

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 09 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 819989 (5)

1. Corporation Name
HARCOURT GENERAL, INC.

Principal Place of Business 27 BOYLSTON ST. P.O. BOX 1000 CHESTNUT HILL MA 02167	Mailing Address 27 BOYLSTON ST. P.O. BOX 1000 CHESTNUT HILL MA 02167-1719
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 10/21/1966	3a. Date of Last Report 04/19/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 04-1619609	Applied For Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Country	29. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324		10. Name and Address of New Registered Agent	
81. Name	82. Street Address (P.O. Box Number is Not Acceptable)	83.	84. City
			FL
			85. Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PD	NAME TARR, ROBERT J., JR.	1.1 TITLE	PD <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS 27 BOYLSTON CHESTNUT HILL MA	<input checked="" type="checkbox"/> DELETE	1.2 NAME	Brian J. Knez
CITY-ST-ZIP CHESTNUT HILL MA		1.3 STREET ADDRESS	27 Boylston Street
TITLE CD	NAME SMITH, RICHARD A	1.4 CITY-ST-ZIP	Chestnut Hill MA 02167-1700
STREET ADDRESS 27 BOYLSTON CHESTNUT HILL MA	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP CHESTNUT HILL MA		2.2 NAME	
TITLE VD	NAME ROBERT A SMITH	2.3 STREET ADDRESS	
STREET ADDRESS 27 BOYLSTON CHESTNUT HILL MA	<input type="checkbox"/> DELETE	2.4 CITY-ST-ZIP	
CITY-ST-ZIP CHESTNUT HILL MA		3.1 TITLE	PD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE SV	NAME ERIC P GELLER	3.2 NAME	
STREET ADDRESS 27 BOYLSTON CHESTNUT HILL MA	<input type="checkbox"/> DELETE	3.3 STREET ADDRESS	
CITY-ST-ZIP CHESTNUT HILL MA		3.4 CITY-ST-ZIP	
TITLE SVP	NAME COOK, JOHN R	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS 27 BOYLSTON CHESTNUT HILL MA	<input type="checkbox"/> DELETE	4.2 NAME	
CITY-ST-ZIP CHESTNUT HILL MA		4.3 STREET ADDRESS	
TITLE VT	NAME GIBBONS, PAUL F.	4.4 CITY-ST-ZIP	
STREET ADDRESS 27 BOYLSTON ST. CHESTNUT HILL MA	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP CHESTNUT HILL MA		5.2 NAME	
		5.3 STREET ADDRESS	
		5.4 CITY-ST-ZIP	
		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		6.2 NAME	
		6.3 STREET ADDRESS	
		6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Paul F. Gibbons 4/30/97 (617) 232-8200

CR2E034 (9/96)

Harcourt General, Inc.

OFFICERS

Richard A. Smith, Chariman of the Board
27 Boylston Street
Chestnut Hill, MA 02167

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

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

John R. Cook, Senior Vice President and Chief Financial Officer
27 Boylston Street
Chestnut Hill, MA 02167

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

Peter Farwell, Vice President-Corporate Relations
27 Boylston Street
Chestnut Hill, MA 02167

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

Gerald T. Hughes, Vice President-Human Resources
27 Boylston Street
Chestnut Hill, MA 02167

Michael Panutich, Vice President - General Auditor
27 Boylston Street
Chestnut Hill, MA 02167

Stephen C. Richards, Vice President & Controller
27 Boylston Street
Chestnut Hill, MA 02167

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

DIRECTORS

Richard A. Smith
William F. Connell
Jack M. Greenberg
Gary L. Countryman
Herbert W. Jarvis
Brian J. Knez
Jeffrey R. Lurie
Lynn Morley Martin
Maurice Segall
Robert A. Smith
Paula Stern
Robert J. Tarr, Jr.
Hugo Uytterhoeven
Clifton R. Wharton, Jr.

The term of appointment for each officer/director is until a successor is duly elected.