

ANNUAL REPORT - KENTUCKY SECRETARY OF STATE'S OFFICE
BOB BABBAGE, SECRETARY OF STATE
(See Reverse Side for Filing Information)

RECORD # 85618

DUE JUNE 30, 1995

(4) FILING FEE

15.00

(1) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS:

THE PRENTICE HALL CORPORATION SYSTEM
2 PRENTICE HALL CORP. SERV.
15 COLUMBUS CIRCLE
NEW YORK, NY 10023

(5) STATE OF INCORPORATION

DELAWARE

(2) CORRECTED PRINCIPAL OFFICE ADDRESS:

2 CSC NETWORKS/ PRENTICE HALL LEGAL & FINANCIAL
375 HUDSON STREET 11TH FLOOR
NEW YORK NEW YORK 10014

(6) DATE OF INCORPORATION OR
CERTIFICATE OF AUTHORITY

08-30-66

(3) REGISTERED AGENT AND REGISTERED OFFICE ADDRESS:

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

(7) PLEASE MAIL A STATEMENT OF CHANGE FORM TO:

RECEIVED

JUL 18 1995

SECRETARY OF STATE
COMMONWEALTH OF KY

Changes in Block #3 may not be made on this report.
See Filing Information on reverse side.

PLEASE TYPE OR PRINT THE NAMES AND BUSINESS ADDRESSES OF THE CORPORATION'S CURRENT PRINCIPAL OFFICERS.

IF SOLE OFFICER, PLEASE CHECK

| | | |
|----------------|------------------|--------------------------------------|
| PRESIDENT | DANIEL R. BUTLER | 1013 CENTRE ROAD WILMINGTON DE 19805 |
| VICE PRESIDENT | BRUCE R. WINN | 1013 CENTRE ROAD WILMINGTON DE 19805 |
| SECRETARY | BRUCE R. WINN | 1013 CENTRE ROAD WILMINGTON DE 19805 |
| TREASURER | LENA PANARIELL | 1013 CENTRE ROAD WILMINGTON DE 19805 |

PLEASE TYPE OR PRINT THE NAMES AND BUSINESS ADDRESSES OF THE CORPORATION'S DIRECTORS.

Directors are required to be listed. No listing of directors in verification that the corporation has dispensed with the board of directors. See Filing Information on reverse side.

| | | |
|--------------------|------------------|--------------------------------------|
| BOARD OF DIRECTORS | DANIEL R. BUTLER | 1013 CENTRE ROAD WILMINGTON DE 19805 |
| | LALOR BURDICK | 1013 CENTRE ROAD WILMINGTON DE 19805 |
| | HUNTER M. MARVEL | 1013 CENTRE ROAD WILMINGTON DE 19805 |

I VERIFY THAT INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE SHOWN BELOW.

AUTHORIZED SIGNATURE Richard Kusky TITLE ASST. V.P. DATE 7/12/95
RICHARD KUSKY

PROFESSIONAL SERVICE CORPORATIONS ONLY: In addition to the annual report content requirement, there shall be included a list of names and addresses of all shareholders of said professional service corporation and the president shall certify the following:

1. President of said corporation, do certify that all of the shareholders, not less than one half of the directors, and all officers other than secretary and treasurer of the professional service corporation are duly qualified as provided in Chapter 274 and a copy of such annual report has been filed with the regulating board that licenses the shareholders described in this statement.

PRESIDENT'S SIGNATURE _____

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

OFFICERS:

| | | |
|---------------------------------|---|---|
| Daniel R. Butler | President | 1013 Centre Road Wilmington, DE 19805 |
| Bruce R. Winn | Vice President & Secretary | 1013 Centre Road Wilmington, DE 19805 |
| William H. Freeborn, Jr. | Vice President | 1013 Centre Road Wilmington, DE 19805 |
| Mark A Rosser | Vice President | 1201 Hays Street Tallahassee, FL 32301 |
| Peter Malkin | Vice President | 375 Hudson Street New York, NY 10014 |
| Cathy Goodfriend | Vice President/ Finance | 375 Hudson Street New York, NY 10014 |
| Lana Panariello | Treasurer | 1013 Centre Road Wilmington, DE 19805 |
| Grant M. Dawson | Asst. Vice President & Asst. Secretary | 375 Hudson Street New York, NY 10014 |

Directors:

| | |
|--------------------------------|--|
| Daniel R. Butler | 1013 Centre Road Wilmington, DE 19805 |
| Lalor Burdick | 1013 Centre Road Wilmington, DE 19805 |
| Hunter M. Marvel | 1013 Centre Road Wilmington, DE 19805 |
| Rodman Ward, Jr., Esq. | 1013 Centre Road Wilmington, DE 19805 |
| F. Michael Donohue, Jr. | 1013 Centre Road Wilmington, DE 19805 |
| Phillip A. Turberg | 1013 Centre Road Wilmington, DE 19805 |

Gretchen Butler Clayton, Esq.

