



State of Rhode Island
and Providence Plantations
Office of the Secretary of State

A. Ralph Mollis, Secretary of State
Corporations Division
148 W. River Street
Providence, RI 02904-2615
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2012

Filing Period: January 1 - March 1 • **Filing Fee:** \$50.00* • **THIS REPORT MUST BE TYPED OR PRINTED LEGIBLY IN BLACK INK.**

* In accordance with R.I.G.L. 7-1.2-1501(e), each corporation failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-1.2-1501(c&d)) is subject to a penalty fee of \$25.00.

| | | | |
|--|-------------|---|--------------------|
| 1. Corporate ID No. 148355 | | 2. Name of Corporation The Princeton Review, Inc. | |
| 3. Street Address Principal Business Office 111 Speen Street, Suite 550 | | City Framingham | State MA |
| | | Zip 01701 | |
| 4. Business Phone No. 508-663-5050 | | 5. State of Incorporation Delaware | |
| 6. Brief Description of the Character of Business Conducted in Rhode Island Educational Services & Tutoring | | | |
| 7. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS | | | |
| President Name John M. Connolly, President & CEO | | Vice President Name H. Scott Kirkpatrick, President, HER Division | |
| Street Address c/o The Princeton Review, 111 Speen St. Suite 550 | | Street Address c/o The Princeton Review, Inc., 111 Speen Street, Suite 550 | |
| City Framingham | State MA | City Framingham | State MA |
| | | Zip 01701 | |
| Secretary Name Kyle A. Bettigole | | Treasurer Name Christian G. Kasper | |
| Street Address c/o The Princeton Review, 111 Speen Street, Suite 550 | | Street Address c/o The Princeton Review, 111 Speen Street, Suite 550 | |
| City Framingham | State MA | City Framingham | State MA |
| | | Zip 01701 | |
| 8. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS | | | |
| Director Name David Lowenstein | | Director Name Jeffrey Crisan | |
| Street Address c/o The Princeton Review, Inc., 111 Speen Street, Suite 550 | | Street Address c/o The Princeton Review, Inc., 111 Speen Street, Suite 550 | |
| City Framingham | State MA | City Framingham | State MA |
| | | Zip 01701 | |
| Director Name Michael Krupka | | Director Name Linda A. Whitlock | |
| Street Address c/o The Princeton Review, Inc., 111 Speen Street, Suite 550 | | Street Address c/o The Princeton Review, Inc., 111 Speen Street, Suite 550 | |
| City Framingham | State MA | City Framingham | State MA |
| | | Zip 01701 | |
| 9. SHARES AUTHORIZED | | 10. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> | |
| This information is currently of record in the Office of the Secretary of State. Changes require an additional filing. See Section 9 of instruction sheet. | | ISSUED SHARES — THIS SECTION MUST BE COMPLETED | |
| | | Number of Shares | Class/Series |
| | | Par Value | |
| | | 55,750,138 | Common |
| | | 108,275 | Series D Preferred |
| | | | \$.01 |
| | | | \$.01 |

This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

FILED

File Date JAN 20 2012
 Check No. By [Signature]
 By: 10494306
 FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 1/19/12
 Signature Date
 Kyle A. Bettigole
 Print or Type Name
 Secretary
 Title

**Attachment to
State of Rhode Island
Profit Corporation Annual Report for the year 2012 of
The Princeton Review, Inc.
Corporate Identification Number - 148355**

8. Names and addresses of additional Directors:

| Name | Title | Mailing Address |
|-----------------|--------------|---|
| David Warnock | Director | c/o The Princeton Review, Inc. 111 Speen Street, Suite 550 Framingham, MA 01701 |
| John Schnabel | Director | c/o The Princeton Review, Inc. 111 Speen Street, Suite 550 Framingham, MA 01701 |
| Richard Katzman | Director | c/o The Princeton Review, Inc. 111 Speen Street, Suite 550 Framingham, MA 01701 |

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JAN 20 2012

By *AMC*

LD # 148355