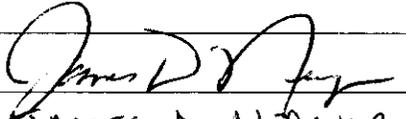


No. C 103483	Due no later than Sep 30, 2000 Annual Report Form		2. Registered Agent and Office NO PO BOX			
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1. Mailing Address - Correct in this box, if applicable MUSICLAND RETAIL, INC. 10400 YELLOW CIR DR MINNETONKA, MN 55343		C T CORPORATION SYSTEM 300 NORTH 6TH STREET BOISE, ID 83701 3. <u>New</u> Registered Agent Signature			
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.						
<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 OF OFFICERS						
5. Organized Under the Laws of:			6.			
DELAWARE C 103483			Signature 		Date <u>9-5-00</u>	
			Name <small>(Typed or Printed)</small> <u>JAMES D. NERMYR</u>		Title: <u>V.P. & TREASURER</u> XXX	

Issued 07/10/2000

Do Not Tape or Staple

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MUSICLAND RETAIL, INC

CORPORATE OFFICERS

10400 YELLOW CIRCLE DRIVE
MINNETONKA MN 55343

NAME

OFFICE

Jack W Eugster

Chairman of the Board, President,
Chief Executive Officer

Keith A Benson

Vice Chairman, Chief Financial
Officer

James D Nermyr

Vice President, Treasurer

Heidi M Hoard

Vice President, General Counsel,
Secretary

Douglas M Tracey

Senior Vice President, E*Commerce
and Logistics

Timothy J Scully

Assistant Treasurer