

1.) CORPORATION NAME: Houghton Mifflin Harcourt Publishing Company	DUE DATE: 11/30/2012				
2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS: CT CORPORATION SYSTEM 4701 COX RD STE 301 GLEN ALLEN, VA 23060-6802	SCC ID NO: F1232992				
3.) CITY OR COUNTY OF VA REGISTERED OFFICE: HENRICO COUNTY	5.) STOCK INFORMATION <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%;">CLASS</td> <td style="width:50%;">AUTHORIZED</td> </tr> <tr> <td>COMMON</td> <td>1,000</td> </tr> </table>	CLASS	AUTHORIZED	COMMON	1,000
CLASS	AUTHORIZED				
COMMON	1,000				
4.) STATE OR COUNTRY OF INCORPORATION: MA					

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 222 BERKELEY ST.
CITY/ST/ZIP: BOSTON, MA 02116

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

NAME: WILLIAM BAYERS TITLE: EVP/S ADDRESS: 222 BERKELEY ST CITY/ST/ZIP/CO: BOSTON, MA 02116	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR	
NAME: KATHLEEN RIDEOUT TITLE: ASST SECRETARY ADDRESS: 222 BERKELEY STREET CITY/ST/ZIP/CO: BOSTON, MA 02116	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR	
NAME: JOSEPH FLAHERTY TITLE: TREASURER ADDRESS: 222 BERKELEY ST CITY/ST/ZIP/CO: BOSTON, MA 02116	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR	
NAME: Eric Shuman TITLE: EVP/CFO ADDRESS: 222 BERKELEY ST CITY/ST/ZIP/CO: BOSTON, MA 02116	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR	
NAME: Linda Zecher TITLE: PRESIDENT ADDRESS: 222 Berkeley Street CITY/ST/ZIP/CO: Boston, MA 02116	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR	

I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.

/s/ KATHLEEN RIDEOUT SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	KATHLEEN RIDEOUT, ASST SECRETARY PRINTED NAME AND CORPORATE TITLE	11/1/2012 DATE
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It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.