

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

FILED
May 06, 1999 8:00 am
Secretary of State

05-06-1999 90305 007 *1,050.00

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| PROFIT CORPORATION ANNUAL REPORT 1999 |  | FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # F93000000409

1. Corporation Name
HARCOURT BRACE & COMPANY



| | |
|---|---|
| Principal Place of Business 6277 SEA HARBOR DR ORLANDO FL 32821 US | Mailing Address 6277 SEA HARBOR DR ATTN: TAX DEPT ORLANDO FL 32821 US |
|---|---|

DO NOT WRITE IN THIS SPACE

| | | | | |
|--------------------------------|------------------------|---|---------------------------------------|---|
| 2. Principal Place of Business | 2a. Mailing Address | 3. Date Incorporated or Qualified 01/27/1993 | 4. FEI Number 13-1935377 | Applied For <input type="checkbox"/> Yes <input checked="" type="checkbox"/> Not Applicable |
| 21 Suite, Apt. #, etc. | 26 Suite, Apt. #, etc. | 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required | |
| 22 City & State | 27 City & State | 6. Election Campaign Financing <input type="checkbox"/> | \$5.00 May Be Added to Fees | |
| 23 Zip | 28 Zip | 8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 24 Country | 29 Country | 30 | | |

| | |
|--|---|
| 9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH 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 |
| | 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 | V <input type="checkbox"/> DELETE | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | BANKS, MICHAEL | 1.2 NAME | |
| STREET ADDRESS | 6277 SEA HARBOR DR | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | ORLANDO FL | 1.4 CITY-ST-ZIP | |
| TITLE | V <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | KNEZ, BRIAN J | 2.2 NAME | |
| STREET ADDRESS | 27 BOYLSTON STREET | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | CHESTNUT HILL MA 02167 | 2.4 CITY-ST-ZIP | |
| TITLE | V <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | LENGEMANN, PETER | 3.2 NAME | |
| STREET ADDRESS | 6277 SEA HARBOR DRIVE | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | ORLANDO FL 32887 | 3.4 CITY-ST-ZIP | |
| TITLE | V <input type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | LEVY, JAMES P | 4.2 NAME | |
| STREET ADDRESS | 27 BOYLSTON STREET | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | CHESTNUT HILL MA 02167 | 4.4 CITY-ST-ZIP | |
| TITLE | V <input type="checkbox"/> DELETE | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | REINES, LEWIS | 5.2 NAME | |
| STREET ADDRESS | INDEPENDENCE SQUARE WEST | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | PHILADELPHIA PA 19106 | 5.4 CITY-ST-ZIP | |
| TITLE | T <input type="checkbox"/> DELETE | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | GIBBONS, P F | 6.2 NAME | |
| STREET ADDRESS | 27 BOYSTON ST | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | CHESTNUT HILL MA 02167 | 6.4 CITY-ST-ZIP | |

14. I 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, with all other like empowered.

SIGNATURE: *Michael P. Banks* **MICHAEL P. BANKS** 4-12-99
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

Revised: 4/7/99

HARCOURT BRACE & COMPANY

6277 Sea Harbor Drive
Orlando, FL 32887

Federal ID # 13-1935377

OFFICERS:

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

F93000000409
512321-90305-44

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

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

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HARCOURT BRACE & COMPANY

6277 Sea Harbor Drive
Orlando, FL 32887

Federal ID # 13-1935377

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

F93000000409
512321-90305-44

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
6277 Sea Harbor Drive
Orlando, FL 32887

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

Rubin Pfeffer, Vice President
111 Fifth Ave.
New York, NY 10003

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

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HARCOURT BRACE & COMPANY

6277 Sea Harbor Drive
Orlando, FL 32887

Federal ID # 13-1935377

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

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 Ave.
Chicago, IL 60656

Kathleen A. Burseley, 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 Treasurer
27 Boylston Street
Chestnut Hill, MA 02167

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

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6277 Sea Harbor Drive
Orlando, FL 32887

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

F93000000409
512321-90305-44

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

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