**1013 Centre Road
Wilmington, DE 19805**

James M. Garnett

**1013 Centre Road
Wilmington, DE 19805**

Rodman Ward, III

**1013 Centre Road
Wilmington, DE 19805**

SUPPLEMENTAL LIST OF OFFICERS

| | | |
|--------------------------|-----------------------------|--|
| Lisa Cooley | Asst. Vice President | 170 Washington Ave. Albany , NY 12201 |
| Carol O'Brien | Asst. Vice President | 500 Central Avenue Albany, NY 12206-2290 |
| Ann Jones 935 | Asst. Secretary | 801 Brickell Avenue, Ste. Miami, FL 33131 |
| Rachel Searcy | Asst. Vice President | 66 Luckie Street, Ste. 604 Atlanta, GA 30303-1905 |
| Charles Coyle | Asst. Vice President | 66 Luckie Street, Ste.604 Atlanta , GA 30303-1905 |
| Ellen Melnick | Asst. Secretary | 66 Luckie Street, Ste.604 Atlanta , Ga 30303 |
| Jan Leman | Asst. Secretary | Parkview Office Bldg. 4664 Jamestown Avenue, Ste: 135 Baton Rouge, LA 70808 |
| Maureen Allen | Asst. Secretary | 317 East 4th Street, Ste. 310 Olympia, WA 98501 |
| Robin Repass | Asst. Secretary | 600 First Avenue, Ste. 500 Seattle, WA 98104-2221 |
| Robert Porcelli | Asst. Secretary | 84 State Street Boston , MA 02109 |
| Jay Robbins | Asst. Vice President | 84 State Street Boston MA 02109 |
| Betsy Gould | Asst. Secretary | 502 E. John Street, Rm E Carson City, NV 89906 |
| Bernadette Fahy | Asst. Vice President | 33 No. La Salle Street Ste.1925 Chicago , IL 60602 |

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|---------------------------|-----------------------------|---|
| Kim Kurzeniec | Asst. Secretary | 33 No. La Salle Street Ste.1925 Chicago , IL 60602 |
| Franci Snow | Asst. Secretary | 16 East Broad Street , Ste. 1925 Columbus, Ohio 43215 |
| Tony Alexander | Asst. Vice President | 400 N. St. Paul, Ste. 1025 Dallas Texas 75201 |
| Susan Prevost | Asst. Vice President | 400 n. st. Paul, Ste. 1025 Dallas, TX 75201 |
| Roger Brown | Asst. Vice President | 1 Civic Center Plaza 1560 Broadway, Ste. 620 Denver CO 80202 |
| Bettye Ann Havelow | Asst. Vice President | 32 Lockerman Square, Ste.L100 Dover DE 19901 |
| Kay Stubbs | Asst. Secretary | 32 Lockerman Square, Ste. L100 Dover, DE 19901 |
| Karen Dyer | Asst. Vice President | 100 Pine Street, Ste. 330 Harrisburgh, PA 17101 |
| Jamie Hall | Asst. Vice President | 30 High Street Hartford CT 06103 |
| Howard Volz | Asst. Vice President | 600 Tavis, Ste. 2160 Houston, TX 77002 |
| Marlena Ryan | Asst. Secretary | 5670 Wilshire Blvd., Ste. 750 Los Angeles , CA 90036 |
| Andrew Plozzi | Asst. Vice President | 5670 Wilshire Blvd. Ste 750 Los Angeles, CA 90036 |
| Charles Baclat | Asst. Vice President | 1820 Von Karman Irvine, CA 92715- 1029 |
| Cassandra Antonez | Asst. Vice President | 375 Hudson Street New York, NY 10014 |

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|-------------------------|---|--|
| Carol Glospie | Asst. Vice President | 375 Hudson Street New York, NY 10014 |
| John Hoanigmann | Asst. Vice President | 375 Hudson Street New York, NY 10014 |
| Richard Kushay | Asst. Vice President & Asst. Secretary | 375 Hudson Street New York, NY 10014 |
| Patrick O'Neil | Asst. Vice President | 375 Hudson Street New York, NY 10014 |
| Sam Saleem | Asst. Secretary | 375 Hudson Street New York NY 10014 |
| Della Tallento | Asst. Vice President | 375 Hudson Street New York, NY 10014 |
| Merryl Wiener | Asst. Vice President | 375 Hudson Street New York, NY 10014 |
| Jennifer Duricek | Asst. Vice President | 225 South 15th St. Philadelphia, PA 19102 |
| Marie Buckley | Asst. Secretary | 1455 Response Road Ste. 250 Sacramento, CA 95815 |
| Scott Sims | Asst. Vice President | 433 California Street, Ste. 830 San Francisco, CA 94104 |
| Becky Milano | Asst. Secretary | 433 California St., Ste. 830 San Francisco, CA 94104 |
| Brett Davis | Asst. Vice President | 600 First Ave. , Ste. 500 Seattle, WA 98104 |
| Cynthia Herrers | Asst. Secretary | 600 First Ave. , Ste. 500 Seattle, WA 98104 |
| Shelia Hawkins | Asst. Secretary | 1090 Vermont Avenue, Ste 430 Washington, DC 20005 |
| Freddie Collins | Asst. Vice President | 1090 Vermont Ave., Ste. 430 Washington , DC 20005 |

