

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS

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In re: : Chapter 11  
: :  
HOUGHTON MIFFLIN : Case No. 12-15610 (JNF)  
HARCOURT PUBLISHING COMPANY, *et al.*,<sup>1</sup> :  
: Jointly Administered  
Debtors. :  
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**AFFIDAVIT OF SERVICE**

I, Leticia Salas, depose and say that I am employed by Kurtzman Carson Consultants LLC (KCC), the claims and noticing agent for the Debtors.

1. On October 3, 2012, at my direction and under my supervision, employees of KCC caused the following document to be served via Overnight Mail on the service list attached hereto as **Exhibit A**; and via Email on the service list attached hereto as **Exhibit B**:
  - Notice of Rescheduled Nonevidentiary Hearing; Hearing will be Held on October 10, 2012 at 1:00 P.M. [Docket No. 196]

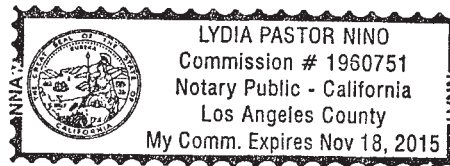
Dated: October 4, 2012

  
Leticia Salas

State of California  
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 4th of October, 2012, by Leticia Salas, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: 



<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are Houghton Mifflin Harcourt Publishing Company (6030), Houghton Mifflin Harcourt Publishers Inc. (7305), HMH Publishers, LLC (7173), Houghton Mifflin Holding Company, Inc. (2898), Houghton Mifflin, LLC (2961), Houghton Mifflin Finance, Inc. (2812), Houghton Mifflin Holdings, Inc. (0674), HM Publishing Corp. (5843), Riverdeep Inc., a Limited Liability Company (9612), Broderbund LLC (6113), RVDP, Inc. (2557), HRW Distributors, Inc. (4902), Greenwood Publishing Group, Inc. (4537), Classroom Connect, Inc. (3282), ACHIEVE! Data Solutions, LLC (7499), Steck-Vaughn Publishing LLC (6929), HMH Supplemental Publishers Inc. (7571), HMH Holdings (Delaware), Inc. (6372), Sentry Realty Corporation (6742), Houghton Mifflin Company International, Inc. (9100), The Riverside Publishing Company (0173), Classwell Learning Group Inc. (9252), Cognitive Concepts, Inc. (5986), Edusoft (9992), and Advanced Learning Centers, Inc. (2861).

