


No. C100869	<b>Annual Report Form</b> 1998 Due No Later Than November 30.		2. Registered Agent and Office NOT A P.O. BOX
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080  <b>NO FEE REQUIRED</b>  * FIRST NOTICE *	1. Mailing Address - Please Correct, If Not HARCOURT BRACE & COMPANY ATTN: TAX DEPARTMENT 6277 SEA HARBOR DR  ORLANDO FL 32887		C T CORPORATION SYSTEM 300 N 6TH ST  POISE ID 83701  3. Organized Under the Laws of: DE C100869

4. Corporations: Enter Names and Business Addresses of **President, Secretary and Directors**  
 Limited Liability Companies: Enter Names and Addresses of  **Managers** or  **Members** (check one)

Office held	Name	Street or P.O. Address	City	State	Zip
See Attached					

5. Signature of New Registered Agent	6.  Signature _____ Date _____ Name <small>(Typed or Printed)</small> MICHAEL P. BANKS Title VICE PRES.
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ISSUED: 07-03-1998

DO NOT TAPE OR STAPLE

1998

**HARCOURT BRACE & COMPANY**

6277 SEA HARBOR DRIVE  
ORLANDO, FL 32887

FEDERAL ID # 13-1935377

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**OFFICERS:**

Brian J. Knez, President and Chief Executive Officer  
27 Boylston Street  
Chestnut Hill, MA 02167

Timothy M. Hailstone, Senior Vice President  
24-28 Oval Road  
London, England NW1 7D

James P. Levy, Senior Vice President  
27 Boylston Street  
Chestnut Hill, MA 02167

George W. Nelson, Vice President, Technology and Distribution  
6277 Sea Harbor Drive  
Orlando, FL 32887

Lewis Reines, Senior Vice President  
27 Boylston Street  
Chestnut Hill, MA 02167

Stephen C. Richards, Senior Vice President and Chief Financial Officer  
27 Boylston Street  
Chestnut Hill, MA 02167

John R. Dilworth, Vice President  
555 Academic Court  
San Antonio, TX 78204

Michael Banks, Vice President and Controller  
6277 Sea Harbor Drive  
Orlando, FL 32887

Pieter S. H. Bolman, Vice President  
525 B Street, Suite 1900  
San Diego, CA 92101

Theodore Buchholz, Vice President  
1120 Capital of Texas Highway South  
Austin, TX 78746-6487

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Richard J Casabonne, Vice President  
27 Boylston Street  
Chestnut Hill, MA 02167

Stephen Gandy, Vice President  
8511 Esters Boulevard  
Irving, TX 75063

Peter H. Lengemann, Senior Vice President  
6277 Sea Harbor Drive  
Orlando, FL 32887

Joanne Lenke, Vice President  
555 Academic Court  
San Antonio, TX 78204

Gary W Lopez, Vice President  
525 B Street, Suite 1900  
San Diego, CA 92101

Anthony J Lucki, Vice President  
6277 Sea Harbor Drive  
Orlando, FL 32887

Robert J. Paterra, Vice President  
27 Boylston Street  
Chestnut Hill, MA 02167

Rubin Pfeffer, Vice President  
111 Fifth Avenue  
New York, NY 10003

Kenneth Rethmeier, Vice President  
525 B Street, Suite 1900  
San Diego, CA 92101

George E Simon, Vice President  
3 Bala Plaza West, Suite 300  
Bala Cynwyd, PA 19004-3481

Robert R Simons, Vice President  
1751 West Diehl Road  
Naperville, IL 60566

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William Talkington, Vice President  
1120 Capital of Texas Highway South  
Austin, TX 78746-6487

Ernest H. Urquhart, Vice President, Human Resources  
6277 Sea Harbor Drive  
Orlando, FL 32887

James B. Wilder, Vice President  
5513 N. Cumberland Avenue  
Chicago, IL 60656

Kathleen A. Bursley, Vice President, General Counsel and Assistant Secretary  
27 Boylston Street  
Chestnut Hill, MA 02167

John R. Cook, Vice President  
27 Boylston Street  
Chestnut Hill, MA 02167

Eric P. Geller, Vice President and Secretary  
27 Boylston Street  
Chestnut Hill, MA 02167

Paul F. Gibbons, Vice President and Treasurer  
27 Boylston Street  
Chestnut Hill, MA 02167

Robert A. Smith, Vice President  
27 Boylston Street  
Chestnut Hill, MA 02167

Richard A. Smith, Vice President  
27 Boylston Street  
Chestnut Hill, MA 02167

Linda Dirksen, Assistant Secretary  
6277 Sea Harbor Drive  
Orlando, FL 32887

Robert A. Licht, Assistant Secretary  
27 Boylston Street  
Chestnut Hill, MA 02167

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**DIRECTORS:**

Richard A. Smith  
27 Boylston Street  
Chestnut Hill, MA 02167

Robert A. Smith  
27 Boylston Street  
Chestnut Hill, MA 02167

Brian J. Knez  
27 Boylston Street  
Chestnut Hill, MA 02167