

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

RECORD # **0065618**

DUE JUNE 30, 1999

(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

(2) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

[Empty box for principal office address change]

(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 on this form. Complete (7) to request a form to be mailed or download form from web site.

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

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

RECEIVED

APR 27 1999

SECRETARY OF STATE
 COMMONWEALTH OF KY

(8) PRINCIPAL OFFICERS If the corporation has previously filed an annual report, verify the names & titles of officers listed below. Please note any additions to or changes in the principal officers and give the address for each person listed. If (8) is blank, type or print the names & business addresses of the current principal officers. If sole officer, please note.

President	Bruce R Winn	1013 Centre Rd	Wilmington DE	19805
		Address		
Vice President	William H Freeborn	1013 Centre Rd	Wilmington, DE	19805
		Address		
Secretary	William G Popeo	1013 Centre Rd	Wilmington, DE	19805
		Address		
Treasurer	William G Popeo	1013 Centre Rd	Wilmington, DE	19805
		Address		
	<i>See Attached</i>			
		Address		

(9) DIRECTORS Type or print the names and business addresses of the corporation's directors. No listing of directors is verification that the corporation has dispensed with directors. Nonprofit corporations must list three (3) or more directors.

Name	<i>Lalor Burdick</i>	Address	1013 Centre Rd	Wilmington, DE	19805
Name	<i>F. Michael Donohue, Jr.</i>	Address	1013 Centre Rd	Wilmington, DE	19805
Name	<i>James M. Garnett</i>	Address	1013 Centre Rd	Wilmington, DE	19805
Name	<i>Hunter M. Marvel</i>	Address	1013 Centre Rd	Wilmington, DE	19805
Name	<i>See Attached</i>	Address			

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

AUTHORIZED SIGNATURE

[Signature]

TITLE

AVP

DATED

4/9/99

OFFICERS

PRESIDENT	Bruce R. Winn	1013 Centre Rd. Wilmington, DE 19805
VICE PRESIDENT	William H Freeborn	1013 Centre Rd. Wilmington, DE 19805
VICE PRESIDENT	Peter Malkin	1013 Centre Rd. Wilmington, DE 19805
VICE PRESIDENT	William G. Popeo	1013 Centre Rd. Wilmington, DE 19805
VICE PRESIDENT	Mark A Rosser	1013 Centre Rd. Wilmington, DE 19805
VICE PRESIDENT	Kent Jordan	1013 Centre Rd. Wilmington, DE 19805
ASSISTANT VICE PRESIDENT	John Fortunato	1013 Centre Rd. Wilmington, DE 19805
SECRETARY	William G. Popeo	1013 Centre Rd. Wilmington, DE 19805
TREASURER	William G. Popeo	1013 Centre Rd. Wilmington, DE 19805
CHAIRPERSON & CEO	Daniel R. Butler	1013 Centre Rd. Wilmington, DE 19805

DIRECTORS

Mr. Lalor Burdick	1013 Centre Rd.	Wilmington, DE 19805
Mr. F. Michael Donohue, Jr.	1013 Centre Rd.	Wilmington, DE 19805
Mr James M. Garnett	1013 Centre Rd.	Wilmington, DE 19805
Mr. Hunter M. Marvel	1013 Centre Rd.	Wilmington, DE 19805
Mr. Phillip A. Turberg	1013 Centre Rd.	Wilmington, DE 19805
Rodman Ward, Jr., Esquire	1013 Centre Rd.	Wilmington, DE 19805
Mr. Rodman Ward III	1013 Centre Rd.	Wilmington, DE 19805
Mr. Daniel R. Butler	1013 Centre Rd.	Wilmington, DE 19805
Lisa Butler	1013 Centre Rd.	Wilmington, DE 19805