**Exhibit A**

Exhibit A  
Core/2002  
Overnight Service List

PARTY DESCRIPTION	COMPANY	CONTACT	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY
Top 20 Creditor	ADP National Account Service	Gayle Kühr	99 Jefferson Rd		Parsippany	NJ	07054-0000	
Counsel for the Informal Creditor Group	Akin Gump Strauss Hauer & Feld, LLP	Ira S. Dizengoff & Philip C. Dublin & Rachel Ehrlich Albanese	One Bryant Park		New York	NY	10036	
Top 20 Creditor	American Express	Donna Janeczko	P.O. Box 410406		Salt Lake City	UT	84141	
Top 20 Creditor	APC Workforce Solutions LLC	Jinnene Marin	420 S. Orange Avenue	Suite 600	Orlando	FL	32801-4902	
Senior Secured Notes Trustee	BNY Mellon	Ray O'Neil, Relationship Manager	525 William Penn Place, 38th Floor		Pittsburgh	PA	15259	
Counsel to SAP America, Inc.	Brown & Conery, LLP	Kenneth J. Schweiker, Jr.	6 North Broad Street, Suite 100		Woodbury	NJ	08096-0000	
Top 20 Creditor	Bulkeley Dunton Publishing Group	Tony V. Occhiuto	P.O. Box 403565		Atlanta	GA	30384-3656	
Top 20 Creditor	Cengage Learning	Sandra Fluker	5191 Natort Blvd.		Mason	OH	45040	
Top 20 Creditor	Central National-Gottesman Inc. (Lindenmeyr)	Steven Wright	990 Washington Street	Suite 211	Dedham	MA	02026-000	
Counsel to Paymentech, LLC	Chase Paymentech Solutions LLC	Atn Lazonia Clark	14221 Dallas Pwky Bldg II		Dallas	TX	75254	
Top 20 Creditor	Cognizant Technology Solutions	Badri Ramanujachari	500 Frank W Burr Blvd		Teaneck	NJ	07666-000	
Compensation Tax Services, Department of Labor and Industry, Commonwealth of Pennsylvania	Commonwealth of Pennsylvania	Josphe Kots	625 Cherry St Room 203	Reading Bankruptcy & Compia	Reading	PA	19602-1152	
US Department of Justice	Department of Justice US Attorney General	Commercial Litigation Branch	Michael B Mukasey		Washington	DC	20530-0001	
New York State Department of Taxation	Department of Taxation and Finance	Office of Counsel	Building 8, WA Harriman Campus		Albany	NY	12227	
Top 20 Creditor	Edu 2000 America, Inc.	Rob Fiance	5743 Corsa Ave	Suite 222	Ventura	CA	91362	
Counsel for the Indenture Trustee for the 10.5% Notes and Prepetition Senior Secured Notes Trustee (Bank of New York Mellon)	Emmet, Marvin & Martin LLP	Bryant Berg & Mordcaei Geisler & Ed Zujkowski	120 Broadway, 32nd Floor		New York	NY	10271	
Environmental Protection Agency (Regional)	Environmental Protection Agency	Region 2	290 Broadway		New York	NY	10007-1866	
Counsel to Larson Texts, Inc. ("Larson")	Graydon Head & Ritchey LLP	J. Michael Dabbeler	1900 Fifth Third Center	511 Walnut Street	Cincinnati	OH	45202	
Counsel to Encore Software, Inc.	Hahn & Hessen LLP	Mark T. Power & Lauren S. Schlusell	488 Madison Avenue		New York	NY	10022	
IRS	Internal Revenue Service	Insolvency Section	31 Hopkins Plz Rm 1150		Baltimore	MD	21201	
IRS	Internal Revenue Service	Centralized Insolvency Operation	PO Box 7346		Philadelphia	PA	19101-7346	
IRS	Internal Revenue Service	Centralized Insolvency Operation	2970 Market St		Philadelphia	PA	19104	
Iron Mountain Information Management, Inc.	Iron Mountain Information Management, Inc.	Joseph Corrigan	745 Atlantic Avenue, 10th Floor		Boston	MA	02111-000	
Top 20 Creditor	Kue Digital Inc. DBA Global Scholar	Kal Raman	1100 112th Avenue NE, Suite 100	South Building	Bellevue	WA	98004	
Top 20 Creditor	Lasewood Private Limited	Mark O'Brien	P.O. Box 2865		Buffalo	NY	14209	
Counsel to Carrollton-Farmers Branch Independent School District and Lewisville Independent School District	Law Offices of Robert E Luna PC	Andrea Sheehan	4411 N Central Expressway		Dallas	TX	75205	
Counsel to Tarrant County and Dallas County	Linebarger Goggan Blair & Sampson, LLP	Elizabeth Weller	2323 Bryan Street, Ste 1600		Dallas	TX	75201	
Top 20 Creditor	Marshall Cavendish International (s) PTE	Joy Tan	Times Centre 1 New Industrial Road				536196	Singapore
Counsel to Claimant, The County of Denton, Texas	McCreary Veseika Bragg & Allen PC	Michael Reed	P.O. Box 1269	State Bar Number 16685400	Round Rock	TX	78680	
Top 20 Creditor	McKinsey & Company Inc.	William Wolf	P.O. Box 7247-7255		Philadelphia	PA	19170-7255	
New York City Tax Department	New York City Tax Commission		Municipal Building	1 Center St, Room 936	New York	NY	10007	
NY Attorney General	Office of the NY State Attorney General	Eric T Schneiderman	The Capitol		Albany	NY	12224-0341	

