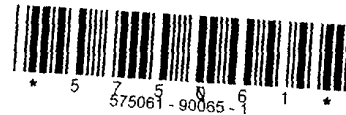


FILE NOW: FILING FEE AFTER MA

FILED  
Jun 10, 1999 8:00 am  
Secretary of State

DOCUMENT - 1

PROFIT  
CORPORATION  
ANNUAL REPORT  
**1999**

FLOI

06-10-1999 90065 001 \*\*\*450.00

DIVISION OF CORPORATIONS

**DOCUMENT #** Riverside Publishing Company

1. Corporation Name

854460 ✓

Principal Place of Business

8420 Bryn Mawr Road  
Chicago, IL 60631  
Attn: Tax Dept

Mailing Address

222 Berkeley Street  
Boston, MA 02116-3764  
Attn: Tax Dept

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

10/22/1982

4. FEI Number

04-2670173

Applied For

Not Applicable

5. Certificate of Status Desired

☐ \$8.75 Additional

Fee Required

6. Election Campaign Financing  
Trust Fund Contribution☐ \$5.00 May Be  
Added to Fees8. This corporation owes the current year Intangible Personal  
Property Tax.☐ Yes ☐ No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City &amp; State

23 Zip

Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City &amp; State

28 Zip

Country

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE See Attached ☐ DELETE  
NAME  
STREET ADDRESS  
CITY - ST - ZIPTITLE ☐ DELETE  
NAME  
STREET ADDRESS  
CITY - ST - ZIPTITLE ☐ DELETE  
NAME  
STREET ADDRESS  
CITY - ST - ZIPTITLE ☐ DELETE  
NAME  
STREET ADDRESS  
CITY - ST - ZIPTITLE ☐ DELETE  
NAME  
STREET ADDRESS  
CITY - ST - ZIPTITLE ☐ DELETE  
NAME  
STREET ADDRESS  
CITY - ST - ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE ☐ Change ☐ Addition  
1.2 NAME  
1.3 STREET ADDRESS  
1.4 CITY - ST - ZIP2.1 TITLE ☐ Change ☐ Addition  
2.2 NAME  
2.3 STREET ADDRESS  
2.4 CITY - ST - ZIP3.1 TITLE ☐ Change ☐ Addition  
3.2 NAME  
3.3 STREET ADDRESS  
3.4 CITY - ST - ZIP4.1 TITLE ☐ Change ☐ Addition  
4.2 NAME  
4.3 STREET ADDRESS  
4.4 CITY - ST - ZIP5.1 TITLE ☐ Change ☐ Addition  
5.2 NAME  
5.3 STREET ADDRESS  
5.4 CITY - ST - ZIP6.1 TITLE ☐ Change ☐ Addition  
6.2 NAME  
6.3 STREET ADDRESS  
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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Bradley D. Lehan

Date

4/22/99 (617) 351-5097

Daytime Phone #

Doc# 854460  
575061-90065-1

**OFFICERS OF THE RIVERSIDE PUBLISHING COMPANY  
BUSINESS ADDRESSES  
FEI#: 04-2670173  
AUGUST 1998**

**DIRECTORS:**

Nader F. Darehshori, 222 Berkeley Street, Boston, MA 02116  
John H. Oswald, 425 Spring Lake Drive, Itasca, IL 60143  
June Smith, 222 Berkeley Street, Boston, MA 02116  
Paul D. Weaver, 222 Berkeley Street, Boston, MA 02116

**OFFICERS:**

John H. Oswald, 425 Spring Lake Drive, Itasca, IL 60143  
Luanna R. Bowen, 425 Spring Lake Drive, Itasca, IL 60143  
Maureen G. DiMarco, 425 Spring Lake Drive, Itasca, IL 60143  
Edward C. Drahozal, 425 Spring Lake Drive, Itasca, IL 60143  
Susan E. Holmes, 425 Spring Lake Drive, Itasca, IL 60143  
John E. Laramy, 425 Spring Lake Drive, Itasca, IL 60143  
Patricia J. McDivitt, 425 Spring Lake Drive, Itasca, IL 60143  
James G. Nicholson, 425 Spring Lake Drive, Itasca, IL 60143  
David W. Osberg, 425 Spring Lake Drive, Itasca, IL 60143  
Mary Ellen Raab, 425 Spring Lake Drive, Itasca, IL 60143  
Fredrick Schrank, 425 Spring Lake Drive, Itasca, IL 60143  
Jeffrey L. Squires, 425 Spring Lake Drive, Itasca, IL 60143  
Ellis Tesh, 425 Spring Lake Drive, Itasca, IL 60143  
Paul D. Weaver, 222 Berkeley Street, Boston, MA 02116

**TREASURER**

Bradley D. Lehan, 222 Berkeley Street, Boston, MA 02116

**SECRETARY**

Lois M. Novotny, 222 Berkeley Street, Boston, MA 02116

**ASSISTANT SECRETARY**

James G. Nicholson, 425 Spring Lake Drive, Itasca, IL 60143  
Kathleen A. Rideout, 222 Berkeley Street, Boston, MA 02116

O&D-RPCo  
DISK #71

Doc# 854460  
575061-90065-1

**DIRECTORS OF THE RIVERSIDE PUBLISHING COMPANY  
BUSINESS ADDRESSES  
FEI#: 04-2670173  
AUGUST 1998**

Mr. Nader F. Darehshori, Chairman & Chief Executive Officer, Houghton Mifflin Company, 222 Berkeley Street, Boston, MA 02116

John H. Oswald, President, The Riverside Publishing Company, 425 Spring Lake Drive, Itasca, IL 60143

June Smith, Executive Vice President, Houghton Mifflin Company, 222 Berkeley Street, Boston, MA 02116

Paul D. Weaver, Senior Vice President and Secretary & Clerk of the Corporation, Houghton Mifflin Company, 222 Berkeley Street, Boston, MA 02116

O&D-RPCo  
DISK #71