


<b>No. C 100889</b>	<b>Due no later than Jan 31, 2001</b> <b>Annual Report Form</b>	2. Registered Agent and Office <b>NO PO BOX</b>												
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080  <b>NO FILING FEE IF  RECEIVED BY DUE DATE</b>	1. Mailing Address - Correct in this box, if applicable HARCOURT, INC. ATTN: TAX DEPARTMENT 6277 SEA HARBOR DR  ORLANDO, FL 32887	C T CORPORATION SYSTEM 300 N 6TH ST  BOISE, ID 83701  3. <u>New</u> Registered Agent Signature												
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.  <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"><u>Office held</u></th> <th style="text-align: left;"><u>Name</u></th> <th style="text-align: left;"><u>Street or P.O. Address</u></th> <th style="text-align: left;"><u>City</u></th> <th style="text-align: left;"><u>State</u></th> <th style="text-align: left;"><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td colspan="6" style="text-align: center; height: 100px; vertical-align: middle;"> SEE ATTACHED LIST </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>	SEE ATTACHED LIST					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>									
SEE ATTACHED LIST														
5. Organized Under the Laws of:  DELAWARE C 100889	6. Signature  Date <u>1-8-01</u> Title: <u>VICE PRES &amp; CONTROLLER</u> Name <small>(Typed or Printed)</small> <u>EDWARD E. DICKINSON</u>													

**HARCOURT, INC.**  
6277 SEA HARBOR DRIVE  
ORLANDO, FLORIDA 32887  
FEDERAL ID #13-1935377

**OFFICERS:**

Brian J. Knez, Co-Chief Executive Officer  
27 Boylston Street  
Chestnut Hill, MA 02167

Robert A. Smith, Co-Chief Executive Officer  
27 Boylston Street  
Chestnut Hill, MA 02167

James P. Levy, President and Chief Operating Officer  
27 Boylston Street  
Chestnut Hill, MA 02167

Richard J. Conviser, President – Harcourt Professional Education Group  
111 West Jackson Boulevard, 7<sup>th</sup> Floor  
Chicago, IL 60604

John R. Dilworth, President – Professional and Corporate Services  
555 Academic Court  
San Antonio, TX 78204

Peter Hoenigsberg, President – Worldwide Scientific, Technical and Medical Group  
27 Boylston Street  
Chestnut Hill, MA 02167

Anthony J. Lucki, President – Education Group  
6277 Sea Harbor Drive  
Orlando, FL 32887

William Talkington, President – Higher Education Group  
1120 South Capital of Texas Highway  
Austin, TX 78746

Richard J. Casabonne, Senior Vice President – Planning and Business Development  
4515 Seton Center Parkway, Suite 300  
Austin, TX 78759

George W. Nelson, Senior Vice President – Distribution and Customer Service  
6277 Sea Harbor Drive  
Orlando, FL 32887

Stephen C. Richards, Senior Vice President and Chief Financial Officer  
6277 Sea Harbor Drive  
Orlando, FL 32887

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

Jose Wehnes, Senior Vice President  
Foots Cray High Street  
Sidcup, Kent Da14 5HP  
England

David O. Zink, Senior Vice President and Chief Information Officer  
6277 Sea Harbor Drive  
Orlando, FL 32887

Robert A. Antonucci, Vice President  
43 Thorndike Street  
Bulfinch Square  
Cambridge, MA 02141

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

Theodore Buchholz, Vice President  
301 Commerce Street, Suite 3700  
City Center Tower II  
Fort Worth, TX 76102

Gary W. Lopez, Vice President  
70 Garden Court  
Monterey, CA 93940

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

Rubin Pfeffer, Vice President  
200 Wheeler Road  
Burlington, MA 01803-5501

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

David G. Samuels, Vice President – Corporate Operations and Properties  
6277 Sea Harbor Drive  
Orlando, FL 32887

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

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

Kathleen A. Bursley, Vice President, General Counsel and Assistant Secretary  
27 Boylston Street  
Chestnut Hill, MA 01267

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

Edward E. Dickinson, Vice President and Controller  
6277 Sea Harbor Drive  
Orlando, FL 32887

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

Gail S. Mann, Vice President and Assistant Secretary  
27 Boylston Street  
Chestnut Hill, MA 02167

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

William F. Bayers, Assistant Secretary  
27 Boylston Street  
Chestnut Hill, MA 02167

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

**DIRECTORS:**

Richard A. Smith  
Robert A. Smith  
Brian J. Knez