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PARTY DESCRIPTION	COMPANY	CONTACT	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY
US Attorneys Office	Office of the US Attorney for the Southern District of NY	United States Attorney Preet Bharara	One St Andrew's Plz		New York	NY	10007	
Top 20 Creditor	Penguin Group USA	Laura Cerminaro	1 Lake St.		Upper Saddle River	NJ	07458-000	
Pension Benefit Guaranty Corporation	Pension Benefit Guaranty Corp	Athn Dana Cann	1200 K St NW		Washington	DC	20005-4026	
Pension Benefit Guaranty Corporation	Pension Benefit Guaranty Corp	Athn Marie-Christine Fogt	1200 K St NW		Washington	DC	20005-4026	
Top 20 Creditor	Phoenix Color Corp.	Jennifer Dick	18249 Phoenix Drive		Hagerstown	MID	21742	
Interested Party, RICOH USA, formerly known as IKON Office Solutions Inc	RICOH USA	Bankruptcy & Recovery Group	3920 Arkwright Rd Ste 400		Macon	GA	31210	
Counsel to Citibank, N.A.	Riemer & Braunstein LLP	Macken Toussaint	Three Center Plz		Boston	MA	02108-0000	
Counsel to Citibank, N.A.	Riemer & Braunstein LLP	Steven E Fox	Times Square Tower Ste 2506		New York	NY	10036	
Top 20 Creditor	RRD-Asia Printing Solutions	Eileen R. Ly	3 On Yiu Street		Shek Mun	NT		Hong Kong
Top 20 Creditor	RRD-Receiveables Inc.	Dan Pevonka	3075 Highland Parkway		Donners Grove	IL	60515	
SEC Headquarters	Securities & Exchange Commission	Secretary of the Treasury	100 F St NE		Washington	DC	20549	
SEC Regional Office	Securities & Exchange Commission NY Office	George S Canellos Regional Director	3 World Financial Center Ste 400		New York	NY	10281-1022	
Counsel for the Prepetition L/C Bank and Wells Fargo Bank NA	Seyfarth Shaw LLP	William J. Hanton, Esq.	World Trade Center East	Two Seaport Lane, Suite 300	Boston	MA	02210-000	
Counsel for the Debtors' Proposed Postpetition Lenders, Agent for the First Lien Credit Facility, and Prepetition First Lien Facility Agent (DIP/Exit Agents) //Citibank, N.A., as Administrative Agent and Collateral Agent under the First Lien Credit Agreement and Administrative Agent under the DIP Credit Facility	Shearman & Sterling LLP	Fredric Sosnick & Edmund M. Emrich & Stacey L Corr	599 Lexington Avenue		New York	NY	10022	
Top 20 Creditor	Six Red Marbles	Katie Turcot	P.O. Box 37038		Baltimore	MID	21208	
Counsel to Pension Benefit Guaranty Corporation	SNR Denton US LLP	Justin S. Alex and Samuel C. Batsell	1200 K Street Northwest		Washington	DC	20005	
Counsel to Tennessee Department of Revenue	Tennessee Department of Revenue	Robert E Cooper Jr	c/o TN Attorney General's Office, Bankruptcy Division	PO Box 20207	Nashville	TN	37202-0207	
Counsel to Texas Education Agency	Texas Attorney General's Office	Hal F. Morris Assistant Attorney General	P. O. Box 12548, MC-008		Austin	TX	78711-2548	
Top 20 Creditor	Texas Education Agency	Robert Scott	1701 N Congress Ave		Austin	TX	78701	
Counsel to YRC Inc. dba YRC Freight, USF Holland Inc	Thrasher, Dinsmore & Dolan	Matthew H. Matheny	1400 W. 6th Street, Suite 400		Cleveland	OH	44114	
Counsel to Tina Morton, Travis County Tax Assessor-Collector	Travis County Assitant Attorney	Kay D Brock	PO Box 1748		Austin	TX	78767	
Top 20 Creditor	Trendset Inc.	Deanna Moore	4 Interchange Blvd.		Greenville	SC	29607-5700	
US Assistant Trustee for the District of Massachusetts	US Assistant Trustee for the District of Massachusetts	John P. Fitzgerald, Assistant U.S. Trustee	John. W. McCormack Post Office and Court House	5 Post Office Square, Suite 1000	Boston	MA	02109-3945	
Environmental Protection Agency (US)	US Environmental Protection Agency	US Environmental Protection Agency	1200 Pennsylvania Ave NW		Washington	DC	20004	
US Trustee for the District of Massachusetts	US Trustee for the District of Massachusetts	William K. Harrington, U.S. Trustee	John. W. McCormack Post Office and Court House	5 Post Office Square, Suite 1000	Boston	MA	02109-3945	
US Trustee for the Southern District of NY	US Trustee for the Southern District of NY	Andrea B. Schwartz, Assistant U.S. Trustee	33 Whitehall St 21st Fl	Region 2	New York	NY	10004	
Top 20 Creditor	WL-Williams Lea Inc.	Matt Alcorn	1 Dag Hammarskjold Plaza	8th Floor	New York	NY	10017	

