

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

RECORD # 0065618

DUE JUNE 30,

2001

(4) FILING FEE

\$15.00

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

2711 Centerville Road
Suite 400
Wilmington, DE 19808

(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 26 2001

SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY

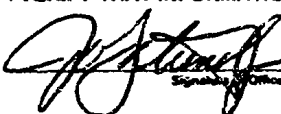
(8) PRINCIPAL OFFICERS If the corporation has previously filed an annual report, verify the names & titles of officers listed below. Please note any additions to or changes in the principal officers and give the address for each person listed. If (8) is blank, type or print the names & business addresses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

President	Bruce R Winn	2711 Centerville Road Suite 400 Wilmington, DE 19808
Vice President	William H Freeborn	2711 Centerville Rd. Suite 400 Wilmington, DE 19808
Secretary	William G Popeo	2711 Centerville Rd Suite 400 Wilmington, DE 19808
Treasurer	William G Popeo	2711 Centerville Rd Suite 400 Wilmington, DE 19808

(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	JAMES M GARNETT	2711 Centerville Rd Suite 400 Wilmington, DE 19808
Name	F MICHAEL DONAHUE JR	2711 Centerville Rd Suite 400 Wilmington, DE 19808
Name	LALOR BURDICK	2711 Centerville Rd Suite 400 Wilmington, DE 19808
Name		
Name		

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



Signable Officer or Chairman of the Board

TITLE VP

DATED 4-9-01

DIRECTORS

Mr. Lalor Burdick	2711 Centerville Road	Suite 400	Wilmington, DE 19808
Mr. F. Michael Donohue, Jr.	2711 Centerville Road	Suite 400	Wilmington, DE 19808
Mr James M. Garnett	2711 Centerville Road	Suite 400	Wilmington, DE 19808
Mr. Hunter M. Marvel	2711 Centerville Road	Suite 400	Wilmington, DE 19808
Rodman Ward, Jr., Esquire	2711 Centerville Road	Suite 400	Wilmington, DE 19808
Mr. Rodman Ward III	2711 Centerville Road	Suite 400	Wilmington, DE 19808
Mr. Daniel R. Butler	2711 Centerville Road	Suite 400	Wilmington, DE 19808
Lisa Butler	2711 Centerville Road	Suite 400	Wilmington, DE 19808
Bruce R. Winn	2711 Centerville Road	Suite 400	Wilmington, DE 19808
Jeffrey D. Butler	2711 Centerville Road	Suite 400	Wilmington, DE 19808

OFFICERS

<u>Title</u>	<u>Name</u>	
PRESIDENT & CEO	Bruce R. Winn	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT	William H Freeborn	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT	Peter Malkin	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT, CFO, SECRETARY, TREASURER	William G. Popeo	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT	Mark A Rosser	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT	Kent Jordan	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT	John Fortunato	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT	Darlene Parker	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT	Jennifer Kenton	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT	Jacqueline G. Smetana	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT	Robert J. Cohen	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT	Brett L. Davis	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT	George A. Massih	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT	John L. Kane	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT	Scott M. Malfitano	2711 Centerville Road Suite 400 Wilmington, DE 19808
CHAIRMAN	Daniel R. Butler	2711 Centerville Road Suite 400 Wilmington, DE 19808