

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III, SECRETARY OF STATE
ANNUAL REPORT
(See Reverse Side for Filing Instructions)

RECORD # 0065618

DUE JUNE 30, 1998

(4) FILING FEE

\$15.00

(1) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

THE PRENTICE HALL CORPORATION SYSTEM

1013 CENTRE ROAD
WILMINGTON DE 19805

(5) STATE OR COUNTRY OF INCORPORATION

DE

29

(2) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

(6) DATE OF INCORPORATION OR DATE AUTHORIZED TO TRANSACT BUSINESS

08/30/1946

(3) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

Changes made to the registered agent or registered office cannot be made in #3
Complete #7 to request a form if information in #3 has changed

UNITED STATES CORPORATION COMPANY
421 W. MAIN STREET
FRANKFORT KY 40601

(7) PLEASE MAIL A STATEMENT OF CHANGE OF AGENT OR OFFICE TO

(8) PRINCIPAL OFFICERS Please type or print the names and business addresses the corporation's principal officers (See reverse side for instructions)

IF SOLE OFFICER, PLEASE CHECK

PRESIDENT See attached listing

Address _____

VICE PRESIDENT _____

Address _____

SECRETARY _____

Address _____

TREASURER _____

Address _____

(9) DIRECTORS Please type or print the names and business addresses of the corporation's directors (See reverse side for filing instructions)

IF PROFIT CORPORATION THAT HAS DISPENSED WITH ITS BOARD, PLEASE CHECK

Name see attached listing

Address _____

Name _____

Address _____

Name _____

Address _____

Name _____

Address _____

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

AUTHORIZED SIGNATURE

TITLE

Asst. V.P.

DATE

4/9/98

OFFICERS

PRESIDENT	Bruce R. Winn	1013 Centre Rd Wilmington, DE 19805	25 Gates Circle Hockessin, DE 19707
VICE PRESIDENT	William H Freeborn	1013 Centre Rd Wilmington, DE 19805	1011 Talon Lane Centreville, DE 19807
VICE PRESIDENT	Peter Malkin	1013 Centre Rd. Wilmington, DE 19805	255 Gregory Road Franklin Lakes, NJ 074
VICE PRESIDENT	William G. Popeo	1013 Centre Rd. Wilmington, DE 19805	206 South Road Wilmington, DE 19809
VICE PRESIDENT	Mark A Rosser	1013 Centre Rd. Wilmington, DE 19805	161 Dawn River Way Folsom, CA 95630
VICE PRESIDENT	Kent Jordan	1013 Centre Rd. Wilmington, DE 19805	2 Robin Drive Hockessin, DE 19707
ASSISTANT VICE PRESIDENT	John Fortunato	1013 Centre Rd. Wilmington, DE 19805	10 Biddle Way Mont Laurel, NJ 08054
SECRETARY	William G. Popeo	1013 Centre Rd. Wilmington, DE 19805	206 South Road Wilmington, DE 19809
TREASURER	William G. Popeo	1013 Centre Rd. Wilmington, DE 19805	206 South Road Wilmington, DE 19809
CHAIRPERSON & CEO	Daniel R. Butler	1013 Centre Rd. Wilmington, DE 19805	216 Highland Ave. Wallingford, PA 19086

DIRECTORS

Mr. Lalor Burdick	1013 Centre Rd.	Wilmington, DE 19805	180 Dudley Road Newton Center, MA 021
Mr. F. Michael Donohue, Jr.	1013 Centre Rd.	Wilmington, DE 19805	601 Chandler Mill Road Avondale, PA 19311
Mr James M. Garnett	1013 Centre Rd.	Wilmington, DE 19805	48 Old Farm Road Darien, CT 06820
Mr. Hunter M. Marvel	1013 Centre Rd.	Wilmington, DE 19805	197 Riverside Avenue Riverside, CT 06878
Mr. Phillip A. Turberg	1013 Centre Rd.	Wilmington, DE 19805	4 Old covered Bridge R Newtown Square, PA 1
Rodman Ward, Jr., Esquire	1013 Centre Rd.	Wilmington, DE 19805	One Rodney Square Wilmington, DE 19801
Mr Rodman Ward III	1013 Centre Rd.	Wilmington, DE 19805	438 Park Lane Lake Bluff, IL 60044
Mr. Daniel R. Butler	1013 Centre Rd.	Wilmington, DE 19805	216 Highland Ave. Wallingford, PA 19806
Lisa Butler	1013 Centre Rd.	Wilmington, DE 19805	6 Grove Street Exeter, NH 03833