**Exhibit B**

PARTY DESCRIPTION	COMPANY	CONTACT	EMAIL
Top 20 Creditor	ADP National Account Service	Gayle Kuhr	<a href="mailto:gayle_kuhr@adp.com">gayle_kuhr@adp.com</a>
Counsel for the Informal Creditor Group	Akin Gump Strauss Hauer & Feld, LLP	Ira S. Dizengoff & Philip C. Dublin & Rachel Ehrlich Albanese	<a href="mailto:iradizengoff@akingump.com">iradizengoff@akingump.com</a> <a href="mailto:pdublin@akingump.com">pdublin@akingump.com</a> <a href="mailto:ralbanese@akingump.com">ralbanese@akingump.com</a>
Top 20 Creditor	American Express	Donna Janeczko	<a href="mailto:maxine.m.drachman@aexp.com">maxine.m.drachman@aexp.com</a>
Top 20 Creditor	APC Workforce Solutions LLC	Jinnene Marin	<a href="mailto:sales@zerochaos.com">sales@zerochaos.com</a>
Counsel to SAP America, Inc.	Brown & Connery, LLP	Kenneth J. Schweiker, Jr.	<a href="mailto:kschweiker@brownconnery.com">kschweiker@brownconnery.com</a>
Top 20 Creditor	Bulkley Dunton Publishing Group	Tony V. Occhiuto	<a href="mailto:tony.occhiuto@ipaper.com">tony.occhiuto@ipaper.com</a>
Top 20 Creditor	Cengage Learning	Sandra Fluker	<a href="mailto:frank.calabro@ipaper.com">frank.calabro@ipaper.com</a> <a href="mailto:sandra.fluker@cengage.com">sandra.fluker@cengage.com</a>
Top 20 Creditor	Central National-Gottesman Inc. (Lindenmeyr)	Steven Wright	<a href="mailto:swright@lbpaper.com">swright@lbpaper.com</a> <a href="mailto:butrym@cng-inc.com">butrym@cng-inc.com</a>
Counsel to Paymentech, LLC	Chase Paymentech Solutions LLC	Attn Lazonia Clark	<a href="mailto:lazonia.clark@chasepaymentech.com">lazonia.clark@chasepaymentech.com</a> <a href="mailto:badri.ramanuachari@coqizant.com">badri.ramanuachari@coqizant.com</a>
Top 20 Creditor Office of Unemployment Compensation Tax Services, Department of Labor and Industry, Commonwealth of Pennsylvania	Cognizant Technology Solutions  Commonwealth of Pennsylvania	Badri Ramanujachari  Jospeh Kots	  <a href="mailto:ra-li-ucts-bankrupt@state.pa.us">ra-li-ucts-bankrupt@state.pa.us</a>
Counsel for the Indenture Trustee for the 10.5% Notes and Prepetition Senior Secured Notes Trustee (Bank of New York Mellon)	Emmet, Marvin & Martin LLP	Bryant Berg & Mordecai Geisler & Ed Zujkowski	<a href="mailto:bberg@emmetmarvin.com">bberg@emmetmarvin.com</a> <a href="mailto:ezujkowski@emmetmarvin.com">ezujkowski@emmetmarvin.com</a> <a href="mailto:mgeisler@emmetmarvin.com">mgeisler@emmetmarvin.com</a>
Counsel to Larson Texts, Inc. ("Larson")	Graydon Head & Ritchey LLP	J. Michael Debbeler	<a href="mailto:mdebbeler@graydon.com">mdebbeler@graydon.com</a>
