

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

pg 1 of 4

DOCUMENT # 817712 (3)

1. Corporation Name

THE MCGRAW-HILL COMPANIES, INC.



Principal Place of Business

Mailing Address

**1221 AVE OF THE AMERICAS
TAX DEPT., 48TH FLOOR
NEW YORK NY 10020**

**1221 AVE OF THE AMERICAS
TAX DEPT., 48TH FLOOR
NEW YORK NY 10020**

3. Date Incorporated or Qualified

02/18/1964

3a. Date of Last Report

04/18/1995

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

29

30

4. FEI Number

13-1026995

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s 199.032, Florida Statutes

Yes

No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85

Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | |
|----------------|---------------------------------|--|
| TITLE | VCFO | <input type="checkbox"/> DELETE |
| NAME | BAHASH, ROBERT J. | |
| STREET ADDRESS | 1221 AVE OF THE AMERICAS | |
| CITY-ST-ZIP | NEW YORK NY | |
| TITLE | SVS | <input checked="" type="checkbox"/> DELETE |
| NAME | LANDES, ROBERT N. | |
| STREET ADDRESS | 1221 AVE OF THE AMERICAS | |
| CITY-ST-ZIP | NEW YORK, NY 0 | |
| TITLE | DP | <input type="checkbox"/> DELETE |
| NAME | MCCRAW, HAROLD W. III | |
| STREET ADDRESS | 1221 AVE OF THE AMERICAS | |
| CITY-ST-ZIP | NEW YORK, NY 0000 | |
| TITLE | EV | <input type="checkbox"/> DELETE |
| NAME | SULLIVAN, THOMAS J. | |
| STREET ADDRESS | 1221 AVE OF THE AMERICAS | |
| CITY-ST-ZIP | NEW YORK, NY 0 | |
| TITLE | SRV | <input type="checkbox"/> DELETE |
| NAME | KAUFMAN, FRANK J. | |
| STREET ADDRESS | 1221 AVE OF THE AMERICAS | |
| CITY-ST-ZIP | NEW YORK, NY 0 | |
| TITLE | T | <input type="checkbox"/> DELETE |
| NAME | PENGLASE, FRANK D | |
| STREET ADDRESS | 1221 AVE OF THE AMERICAS | |
| CITY-ST-ZIP | NEW YORK, NY 0 | |

| | |
|--------------------|--|
| 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME | |
| 1.3 STREET ADDRESS | |
| 1.4 CITY-ST-ZIP | |
| 2.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | SECRETARY |
| 2.3 STREET ADDRESS | BENNETT, SCOTT L. |
| 2.4 CITY-ST-ZIP | 1221 AVE OF THE AMERICAS |
| | NEW YORK, NY 10020 |
| 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME | |
| 3.3 STREET ADDRESS | |
| 3.4 CITY-ST-ZIP | |
| 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME | |
| 4.3 STREET ADDRESS | |
| 4.4 CITY-ST-ZIP | |
| 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME | |
| 5.3 STREET ADDRESS | |
| 5.4 CITY-ST-ZIP | |
| 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 6.2 NAME | |
| 6.3 STREET ADDRESS | |
| 6.4 CITY-ST-ZIP | |

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

FRANK J. KAUFMAN

4/19/96

Date

Daytime Phone #

CR2E034 (12/95)

817712

pg 2 of 4

THE MCGRAW-HILL COMPANIES, INC.
Corporate Officers

| | | | |
|--------------------------------------|--|---|--------------|
| Harold W. McGraw, III 047-44-6015 | President & Chief Oper. Officer | Five Halter Lane Darien, CT 06820 | * 8/05/93 |
| Joseph L. Dionne 217-28-8574 | Chief Exec. Officer and Chairman | 198 N. Wilton Rd. New Canaan, CT 06840 | 8/01/81 |
| Scott L. Bennett 083-32-9742 | Secretary | 101 W. 12th Street New York, NY 10011 | 1/01/96 |
| Robert J. Bahash 152-34-9305 | Exec. V.P. & Chief Finan. Officer | 5 Redwood Road No. Brunswick, NJ 08902 | 7/01/78 |
| Thomas J. Sullivan 148-26-2443 | Exec. V.P. - Administration | 84 Brookside Terrace N. Caldwell, NJ 07006 | 1/01/81 |
| Frank J. Kaufman 100-36-7378 | Sr. V.P. - Taxes | 50 E. 89th Street New York, NY 10128 | 4/23/87 |
| Robert E. Evanson 130-28-2799 | Exec.VP, Corporate Development | 4 Pheasant Run Holmdel, NJ 07733 | 4/26/95 |
| Barbara B. Maddock 264-90-3129 | Senior Vice Pres. Human Resources | 1175 York Avenue New York, NY 10021 | 4/26/95 |
| Barbara A. Munder 103-36-2168 | Senior Vice Pres. Corporate Affairs | 300 E. 59th St., Apt.#2701 New York, NY 10022 | 4/29/92 |
| Thomas J. Kilkenny 140-60-3067 | Vice President and Controller | 1074 Ledgewood Road Mountainside, NJ 07092 | 4/27/94 |
| Kenneth M. Vittor 052-38-5242 | Senior Vice President and General Counsel | 215 W. 78th Street, Apt.#9A New York, NY 10024 | 7/1/95 |
| Frank D. Penglase 447-40-0136 | Treasurer | 35 E. 85th Street New York, NY 10028 | 8/01/86 |

All above officers are located at:
The McGraw-Hill Companies, Inc.
1221 Avenue of the Americas
New York, NY 10020

1/1/96

* DATE TOOK OFFICE

THE MCGRAW-HILL COMPANIES, INC.
Board of Directors

pg 3 of 4
*

| | | |
|--|--|---------|
| Harold W. McGraw, Jr. Chairman Emeritus | Watch Tower Road Darien, CT 06820 | 4/24/54 |
| Joseph L. Dionne Chairman of the Board | 198 North Wilton Road New Canaan, CT 06840 | 4/28/81 |
| Richard H. Jenrette | 69 East 93rd Street New York, NY 10128 | 1/27/93 |
| Peter O. Lawson-Johnston | 215 Carter Road Princeton, NJ 08540 | 4/29/75 |
| Paul J. Rizzo | 79 Weaver Street, Unit 16 Greenwich, CT 06830 | 4/27/88 |
| Linda Koch Lorimer | 87 Trumbull Street New Haven, CT 06511 | 4/26/95 |
| Harold W. McGraw, III | Five Halter Lane Darien, CT 06820 | 4/29/87 |
| Robert P. McGraw | P. O. Box 603 Bobbs Ferry, NY 10522 | 7/26/95 |
| George B. Harvey | 663 Ponus Ridge Road New Canaan, CT 06840 | 4/24/85 |
| Alva O. Way | Trump Plaza 167 E. 61st Street, Apt. 34-A New York, NY 10021 | 4/26/83 |
| Don Johnston | 400 Ocean Road, Apt. 184, J.I. Vero Beach, FL 32963 | 4/30/86 |
| John T. Hartley | 1412 South Riverside Drive Indialantic, FL 32903 | 4/26/89 |
| Lois Dickson Rice | 2332 Massachusetts Ave., NW Washington, DC 20008 | 4/27/88 |
| James H. Ross | 55 Onslow Square, Flat 4 London SW7 3LR | 4/26/89 |
| Vartan Gregorian | 55 Power Street Providence, RI 02906 | 4/25/90 |

All above Directors are located at:

pg 40/4

The McGraw-Hill Companies, Inc.
1221 Avenue of the Americas
New York, NY 10020

* DATE TOOK OFFICE

1/1/96