


# 2006 FOR PROFIT CORPORATION ANNUAL REPORT

**FILED**  
**Jan 30, 2006 8:00 am**  
**Secretary of State**

01-30-2006 90066 025 \*\*\*150.00

<b>DOCUMENT # P40442</b>	
1. Entity Name <b>HARCOURT ACHIEVE INC.</b>	

Principal Place of Business <b>10801 N. MOPAC EXPRESSWAY BLDG. #3 AUSTIN, TX 78759 US</b>	Mailing Address <b>6277 SEA HARBOUR DRIVE ORLANDO, FL 32887 US</b>
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2. Principal Place of Business Suite, Apt. #, etc.	3. Mailing Address <b>6277 SEA HARBOUR DR</b> Suite, Apt. #, etc.
City & State	City & State <b>ORLANDO FL</b>
Zip <b>32887</b>	Country <b>USA</b>

**40007102**



01202006 Chg-P CR2E034 (11/05)

4. FEI Number <b>33-0147571</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	

6. Name and Address of Current Registered Agent <b>LEXISNEXIS DOCUMENT SOLUTIONS INC. 1201 HAYS STREET TALLAHASSEE, FL 32301</b>	7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City <b>FL</b> Zip Code
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8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE \_\_\_\_\_  
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

<b>FILE NOW!!! FEE IS \$150.00 After May 1, 2006 Fee will be \$550.00</b>	9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>
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10. OFFICERS AND DIRECTORS		11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP HORBACZEWSKI, HENRY Z 125 PARK AVENUE, 23RD FL NEW YORK, NY 10017 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>ASSISTANT SECRETARY</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PCEO MCEWEN, TIMOTHY J 10801 NORTH MOPAC EXPWY AUSTIN, TX 78759 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VCFO TEL, MARTIJN 10801 NORTH MOPAC EXPWY AUSTIN, TX 78759 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPFS FOGARTY, KENNETH E 275 WASHINGTON STREET NEWTON, MA 02458 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPHR MADISON, GABRIELE 10801 N. MOPAC EXPRESSWAY AUSTIN, TX 78759 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D MCGEE, JULIE A 10801 NORTH MOPAC EXPWY AUSTIN, TX 78759 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Linda G. Bottoms 1/25/06  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

Harcourt Achieve, Inc.  
Directors, Officers Report  
Document # P40442

ATTACHMENT

40007102

**Directors**

**Henry Z. Horbaczewski**  
Business Address:

**Director**  
125 Park Avenue, 23<sup>rd</sup> Floor  
New York, NY 10017 USA

**Julie A. McGee**  
Business Address:

**Director**  
10801 North MoPac Expressway  
Austin, Texas 78759 USA

**Officers**

**Julie A. McGee**  
Business Address:

**Chairman**  
10801 North MoPac Expressway  
Austin, Texas 78759 USA

**Timothy J. McEwen**  
Business Address:

**President, Chief Executive Officer**  
10801 North MoPac Expressway  
Austin, Texas 78759 USA

**Joel Zucker**  
Business Address:

**Vice President, Chief Operating Officer**  
10801 North MoPac Expressway  
Austin, Texas 78759 USA

**Martijn L. Tel**  
Business Address:

**Vice President-Finance, Chief Financial Officer**  
10801 North MoPac Expressway  
Austin, Texas 78759 USA

**Susan E. Canizares**  
Business Address:

**Senior Vice President, Publisher**  
10801 North MoPac Expressway  
Austin, Texas 78759 USA

**William F. Bayers**  
Business Address:

**Vice President, Assistant Secretary**  
2 Newton Place, Suite 350, Floor 3  
Newton Massachusetts 02458 USA

**Kenneth E. Fogarty**  
Business Address:

**Vice President-Financial Services, Treasurer**  
2 Newton Place, Suite 350, Floor 3  
Newton Massachusetts 02458 USA

**Charles P. Fontaine**  
Business Address:

**Vice President-Taxes, Assistant Treasurer, Assistant Secretary**  
2 Newton Place, Suite 350, Floor 3  
Newton Massachusetts 02458 USA

**Henry Z. Horbaczewski**  
Business Address:

**Assistant Secretary**  
125 Park Avenue, 23<sup>rd</sup> Floor  
New York, NY 10017 USA

**Gabriele B. Madison**  
Business Address:

**Vice President-Human Resources**  
10801 North MoPac Expressway  
Austin, Texas 78759 USA

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Directors, Officers Report  
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**Carol Wolf**

Business Address:

**Vice President-Marketing**

10801 North MoPac Expressway  
Austin, Texas 78759 USA

**Renee Simonton**

Business Address:

**Vice President**

1105 North Market Street, 5<sup>th</sup> floor  
Wilmington Delaware 19801 USA

**Michele L. DeMarco**

Business Address:

**Assistant Treasurer**

2 Newton Place, Suite 350, Floor 3  
Newton Massachusetts 02458 USA

**Lynn M. Formica**

Business Address:

**Assistant Treasurer**

2 Newton Place, Suite 350, Floor 3  
Newton Massachusetts 02458 USA

**Linda G. Bottoms**

Business Address:

**Assistant Secretary**

1105 North Market Street, Suite 501  
Wilmington Delaware 19801 USA

**Julie A. Goldweitz**

Business Address:

**Assistant Secretary**

125 Park Avenue, 23<sup>rd</sup> Floor  
New York, NY 10017 USA

**Regina M. Miles**

Business Address:

**Assistant Secretary**

10801 North MoPac Expressway  
Austin, Texas 78759 USA

**Michael P. Lavelle**

Business Address:

**Assistant Secretary**

6277 Sea Harbor Drive  
Orlando, FL 32887 USA

**David G. Samuels**

Business Address:

**Assistant Secretary**

6277 Sea Harbor Drive  
Orlando, FL 32887 USA