Counsel to Encore Software, Inc.	Hahn & Hessen LLP	Mark T. Power & Lauren S. Schlusssel	<a href="mailto:mpower@hahnhausen.com">mpower@hahnhausen.com</a> <a href="mailto:lschlusssel@hahnhausen.com">lschlusssel@hahnhausen.com</a>
IRS	Internal Revenue Service	Insolvency Section	<a href="mailto:marie.l.cerchero@irs.gov">marie.l.cerchero@irs.gov</a>
Iron Mountain Information Management, Inc.	Iron Mountain Information Management, Inc.	Joseph Corrigan	<a href="mailto:Bankruptcy2@ironmountain.com">Bankruptcy2@ironmountain.com</a>
Top 20 Creditor	Laserword Private Limited	Mark O'Brien	<a href="mailto:mark.obrien@laserword.com">mark.obrien@laserword.com</a>
Counsel to Carrollton-Farmers Branch Independent School District and Lewisville Independent School District	Law Offices of Robert E Luna PC	Andrea Sheehan	<a href="mailto:sheehan@txschoolaw.com">sheehan@txschoolaw.com</a>
Counsel to Tarrant County and Dallas County	Linebarger Goggan Blair & Sampson, LLP	Elizabeth Weller	<a href="mailto:dallas.bankruptcy@publicans.com">dallas.bankruptcy@publicans.com</a>
Top 20 Creditor	Marshall Cavendish International (s) PTE	Joy Tan	<a href="mailto:joytan@sg.marshallcavendish.com">joytan@sg.marshallcavendish.com</a>
Top 20 Creditor	McKinsey & Company Inc.	William Wolf	<a href="mailto:hrcsc@mckinsey.com">hrcsc@mckinsey.com</a>
NY Attorney General	Office of the NY State Attorney General	Eric T Schneiderman	<a href="mailto:Nancy.Lord@OAG.State.NY.US">Nancy.Lord@OAG.State.NY.US</a> <a href="mailto:Neal.Mann@OAG.State.NY.US">Neal.Mann@OAG.State.NY.US</a>
Top 20 Creditor	Penguin Group USA	Laura Cerminaro	<a href="mailto:laura.cerminaro@pearson.com">laura.cerminaro@pearson.com</a>
Pension Benefit Guaranty Corporation	Pension Benefit Guaranty Corp	Attn Dana Cann	<a href="mailto:efile@pbqc.gov">efile@pbqc.gov</a>
Pension Benefit Guaranty Corporation	Pension Benefit Guaranty Corp	Attn Marie-Christine Fogt	<a href="mailto:efile@pbqc.gov">efile@pbqc.gov</a>
Top 20 Creditor	Phoenix Color Corp.	Jennifer Dick	<a href="mailto:jdick@phoenixcolor.com">jdick@phoenixcolor.com</a>
Counsel to Citibank, N.A.	Riemer & Braunstein LLP	Macken Toussaint	<a href="mailto:mtoussaint@riemerlaw.com">mtoussaint@riemerlaw.com</a>
Counsel to Citibank, N.A.	Riemer & Braunstein LLP	Steven E Fox	<a href="mailto:sfox@riemerlaw.com">sfox@riemerlaw.com</a>
Top 20 Creditor	RRD-Receivables Inc.	Dan Pevonka	<a href="mailto:dan.pevonka@rrd.com">dan.pevonka@rrd.com</a>
