

No. W 34466	Due no later than November 30, 2008 Annual Report Form		2. Registered Agent and Office NO PO BOX												
Return to: SECRETARY OF STATE 450 NORTH FOURTH STREET PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1. Mailing Address - Correct in this box, if applicable B. DALTON BOOKSELLER, LLC 122 5TH AVE NEW YORK, NY 10011		CAPITOL CORPORATE SERVICES INC 1824 S VISTA BOISE, ID 83705 USA 3. <u>New</u> Registered Agent Signature												
4. Limited Liability Companies: Enter Names and Addresses of Managers. <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;"><i>See attached -</i></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>	<i>See attached -</i>					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>										
<i>See attached -</i>															
5. Organized Under the Laws of: IDAHO W 34466	6. Signature <u><i>LSM</i></u> Date <u>11/21/08</u> Name (Typed or Printed) <u>LAWRENCE S. ROBINS</u> Title <u>ASST. SECRETARY</u>														

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B. DALTON BOOKSELLER, LLC

ROSTER OF OFFICERS

AS OF MAY 30, 2007

<u>OFFICE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>HOME ADDRESS</u>
Chairman of the Board	Leonard Riggio	122 Fifth Avenue New York, NY 10011	720 Park Avenue New York, NY 10021
Vice Chairman and Chief Executive Officer	Stephen Riggio	122 Fifth Avenue New York, NY 10011	81 Post Kunhardt Road Bernardsville, NJ 07924
Chief Operating Officer	Mitchell S. Klipper	122 Fifth Avenue New York, NY 10011	3 Clearmeadow Lane Woodbury, NY 11797
President, Barnes & Noble Publishing Group	J. Alan Kahn	122 Fifth Avenue New York, NY 10011	50 Central Park West, 5B New York, NY 10023
Chief Executive Officer Barnes & Noble.com	Marie J. Toulantis	76 Ninth Avenue New York, NY 10011	875 Fifth Avenue New York, NY 10021
Chief Financial Officer	Joseph Lombardi	122 Fifth Avenue New York, NY 10011	14 Marion Way Scotch Plains, NJ 07076
Executive Vice President, Distribution and Logistics	William F. Duffy	100 Middlesex Center Boulevard Jamesburg, NJ 08831	47 Crocker Mansion Drive Mahwah, NJ 07430
Senior Vice President, Corporate Communications and Public Affairs	Mary Ellen Keating	122 Fifth Avenue New York, NY 10011	69 Fifth Avenue, 7F New York, NY 10003
Vice President, Author Relations	Brenda Marsh	122 Fifth Avenue New York, NY 10011	341 Clinton Street Brooklyn, NY 11231
Vice President, Barnes & Noble Development	David S. Deason	1501 LBJ Freeway, Suite 290 Dallas, TX 75234	5212 Creekpoint Drive Plano, TX 75093
Vice President, Chief Information Officer	Christopher Grady-Troia	122 Fifth Avenue New York, NY 10011	531 Main Street, Apt. 1917 Roosevelt Island, NY 10044
Vice President, Information Technology	Robert J. Kos	122 Fifth Avenue New York, NY 10011	9 West 31st Street, Apt. #6B New York, NY 10001
Vice President, Director of Stores	Mark Bottini	122 Fifth Avenue New York, NY 10011	3 Colonial Drive Katonah, NY 10536
Vice President, Gift	William R. Miller	122 Fifth Avenue New York, NY 10011	11 Riverside Drive, #14CW New York, NY 10023
Vice President, Treasurer	Maria B. Florez	122 Fifth Avenue New York, NY 10011	555 East 78th Street New York, NY 10021
Vice President, Corporate Tax	Vincent J. Capurso	122 Fifth Avenue New York, NY 10011	160 W. 66th Street, Apt. 37C New York, NY 10023
Vice President, Merchandise Control	Stephen P. Morris	122 Fifth Avenue New York, NY 10011	43 East 22nd Street, Apt. 2A New York, NY 10010
Interim Corporate Secretary	Bradley Feuer	122 Fifth Avenue New York, NY 10011	137 E. 28th Street, Apt. 5D New York, NY 10016

