

12/29/92

"TOP HAT" PLAN FILING

(Statement Required Under
Alternative Method of Compliance
with ERISA Reporting and
Disclosure Rules (DOL Reg. 2520.104-23))

1. Name and Address of Employer:

Houghton Mifflin Company
One Beacon Street
Boston, MA 02108

2. Employer Identification Number:

04-1456030

3. The Employer maintains one or more plans primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

4. Number of Such Plans:

4

31053

5. Number of Employees Covered in Each Such Plan:

1-15

Houghton Mifflin Company

One Beacon Street, Boston, Massachusetts 02108
(617) 725-5000 Cable HOUGHTON

December 29, 1992

Department of Labor
Pension and Welfare Administration
P.O. Box 75212
Washington, DC 20013-5212

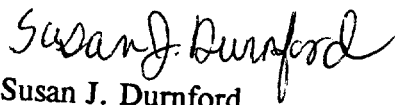
Re: Employer Identification Number 04-1456030
"Top Hat Plan" Filing
DOL Reg. 2520.104-23

Dear Sir/Madam:

Enclosed please find the Statement Required Under Alternative Method of Compliance with ERISA Reporting and Disclosure Rules, for The Houghton Mifflin Company "Top Hat" Plan. A filing fee is enclosed by a check made out to the Department of Labor for one thousand dollars.

Thank you for your attention and cooperation.

Sincerely,



Susan J. Durnford
Manager, Compensation & Benefits

cc: Internal Revenue Service

~~31945~~

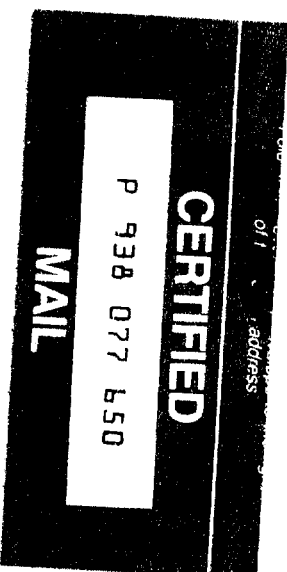
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Houghton Mifflin Company

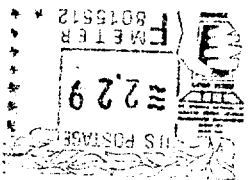
One Beacon Street, Boston, Massachusetts 02108-3166

1198 408



Department of Labor
Pension and Welfare Benefits Administration
P.O. Box 75212
Washington, DC 20013-5212

RETURN RECEIPT REQUESTED



Remittance Advice
Please Detach Before Depositing

Houghton Mifflin Company
One Beacon Street Boston, Massachusetts 02108

00331245

Invoice Date	Invoice Number	Invoice Amount	Discount	Net Amount
12/28/92	401632	1,000.00	0.00	1,000.00
TOP HAT	AMNESTY PAYMENT	BILLING FFF		