SEC Headquarters	Securities & Exchange Commission	Secretary of the Treasury	<a href="mailto:secbankruptcy@sec.gov">secbankruptcy@sec.gov</a>
SEC Regional Office	Securities & Exchange Commission NY Office	George S Canellos Regional Director	<a href="mailto:secbankruptcy@sec.gov">secbankruptcy@sec.gov</a>
Counsel for the Prepetition L/C Bank and Wells Fargo Bank NA	Seyfarth Shaw LLP	William J. Hanlon, Esq.	<a href="mailto:whanlon@sevfarth.com">whanlon@sevfarth.com</a>
Counsel for the Debtors' Proposed Postpetition Lenders, Agent for the First Lien Credit Facility, and Prepetition First Lien Facility Agent (DIP/Exit Agents) //Citibank, N.A., as Administrative Agent and Collateral Agent under the First Lien Credit Agreement and Administrative Agent under the DIP Credit Facility	Shearman & Sterling LLP	Fredric Sosnick & Edmund M. Emrich & Stacey L Corr	<a href="mailto:stacey.corr@shearman.com">stacey.corr@shearman.com</a> <a href="mailto:frederic.sosnick@shearman.com">frederic.sosnick@shearman.com</a> <a href="mailto:Edmund.emrich@shearman.com">Edmund.emrich@shearman.com</a>
Top 20 Creditor	Six Red Marbles	Katie Turcot	<a href="mailto:k.turcot@sixredmarbles.com">k.turcot@sixredmarbles.com</a>
Counsel to Pension Benefit Guaranty Corporation	SNR Denton US LLP	Fruman Jacobson	<a href="mailto:fruman.jacobson@snrdenton.com">fruman.jacobson@snrdenton.com</a>
Counsel to Pension Benefit Guaranty Corporation	SNR Denton US LLP	Justin S. Alex and Samuel C. Batsell	<a href="mailto:alex.justin@pbqc.gov">alex.justin@pbqc.gov</a> <a href="mailto:Batsell.Samuel@pbqc.gov">Batsell.Samuel@pbqc.gov</a>
Counsel to Texas Education Agency	Texas Attorney General's Office	Hal F. Morris Assistant Attorney General	<a href="mailto:hal.morris@texasattorneygeneral.gov">hal.morris@texasattorneygeneral.gov</a>
Top 20 Creditor	Texas Education Agency	Robert Scott	<a href="mailto:commissioner@tea.state.tx.us">commissioner@tea.state.tx.us</a>
Counsel to YRC Inc. dba YRC Freight, USF Holland Inc	Thrasher, Dinsmore & Dolan	Matthew H. Matheney	<a href="mailto:mmatheney@tddlaw.com">mmatheney@tddlaw.com</a>
Counsel to Tina Morton, Travis County Tax Assessor-Collector	Travis County Assitant Attorney	Kay D Brock	<a href="mailto:bkecf@co.travis.tx.us">bkecf@co.travis.tx.us</a>
Top 20 Creditor	WL-Williams Lea Inc.	Matt Alcorn	<a href="mailto:matt.alcorn@williamslea.com">matt.alcorn@williamslea.com</a> <a href="mailto:matthew.alcorn@williamslea.com">matthew.alcorn@williamslea.com</a>