

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED

Aug 19 1998 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # F92000000243 (7)

1. Corporation Name THE BARRINGTON GROUP, LTD., INC.



Principal Place of Business: 1400 EMPLOYERS BLVD., DE PERE WI 54115 US
 Mailing Address: PO BOX 740026 LOUISVILLE KY 40201-7426

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 10/30/1992
 4. FEI Number: 39-1734851
 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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

2. Principal Place of Business: 626 E WISCONSIN AVE, MILWAUKEE WI 53202
 2a. Mailing Address: 626 E WISCONSIN AVE, MILWAUKEE WI 53202

9. Name and Address of Current Registered Agent: C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND RD., PLANTATION FL 33324

10. Name and Address of New Registered Agent: [Signature], [Address], [City], FL [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] (NOTE: Registered Agent signature required when reinstating) DATE: [Date]

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: S	NAME: KROGER, JOAN O. STREET ADDRESS: 500 W. MAIN ST. CITY-ST-ZIP: LOUISVILLE KY 40201	1.1 TITLE: [] DELETE	1.2 NAME: [] Change [] Addition
TITLE: T	NAME: DOUCETTE, JAMES W. STREET ADDRESS: 500 W. MAIN ST. CITY-ST-ZIP: LOUISVILLE KY 40201	2.1 TITLE: [] DELETE	2.2 NAME: [] Change [] Addition
TITLE: VP	NAME: MURRAY, JAMES E STREET ADDRESS: 500 W. MAIN ST. CITY-ST-ZIP: LOUISVILLE KY	3.1 TITLE: [] DELETE	3.2 NAME: [] Change [] Addition
TITLE: PD	NAME: WOLF, GREGORY H STREET ADDRESS: 1100 EMPLOYERS BLVD CITY-ST-ZIP: GREEN BAY WI 54344	4.1 TITLE: [] DELETE	4.2 NAME: [] Change [] Addition
TITLE: S	NAME: KROGER, JOAN O STREET ADDRESS: 500 W MAIN CITY-ST-ZIP: LOUISVILLE KY	5.1 TITLE: [] DELETE	5.2 NAME: [] Change [] Addition
TITLE: VP	NAME: BAUERNFEIND, GEORGE STREET ADDRESS: 500 W MAIN CITY-ST-ZIP: LOUISVILLE KY	6.1 TITLE: [] DELETE	6.2 NAME: [] Change [] Addition

see attached

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in section 119.07(3)(i), 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]

CR2E034 (5/98)

THE
BARRINGTON
GROUP LTD.



Mark Fitzgerald
President, Director
626 East Wisconsin Avenue
7th Floor
Milwaukee, WI 53202

Timothy Dyer
Chief Financial Officer, Treasurer, Director
626 East Wisconsin Avenue
7th Floor
Milwaukee, WI 53202