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FILED
Mar 24, 1999 8:00 am
Secretary of State

03-24-1999 90089 034 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F92000000243

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



DO NOT WRITE IN THIS SPACE

Principal Place of Business
 626 E WISCONSIN AVE
 MILWAUKEE WI 53202
 US

Mailing Address
 626 E WISCONSIN AVE
 MILWAUKEE WI 53202
 US

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 the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip
 24 Country

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip
 29 Country

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
 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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	KROGER, JOAN O.	
STREET ADDRESS	500 W. MAIN ST.	
CITY-ST-ZIP	LOUISVILLE KY 40201	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	DOUCETTE, JAMES W.	
STREET ADDRESS	500 W. MAIN ST.	
CITY-ST-ZIP	LOUISVILLE KY 40201	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	MURRAY, JAMES E	
STREET ADDRESS	500 W. MAIN ST.	
CITY-ST-ZIP	LOUISVILLE KY	
TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	WOLF, GREGORY H	
STREET ADDRESS	1100 EMPLOYERS BLVD	
CITY-ST-ZIP	GREEN BAY WI 54344	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	KROGER, JOAN O	
STREET ADDRESS	500 W MAIN	
CITY-ST-ZIP	LOUISVILLE KY	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	BAUERNFEIND, GEORGE	
STREET ADDRESS	500 W MAIN	
CITY-ST-ZIP	LOUISVILLE KY	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Mark FitzGerald	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	President	
1.3 STREET ADDRESS	626 E Wisconsin Avenue, 7th Floor	
1.4 CITY-ST-ZIP	Milw, WI 53202	
2.1 TITLE	Timothy Dyer	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	CFO	
2.3 STREET ADDRESS	626 E. Wisconsin Avenue, 7th Floor	
2.4 CITY-ST-ZIP	Milw, WI 53202	
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 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 with all other like empowered.

SIGNATURE: Timothy Dyer DATE: 3/15/99 PHONE: 414-225-1040
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Day Daytime Phone #

CR2E034 (1/1/98)