

PIN: 1737

Visit <http://www.sos.state.ky.us/arponline> for instructions on filing the annual report over the Internet

COMMONWEALTH OF KENTUCKY  
JOHN Y. BROWN III, SECRETARY OF STATE  
ANNUAL REPORT

RECORD # 0065618

DUE JUNE 30,

2000

(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

[Empty box for statement of change of agent or office to]

(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
Vice President	William H Freeborn	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
See Attached		

(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	Labor Burdick	1013 Centre Rd Wilmington, DE 19805
Name	E. Michael Donohue, Jr.	1013 Centre Rd Wilmington, DE 19805
Name	James M. Garnett	1013 Centre Rd Wilmington, DE 19805
Name	Hunter M. Marvel	1013 Centre Rd Wilmington, DE 19805
See Attached		

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

*[Signature]*  
Signature of Officer or Chairman of the Board

TITLE VP

DATED 4/20/00

**OFFICERS**

<u>Title</u>	<u>Name</u>	
PRESIDENT & CEO	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, CFO, SECRETARY, TREASURER	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
VICE PRESIDENT	John Fortunato	1013 Centre Rd. Wilmington, DE 19805
VICE PRESIDENT	Darlene Parker	1013 Centre Rd. Wilmington, DE 19805
VICE PRESIDENT	Jennifer Kenton	1013 Centre Rd. Wilmington, DE 19805
VICE PRESIDENT	Jacqueline G. Smetana	1013 Centre Rd. Wilmington, DE 19805
VICE PRESIDENT	Robert J. Cohen	1013 Centre Rd. Wilmington, DE 19805
VICE PRESIDENT	Brett L. Davis	1013 Centre Rd. Wilmington, DE 19805
VICE PRESIDENT	George A. Massih	1013 Centre Rd. Wilmington, DE 19805
VICE PRESIDENT	John L. Kane	1013 Centre Rd. Wilmington, DE 19805
VICE PRESIDENT	Scott M. Malfitano	1013 Centre Rd. Wilmington, DE 19805
CHAIRMAN	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
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
Bruce R. Winn	1013 Centre Rd.	Wilmington, DE 19807
Jeffrey D. Butler	1013 Centre Rd.	Wilmington, DE 19807