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|-------------------------|-----------------------------|--|
| 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 Plaza, 18th FL. North Little Rock, Arkansas 72114 |
| Colorado | Sherri McNabb | 1400 Glenarm Place Denver, Colorado 80202 |
| Hawaii | C.F. Damon, Jr. | Suite 1600 Pauahi Tower 1001 Bishop St. Honolulu, Hawaii 96813 |
| Hawaii | Charles W. Key | Suite 1600 Pauahi Tower 1001 Bishop St. Honolulu, Hawaii 96813 |
| Hawaii | Charles Bocken | Suite 1600 Pauahi Tower 1001 Bishop St. Honolulu, Hawaii 96813 |
| Hawaii | Clinton K.L. Ching | Suite 1600 Pauahi Tower 1001 Bishop St. Honolulu, Hawaii 96813 |
| Idaho | P. Craig Storti | 877 Main Street Boise, Idaho 83702-5858 |
| Indiana | Rick Dyer | 50 South Meridian St. , Ste. 700 Indianapolis, Indiana 46204-3542 |
| Iowa | Gregory J. Wilson | 729 Insurance Exchange Building Des Moines, Iowa 50309 |

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|-----------------------|-------------------------------|--|
| Kansas | Robert S. Johnson | 534 South Kansas Ave. Ste. 1108 Topeka, Kansas 66603 |
| Kentucky | Margaret Johnson | 326 West Main Street Frankfort, Kentucky 40601 |
| Louisiana | Harold H. Wedig | 203 Carondelet Street New Orleans, Louisiana 70130- 3017 |
| Maine | Severin M. Beliveau | 45 Memorial Circle Augusta, Maine 04330 |
| Michigan | Barbara Sheldon | 501 South Capitol Avenue Lansing Michigan 48933 |
| Minnesota | Nevin R. Harwood | 33 South Sixth Street, Multifood Tower Minneapolis, Minnesota 55402 |
| Mississippi | Charles A. Brewer | 506 South President Street Jackson, Mississippi 39201 |
| Montana | R.J. "JIM" Sewell, Jr. | 26 West Sixth Avenue Helena, Montana 59601 |
| Nebraska | Warren C. Johnson | 1900 First Tier Bank Building 233 South 13th Street Lincoln, Nebraska 68508 |
| Nebraska | Lauren W. Wismer | 1900 First Tier Bank Building 233 South 13th Street Lincoln, Nebraska 68508 |
| New Mexico | Stephen G. Hughes | 121 East Palace Avenue Santa Fe, New Mexico 87501 |
| North Carolina | Thomas D. Bunn | 327 Hillsborough Street Raleigh, North Carolina 27603 |
| North Dakota | John A. Zuger | 316 North Fifth Street Bismark, North Dakota 58501 |
| Ohio | David R. Alban | 380 South 5th Street Columbus, Ohio 43215-5436 |
| Oklahoma | Gary L. Parrish | 115 S.W. 89th Street Oklahoma City, OK 73139-8511 |

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|----------------------------|---------------------------|---|
| Rhode Island | Stephani Turner | 170 West Minister Street Providence, Rhode Island 02903 |
| Rhode Island | Dorothy Schofield | 170 West Minister Street Providence, Rhode Island 02903 |
| South Carolina | Michael H. Quinn | 2019 Park Street Columbia, South Carolina 29201 |
| South Dakota | David Gerdes | 503 south Pierre Street Pierre, South Dakota 57501 |
| Tennessee | John C. Stophel | 500 Tallan Building Two Union Square Chattanooga, Tennessee 37402 -2571 |
| Tennessee | E. Stephen Jett | 500 Tallan Building, Two Union Square Chattanooga, Tennessee 37402 -2571 |
| Utah | James B. Leo | One Utah Center, 201 South Main Street Salt lake City, Utah 84111 |
| Utah | Alexa Baxter | One Utah Center, 201 South Main Street Salt lake City, Utah 84111 |
| Vermont | Richard L. Brock | 159 State Street Montpelier, Vermont 056602 |
| West Virginia | Jeffrey Van Glider | KB&T Center ,Virginia Street East Charleston, West Virginia 25301 |
| Wisconsin | John G. Barsness | 110 East Main Street Madison, Wisconsin 53703 |
| Wyoming | Ward A. White | 1600 Van Lennen Avenue Cheyenne, Wyoming 82001 |
| U.S. Virgin Islands | Edward Rogers | Trident Trust Co (VI) Limited Citibank Bldg. Veteran's Drive, P.O. Box 5304 St. Thomas |