

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

RECORD # 85618

DATE 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

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

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

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

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

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 Gilder	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