	Annual Report Form Due No Later Than November 30, 1997 1. Mailing Address - Please Correct, If Not Correct B. DALTON BOOKSELLER, INC. TAX DEPARTMENT 1400 OLD COUNTRY RD 122 Fifth Ave. New York, MY 10011 WESTBURY Business Addresses of President, Secretary and Directors	C T CORP 300 NORT	and Office NOT A P.O. BOX ORATION SYSTEM H SIXTH STREET ID 83702 the Laws of:
Limited Liability Companies: Ente	er Names and Addresses of Managers or Members Street or P.O. Address	(check one) <u>City</u>	State Zip
5.	SEE ATTACHED SCHEDO	JLE	
Nature of Busine Retail Book Sal	Signature W Walker	Date	9/29/47
Ketail Book Sal	Name (Typed or Ton Holland	Title A	sitant Secretary
ISSUED: 07-04-1	997 C DO NOT TAPE OR STAPLE \		807

B. DALTON BOOKSELLER, INC.

ROSTER OF OFFICERS AND DIRECTORS

AS OF JUNE 4, 1997

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OFFICE	NAME -	ADDRESS
Chairman of the Board and Chief Executive Officer	Leonard Riggio	122 Fifth Avenue New York, NY 10011
Chief Operating Officer, Assistant Secretary and Director	Stephen Riggio	122 Fifth Avenue New York, NY 10011
Executive Vice President, and Assistant Secretary	Mitchell S. Klipper	122 Fifth Avenue New York, NY 16011
Vice President and Chief Information Officer	Richard J. Kish	122 Fifth Avenue New York, NY 10011
Vice President and Chief Accounting Officer	William Duffy	1400 Old Country Road Westbury, NY 11590
Vice President and Treasurer	Elizabeth R. Babin	122 Fifth Avenue New York, NY 10011
Vice President, Marketing	David Hisbrook	122 Fifth Avenue New York, NY 10011
Vice President, General Merchandise Manager	Robert J. Wietrack	111 Fifth Avenue New York, NY 10011
Vice President, Stores	Marcia Furst	122 Fifth Avenue New York, NY 10011
Vice President, Publisher	John Kelly	122 Fifth Avenue New York, NY 10011
Vice President, Coeditions	Jeanette Limondjian	122 Fifth Avenue New York, NY 10011
Secretary and Director	Michael N. Rosen	Robinson Silverman Pearce Aronsohn & Berman LLP 1290 Avenue of the Americas New York, NY 10104
Assistant Secretary	Thomas Holland	122 Fifth Avenue New York, NY 10011
Assistant Secretary	Kenneth Johnsen	122 Fifth Avenue New York, NY 10011

B. DALTON BOOKSELLER, INC.

ROSTER OF OFFICERS AND DIRECTORS (CONT'D)

AS OF JUNE 4, 1997

OFFICE	NAME	ADDRESS
Assistant Secretary	Stuart A. Gordon	Robinson Silverman Pearce Aronsohn & Berman LLP 1290 Avenue of the Americas New York, NY 10104
Assistant Secretary	Jay M. Dorman	Robinson Silverman Pearce Aronsohn & Berman LLP 1290 Avenue of the Americas New York, NY 10104
Director	Irene R. Miller	186 Riverside Drive, Apt 10E New York, NY 10024
Director	Jan Michiel Hessels	Vendex International, N.V. DeKlencke #6 1083 HH Amsterdam, Holland
Director	Matthew A. Berdon -	Ferro, Berdon & Co. 200 East 42nd Street New York, NY 10017
Director	William Sheluck, Jr.	36 Greenleaf Farms Road Newtown, CT 06470
Director	William Dillard, II	Dillard Department Stores, Inc. 1600 Cantrell Road Little Rock, AR 77201.,
Director	Margaret T. Monaco	Probus Advisors 83 Devon Road Essex Fells, NJ 07021