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COMMONWEALTH OF KENTUCKY
TREY GRAYSON, SECRETARY OF STATE
ANNUAL REPORT
DUE JUNE 30, 2005



0065618

ORGANIZATION ID # 0065618	STATE OR COUNTRY OF INCORPORATION DE	ORGANIZATION DATE 08/30/1946	FILING FEE \$15.00
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(1) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

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

Attn: Dana Patel (Accounting)

RECEIVED

MAY 02 2005

SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY

(3) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

[Empty box for principal office address change]

(2) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

Changes made to the registered agent or registered office cannot be made on this form. Complete (4) to request a form to be mailed or download form from web site.

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

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

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

(5) PRINCIPAL OFFICERS If the corporation has previously filed an annual report, verify the names and titles of officers listed below. Please note any additions to or changes in the principal officers and give the business address for each person listed. If (5) is blank, type or print the names and business addresses of the current principal officers. If sole officer, please note. The annual report will be returned if business addresses are not listed.

Vice President	William H Freeborn	2711 Centerville Rd. Ste. 400 Wilmington DE 19808
Secretary	George A. Massih	2711 Centerville Rd. Ste. 400 Wilmington DE 19808
Treasurer	John Fortunato, Jr	2711 Centerville Rd. Ste. 400 Wilmington DE 19808
President	Bruce R Winn	2711 Centerville Rd. Ste. 400 Wilmington DE 19808

(6) 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 (KRS 271B.8-010(3)). Nonprofit corporations must list three (3) or more directors (KRS 273.211). The annual report will be returned if business addresses are not listed.

Name	Rodman Ward, III	2711 Centerville Rd. Ste. 400 Wilmington DE 19808
Name	Hunter M. Marvel <i>Remove</i>	
Name	Lalor Burdick	2711 Centerville Rd. Ste. 400 Wilmington DE 19808
Name	F Michael Donahue Jr	2711 Centerville Rd. Ste. 400 Wilmington DE 19808

(7) Check here if you are a cooperative corporation

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

[Signature] TITLE VP, CFO DATED 4-27-05
Signature of Officer or Chairman of the Board

ANNUAL REPORT AND FILING FEE

Submit for filing the completed annual report form and correct filing fee as indicated above. Make check payable to the "Kentucky State Treasurer". Please do not send cash.

MAILING ADDRESS
Trey Grayson
Secretary of State
P O Box 1150
Frankfort, KY 40602-1150

OFFICE LOCATIONS
Secretary of State
State Capitol, Room 154
700 Capital Avenue
Frankfort, KY 40601
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Frankfort, KY 40601
(502)-573-0265

NOTE: P O Box 1150 is for annual report filings only.