

No. C 100889

Due no later than January 31, 2006
Annual Report Form

2. Registered Agent and Office NO PO BOX

Return to:

SECRETARY OF STATE
700 WEST JEFFERSON
PO BOX 83720
BOISE, ID 83720-0080

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

NO FILING FEE IF
RECEIVED BY DUE DATE

3. New Registered Agent Signature

4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.

| <u>Office held</u> | <u>Name</u> | <u>Street or P.O. Address</u> | <u>City</u> | <u>State</u> | <u>Zip</u> |
|--------------------|-----------------------|-------------------------------|-------------|--------------|------------|
| CHAIR | PATRICK J. TIERNEY | 125 PARK AVE, FL 23 | NEW YORK | NY | 10017 |
| SECRETARY | WILLIAM F. BAYERS | 2 NEWTON PLACE, STE 350 | NEWTON | MA | 02458 |
| DIRECTOR | KENNETH E. FOGARTY | 2 NEWTON PLACE, STE 350 | NEWTON | MA | 02458 |
| DIRECTOR | CHARLES P. FONTAINE | 2 NEWTON PLACE, STE 350 | NEWTON | MA | 02458 |
| DIRECTOR | HENRY Z. HORBACZEWSKI | 125 PARK AVE FL 23 | NEW YORK | NY | 10017 |

5. Organized Under the Laws of:

DELAWARE
C 100889

6.

Signature

Renee Simonton

Date

1/3/05

Name (Typed or Printed)

RENEE SIMONTON

Title

VICE PRESIDENT

Issued 11/01/2005

Do Not Tape or Staple

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Harcourt, Inc.
Directors, Officers Report
Idaho # C 100889

Directors

Kenneth E. Fogarty
Business Address: **Director**
2 Newton Place, Suite 350, 3rd Floor
Newton Massachusetts 02458 USA

Charles P. Fontaine
Business Address: **Director**
2 Newton Place, Suite 350, 3rd Floor
Newton Massachusetts 02458 USA

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

Officers

Richard G. Abramowski
Business Address: **Vice President-Customer Service and Distribution**
6277 Sea Harbor Drive
Orlando Florida 32887 USA

Susan L. Amster
Business Address: **Vice President**
2 Newton Place, Suite 350, 3rd Floor
Newton Massachusetts 02458 USA

William F. Bayers
Business Address: **Vice President, Secretary**
2 Newton Place, Suite 350, 3rd Floor
Newton Massachusetts 02458 USA

Yvette A. Beeman
Business Address: **Vice President, Assistant Secretary**
2 Newton Place, Suite 350, 3rd Floor
Newton Massachusetts 02458 USA

Linda G. Bottoms
Business Address: **Assistant Secretary**
1105 North Market Street, 5th Floor
Wilmington Delaware 19801 USA

Varkey K. Chacko
Business Address: **Vice President-Finance and Operations**
6277 Sea Harbor Drive
Orlando Florida 32887 USA

LaBron R. Chance
Business Address: **Vice President-Human Resources**
6277 Sea Harbor Drive
Orlando Florida 32887 USA

Michele L. Demarco
Business Address: **Assistant Treasurer**
2 Newton Place, Suite 350, 3rd Floor
Newton Massachusetts 02458 USA

Raymond D. Fagan
Business Address: **Senior Vice President-Finance**
6277 Sea Harbor Drive
Orlando Florida 32887 USA

Daniel H. Farley
Business Address: **Vice President**
525 B Street, Suite 100
San Diego California 92101 USA

Harcourt, Inc.
Directors, Officers Report
Idaho # C 100889

| | |
|---|---|
| Kenneth E. Fogarty Business Address: | Vice President-Financial Services, Treasurer 2 Newton Place, Suite 350, 3 rd Floor Newton Massachusetts 02458 USA |
| Charles P. Fontaine Business Address: | Vice President-Taxes, Assistant Secretary, Assistant Treasurer 2 Newton Place, Suite 350, 3 rd Floor Newton Massachusetts 02458 USA |
| Lynn M. Formica Business Address: | Assistant Treasurer 2 Newton Place, Suite 350, 3 rd Floor Newton Massachusetts 02458 USA |
| Jeffery S. Galt Business Address: | Executive Vice President 19500 Bulverde Road San Antonio Texas 78259 USA |
| Henry Z. Horbaczewski Business Address: | Vice President, Assistant Secretary 125 Park Avenue, 23 rd Floor New York, NY 10017 USA |
| Linda A. Jasiewicz Business Address: | Assistant Secretary 6277 Sea Harbor Drive Orlando Florida 32887 USA |
| David Kim Business Address: | Senior Vice President-Global Strategy & Business Development 125 Park Avenue, 23 rd Floor New York, NY 10017 USA |
| Michael P. Lavelle Business Address: | Vice President, Controller, Assistant Secretary 6277 Sea Harbor Drive Orlando Florida 32887 USA |
| Jordan L. Lomas Business Address: | Vice President 6277 Sea Harbor Drive Orlando Florida 32887 USA |
| Andrew L. Matz Business Address: | Vice President, Associate General Counsel 2 Newton Place, Suite 350, 3 rd Floor Newton Massachusetts 02458 USA |
| Julie A. McGee Business Address: | Senior Vice President 10801 North MoPac Expressway Austin, Texas 78759 USA |
| Laura D. Rockefeller Business Address: | Assistant Secretary 10801 North MoPac Expressway Austin, Texas 78759 USA |
| David G. Samuels Business Address: | Vice President-Corp Services & Real Estate, Assistant Secretary 6277 Sea Harbor Drive Orlando Florida 32887 USA |
| Renee Simonton Business Address: | Vice President 1105 North Market Street, 5 th Floor Wilmington Delaware 19801 USA |

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Directors, Officers Report
Idaho # C 100889

Janet M. Spalding
Business Address:

Senior Vice President
6277 Sea Harbor Drive
Orlando Florida 32887 USA

Patrick J. Tierney
Business Address:

Chair
125 Park Avenue, 23rd Floor
New York, NY 10017 USA