B. DALTON BOOKSELLER, LLC
ROSTER OF OFFICERS (Continued)

AS OF MAY 30, 2007

<u>OFFICE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>HOME ADDRESS</u>
Vice President, Trade Book Buying	Antoinette M. Ercolano	122 Fifth Avenue New York, NY 10011	250 West 27th Street, Apt. 6A New York, NY 10001
Vice President, Specialty Business	Kimberly Brown	122 Fifth Avenue New York, NY 10011	34 Danner Avenue Harrison, NY 10528
Vice President, Merchandising	Patricia S. Bostelman	122 Fifth Avenue New York, NY 10011	350 Bleecker Street, Apt. 3G New York, NY 10014
Vice President, Merchandising	Robert J. Wietrak	122 Fifth Avenue New York, NY 10011	165 Christopher Street, 1Z New York, NY 10014
Vice President, Distribution	James DeNapoli	100 Middlesex Center Boulevard Jamesburg, NJ 08831	24 Valley Road Butler, NJ 07405
Vice President, Inventory Management and Vendor Relations	Joseph J. Gonella	122 Fifth Avenue New York, NY 10011	32 Benford Drive Princeton Junction, NJ 08550
Vice President, Vendor Relations	Robert Knowles	1400 Old Country Road Westbury, NY 11590	94 Elwood Road Northport, NY 11768
Vice President, Music and Video	Charles E. Gorman	122 Fifth Avenue New York, NY 10011	26 Woodshire Terrace Towaco, NJ 07082
Vice President, Real Estate	Anne M. Griffey	1501 LBJ Freeway, Suite 290 Dallas, TX 75234	106 Parkcrest Drive Southlake, TX 76092
Vice President, Human Resources	Michelle L. Smith	122 Fifth Avenue New York, NY 10011	3537 Stratford Road Wantagh, NY 11793
Vice President, Stores Human Resources	Patti Betzendorfer	122 Fifth Avenue New York, NY 10011	3 Merriam Place Bronxville, NY 10708
Vice President, Loss Prevention	Jeffrey Fulmer	122 Fifth Avenue New York, NY 10011	7 Stonegate Drive Monroe, NJ 08831
Vice President Newsstand	Jaime M. Carey	122 Fifth Avenue New York, NY 10011	8 Echo Hill Road Montvale, NJ 07645
Vice President Infrastructure Engineering	Thomas C. Giancaspro	1400 Old Country Road Westbury, NY 11590	699 Befrod Avenue Hauppauge, NY 11788
Vice President Application Development	Lou Ann E. Leary	122 Fifth Avenue New York, NY 10011	378 Good Hill Road Weston, CT 06883
Vice President Customer Experience	Terri M. Pucin	122 Fifth Avenue New York, NY 10011	63 E. 9th Street, #6M New York, NY 10003

B. DALTON BOOKSELLER, LLC
ROSTER OF OFFICERS (Continued)

AS OF MAY 30, 2007

<u>OFFICE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>HOME ADDRESS</u>
Assistant Secretary	Elizabeth Thomas	122 Fifth Avenue New York, NY 10011	3 Briar Way Hillsborough, NJ 08844
Assistant Secretary	John McSweeney	122 Fifth Avenue New York, NY 10011	95 Revere Road Manhasset, NY 11030
Assistant Secretary	Lawrence S. Robins	122 Fifth Avenue New York, NY 10011	14 Hemlock Road Briarcliff Manor, NY 10510
Assistant Secretary	Jean Rouda	122 Fifth Avenue New York, NY 10011	40 Tennyson Street Hartsdale, NY 10530
Assistant Secretary	Jay M. Dorman	Bryan Cave LLP 1290 Avenue of the Americas New York, NY 10104	729 Bunker Road North Woodmere, NY 11581
Assistant Secretary	Alan H. Solarz	Bryan Cave LLP 1290 Avenue of the Americas New York, NY 10104	51 Rock Ridge Drive Rye Brook, NY 10573
Director	Matthew A. Berdon	F.B. & Co. LLP 1290 Avenue of the Americas, Suite 3300 New York, NY 10104	911 Park Avenue, 4A New York, NY 10022
Director	Michael Del Giudice	Millenium Credit Markets LLC One Rockefeller Plaza, Suite 2330 New York, NY 10020	15 West 53rd Street, 15F New York, NY 10019
Director	William Dillard, II	Dillard's, Inc. 1600 Cantrell Road Little Rock, AR 72201	6 Edgehill Road Little Rock, AR 72207
Director	Patricia L. Higgins	432 Buttonwood Lane Largo, FL 33770	432 Buttonwood Lane Largo, FL 33770
Director	Irene R. Miller	Akim, Inc. 186 Riverside Drive, 10E New York, NY 10024	186 Riverside Drive, 10E New York, NY 10024
Director	Margaret T. Monaco	Probus Advisors 115 Morris Street, #1434 Jersey City, NJ 07302	83 Devon Road Essex Fells, NJ 07021
Director	William F. Reilly	Aurelian Communications Inc. 375 Park Avenue, Suite 1909 New York, NY 10152	7 Sutton Square New York, NY 10022
Director	William Sheluck, Jr.	36 Greenleaf Farms Road Newtown, CT 06470	36 Greenleaf Farms Road Newtown, CT 06470
Director	Lawrence S. Zilavy	Barnes & Noble College Booksellers Inc. 122 Fifth Avenue, 10th Floor New York, NY 10011	350 East 79 Street, Apt. 16C New York, NY 10021