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

RECORD # 0065618

DUE JUNE 30, 2003

(4) FILING FEE
\$15.00

(1) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

THE PRENTICE HALL CORPORATION SYSTEM
2711 CENTERVILLE RD
SUITE 400
WILMINGTON, DE 19808

RECEIVED

MAR 13 2003

(5) STATE OR COUNTRY OF INCORPORATION

DE

(2) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

SECRETARY OF STATE
COMMONWEALTH OF KY

(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

(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	Address
Vice President	William H Freeborn	Address
Secretary	George A. Massin ^H	Address
Treasurer	John Fortunato, JR	Address
		Address

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	Bodman Ward, III	Address
Name	Hunter M. Marvel	Address
Name	Late Burdick	Address
Name	F Michael Donahue Jr	Address
Name	See Attached	Address

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

TITLE VP

DATED 2/27/03

OFFICERS

<u>Title</u>	<u>Name</u>	<u>Address</u>
CHAIRPERSON	Daniel R. Butler	2711 Centerville Road Suite 400 Wilmington, DE 19808
PRESIDENT & CEO	Bruce R. Winn	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT CFO, TREASURER	John Fortunato, Jr.	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT SECRETARY	George A. Massih	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT	William H. Freeborn	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT	Mark A. Rosser	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT	Darlene Parker	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT	Jennifer A. 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	John L. Kane	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT	Scott M. Malfitano	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT	Linda Ratchford	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT & CHIEF TECHNOLOGY OFFICER	Jon Bergman	2711 Centerville Road Suite 400 Wilmington, DE 19808
VICE PRESIDENT	King Wade Bennett	2711 Centerville Road Suite 400 Wilmington, DE 19808

DIRECTORS

<u>Name</u>	<u>Address</u>
Mr. Lelior 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
Ms. Lisa Butler	2711 Centerville Road Suite 400 Wilmington, DE 19808
Bruce R. Winn	2711 Centerville Road Suite 400 Wilmington, DE 19808
Mr. Jeffrey Butler	2711 Centerville Road Suite 400 Wilmington, DE 19808