

No. **C 153997**

Return to:
SECRETARY OF STATE
700 WEST JEFFERSON
PO BOX 83720
BOISE, ID 83720-0080

Due no later than April 30, 2005
Annual Report Form

1. Mailing Address - Correct in this box, if applicable

BARNES & NOBLE, INC.
122 5TH AVE
NEW YORK, NY 10011

2. Registered Agent and Office

CAPITOL CORPORATE SERVICES INC
355 W MYRTLE STE 102
BOISE, ID 83702

3. New Registered Agent Signature

**NO FILING FEE IF
RECEIVED BY DUE DATE**

4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.

Office held Name

Street or P.O. Address

City

State

Zip

See Attached

5. Organized Under the Laws of:
DELAWARE
C 153997

6. Signature

Name (Printed)

John P. McSweeney
John McSweeney

Date

Title

2/19/05
Assistant Secretary

200504002203

Do Not Tape or Staple

BARNES & NOBLE, INC.

ROSTER OF OFFICERS AND DIRECTORS

AS OF JUNE 2, 2004

<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
Executive Vice President, Corporate Finance and Strategic Planning	Lawrence S. Zilavy	122 Fifth Avenue New York, NY 10011	170 West End Avenue New York, NY 10023
Chief Financial Officer	Joseph Lombardi	122 Fifth Avenue New York, NY 10011	7 Fairway Court 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, Barnes & Noble Development	David S. Deason	1501 LB1 Freeway, Suite 290 Dallas, TX 75234	2001 Brabant Drive Plano, TX 75025
Vice President and Chief Information Officer	Gary A. King	122 Fifth Avenue New York, NY 10011	470 West End Avenue, 12E New York, NY 10024
Vice President, Treasurer	John Weisenseel	122 Fifth Avenue New York, NY 10011	22 Holly Road New Canaan, CT 06840
Vice President, Human Resources	Michelle L. Smith	122 Fifth Avenue New York, NY 10011	3537 Stratford Road Wantagh, NY 11793
Vice President, Director of Stores	Mark Bottini	122 Fifth Avenue New York, NY 10011	3 Colonial Drive Katonah, NY 10536

BARNES & NOBLE, INC.

ROSTER OF OFFICERS AND DIRECTORS (Continued)

AS OF JUNE 2, 2004

<u>OFFICE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>HOME ADDRESS</u>
Secretary and Director	Michael N. Rosen	Bryan Cave LLP 1290 Avenue of the Americas New York, NY 10104	50 East 79th Street New York, NY 10021
Assistant Secretary	Elizabeth Thomas	122 Fifth Avenue New York, NY 10011	3 Briar Way Belle Mead, NJ 08502
Assistant Secretary	John McSweeney	122 Fifth Avenue New York, NY 10011	95 Revere Road Manhasset, NY 11030
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 19 West 44th Street, 11th Floor New York, NY 10036	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	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	Merrill Lynch Ventures, LLC 4 World Financial Center, 23rd Floor New York, NY 10080	83 Devon Road Essex Fells, NJ 07021
Director	William Sheluck, Jr.	36 Greenleaf Farms Road Newtown, CT 06470	36 Greenleaf Farms Road Newtown, CT 06470