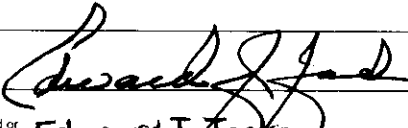


No. C 125661	Due no later than Sep 30, 2000 Annual Report Form		2. Registered Agent and Office NO PO BOX													
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1. Mailing Address - Correct in this box, if applicable		CT CORPORATION SYSTEM 300 N 6TH ST													
	WALDEN BOOK COMPANY, INC. PO BOX 7069		BOISE, ID 83701													
	ANN ARBOR, MI 48107		3. <u>New</u> Registered Agent Signature													
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors. <table border="1"> <thead> <tr> <th><u>Office held</u></th> <th><u>Name</u></th> <th><u>Street or P.O. Address</u></th> <th><u>City</u></th> <th><u>State</u></th> <th><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td colspan="6" style="text-align: center;">See Attached List</td> </tr> </tbody> </table>					<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	See Attached List					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>											
See Attached List																
5. Organized Under the Laws of: COLORADO C 125661		6. Signature  Date <u>8/30/2000</u> Name (Typed or Printed) <u>Edward J. Jackson</u> Title: <u>Asst. Secretary</u> XXXX														

Issued 07/10/2000

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WALDEN BOOK COMPANY, INC.

OFFICERS & DIRECTORS

<u>Officers/Directors/Title</u>	<u>Business Address</u>
Robert F. DiRomualdo Chairman, Director	100 Phoenix Drive Ann Arbor, MI 48108
George R. Mrkonic Director	100 Phoenix Drive Ann Arbor, MI 48108
Gregory P. Josefowicz Director, Vice Chairman	100 Phoenix Drive Ann Arbor, MI 48108
Bruce A. Quinnell Vice Chairman	100 Phoenix Drive Ann Arbor, MI 48108
Kathryn L. Winkelhaus Vice Chairman	100 Phoenix Drive Ann Arbor, MI 48108
Ronald S. Staffieri President	100 Phoenix Drive Ann Arbor, MI 48108
Timothy J. Hopkins President-Merchandising	100 Phoenix Drive Ann Arbor, MI 48108
Michelle T. Hines VP - Store Operations	100 Phoenix Drive Ann Arbor, MI 48108
Kenneth E. Scheve VP - Finance, Treasurer, Assistant Secretary	100 Phoenix Drive Ann Arbor, MI 48108
Daniel T. Smith Vice President	100 Phoenix Drive Ann Arbor, MI 48108
James B. Brigham Vice President	100 Phoenix Drive Ann Arbor, MI 48108
Gordon D. Eiland VP-Mechandising, Planning, Analysis	100 Phoenix Drive Ann Arbor, MI 48108
Steven O. McAlexander VP-Logistics	100 Phoenix Drive Ann Arbor, MI 48108
Linda A. Jones VP - Merchandising	100 Phoenix Drive Ann Arbor, MI 48108

WALDEN BOOK COMPANY, INC.

OFFICERS & DIRECTORS

Mark J. Palmucci VP - Inventory Control	100 Phoenix Drive Ann Arbor, MI 48108
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Mark Winterhalter VP-ITSG	100 Phoenix Drive Ann Arbor, MI 48108
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Charles P. Hueston VP -Real Estate, Construction	100 Phoenix Drive Ann Arbor, MI 48108
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Thomas D. Carney Secretary	100 Phoenix Drive Ann Arbor, MI 48108
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Edward J. Jackson Asst. Treas./Asst. Secretary	100 Phoenix Drive Ann Arbor, MI 48108
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Margaret Petersen Asst. Secretary	100 Phoenix Drive Ann Arbor, MI 48108
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Cynthia Danza Asst. Secretary	100 Phoenix Drive Ann Arbor, MI 48108
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