode Island</b>	<b>Mark Nugent</b>	<b>170 West Minister Street Providence, Rhode Island 02903</b>
<b>South Carolina</b>	<b>Michael H. Quinn</b>	<b>2019 Park Street Columbia, South Carolina 29201</b>
<b>South Dakota</b>	<b>David Gerdes</b>	<b>503 south Pierre Street Pierre, South Dakota 57501</b>
<b>Tennessee</b>	<b>John C. Stophel</b>	<b>500 Tallan Building, Two Union Square Chattanooga, Tennessee 37402-2571</b>
<b>Tennessee</b>	<b>Glen C. Stophel</b>	<b>500 Tallan Building, Two Union Square Chattanooga, Tennessee 37402-2571</b>
<b>Tennessee</b>	<b>E. Stephen Jett</b>	<b>500 Tallan Building, Two Union Square Chattanooga, Tennessee 37402-2571</b>
<b>Utah</b>	<b>James B. Lee</b>	<b>One Utah Center, 201 South Main Street Salt Lake City, Utah 84111</b>



<b>Utah</b>	<b>Alexa Baxter</b>	<b>One Utah Center, 201 South Main Street Salt Lake City, Utah 84111</b>
<b>Vermont</b>	<b>Richard L. Brock</b>	<b>159 State Street Montpelier, Vermont 056602</b>
<b>West Virginia</b>	<b>Jeffrey Van Gilder</b>	<b>KB&amp;T Center ,Virginia Street East Charleston, West Virginia 25301</b>
<b>Wisconsin</b>	<b>John G. Barsness</b>	<b>110 East Main Street Madison, Wisconsin 53703</b>
<b>Wyoming</b>	<b>Ward A. White</b>	<b>1600 Van Lennen Avenue Cheyenne, Wyoming 82001</b>
<b>U.S. Virgin Islands</b>	<b>Edward Rogers</b>	<b>Trident Trust Co (VI) Limited Citibank Bldg. Veteran's Drive, P.O. Box 5304 St. Thomas</b>

**REV. 3/22/93**