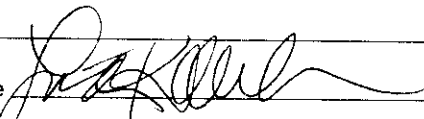


No. <b>C 100889</b>	<b>Due no later than January 31, 2004</b> <b>Annual Report Form</b> 1 Mailing Address - Correct in this box, if applicable	2. Registered Agent and Office <b>NO PO BOX</b>  <b>C T CORPORATION SYSTEM</b> <b>300 N 6TH ST</b>  <b>BOISE, ID 83701</b>																																				
Return to: <b>SECRETARY OF STATE</b> <b>700 WEST JEFFERSON</b> <b>PO BOX 83720</b> <b>BOISE, ID 83720-0080</b>		<b>HARCOURT, INC.</b> <b>ATTN: TAX DEPARTMENT</b> <b>6277 SEA HARBOR DR</b>																																				
<b>NO FILING FEE IF</b> <b>RECEIVED BY DUE DATE</b>	<b>ORLANDO, FL 32887</b>	3. <u>New</u> Registered Agent Signature																																				
4. Corporations. Enter Names and Business Addresses of President, Secretary and Directors.																																						
<table border="1"> <thead> <tr> <th><u>Office held</u></th> <th><u>Name</u></th> <th><u>Street or P.O. Address</u></th> <th><u>City</u></th> <th><u>State</u></th> <th><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td>Chair/CEO</td> <td>Patrick J. Tierney</td> <td>125 Park Ave</td> <td>NY, NY</td> <td></td> <td>10017</td> </tr> <tr> <td>Secretary</td> <td>Linda K. Dickson</td> <td>6277 Sea Harbor Dr.</td> <td>Orlando</td> <td>FL</td> <td>32887</td> </tr> <tr> <td>Director</td> <td>Kenneth E Fogarty</td> <td>275 Washington St.</td> <td>Newton,</td> <td>MA</td> <td>02458</td> </tr> <tr> <td>Director</td> <td>Charles P. Fontaine</td> <td>275 Washington St.</td> <td>Newton,</td> <td>MA</td> <td>02458</td> </tr> <tr> <td>Director</td> <td>Henry Z. Harbaczewski</td> <td>125 Park Ave,</td> <td>23rd</td> <td>FL NY, NY</td> <td>10017</td> </tr> </tbody> </table>			<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	Chair/CEO	Patrick J. Tierney	125 Park Ave	NY, NY		10017	Secretary	Linda K. Dickson	6277 Sea Harbor Dr.	Orlando	FL	32887	Director	Kenneth E Fogarty	275 Washington St.	Newton,	MA	02458	Director	Charles P. Fontaine	275 Washington St.	Newton,	MA	02458	Director	Henry Z. Harbaczewski	125 Park Ave,	23rd	FL NY, NY	10017
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5. Organized Under the Laws of:  <b>DELAWARE</b> <b>C 100889</b>	6. Signature  Date <b>1-9-04</b> Name <small>(Typed or Printed)</small> <b>Linda K. Dickson</b> Title <b>SVP General Counsel / Secretary</b>																																					

# Directors, Officers Business Address Report

**HARCOURT, INC.**  
**FEIN: 13-1935377**

Wednesday, September 17, 2003

## DIRECTORS

**Kenneth E. Fogarty** **Director**  
Business Address: Reed Elsevier Inc.  
275 Washington Street  
Newton, Massachusetts 02458 USA

**Charles P. Fontaine** **Director**  
Business Address: Reed Elsevier Inc.  
275 Washington Street  
Newton, Massachusetts 02458 USA

**Henry Z. Horbaczewski** **Director**  
Business Address: Reed Elsevier Inc.  
125 Park Avenue, 23rd Floor  
New York, New York 10017 USA

## OFFICERS

**Patrick J. Tierney** **Chair**  
Business Address: Harcourt Education  
125 Park Avenue  
New York, New York 10017 USA

**Stephen C. Richards** **Chief Financial Officer**  
Business Address: Harcourt, Inc.  
6277 Sea Harbor Drive  
Orlando, Florida 32887 USA

**Mark E. Mooney** **Chief Information Officer**  
Business Address: 6277 Sea Harbor Drive  
IT Dept. - 7th Floor  
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**Judith P. Fowler** **Senior Vice President**  
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**Steven F. Korte** **Senior Vice President**  
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Orlando, Florida 32887

**John R Dilworth** **Executive Vice President**  
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San Antonio, Texas 78259 USA

**Jeffery S. Galt** **Executive Vice President**  
Business Address: The Psychological Corporation  
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San Antonio, TX 78259-3701 USA

**Yvette A. Beeman** **Vice President**  
Business Address: The Psychological Corp.  
275 Washington Street  
Newton, Massachusetts 02458 USA

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Business Address: 6277 Sea Harbor Drive  
Orlando, Florida 32887 USA

**Daniel H. Farley** **Vice President**  
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San Diego, California 92101 USA

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New York, New York 10017 USA

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**Jordan J. Lomas** **Vice President**  
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**Renée Simonton** **Vice President**  
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**LaBron Chance** **Vice President-Human Resources**  
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**Michele L. DeMarco** **Assistant Treasurer**  
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**Charles P. Fontaine** **Assistant Treasurer**  
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**Lynn M. Formica** **Assistant Treasurer**  
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**Michael P. Lavelle** **Controller**  
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