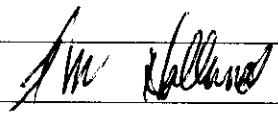


No. C 99925	Due no later than Oct 31, 2000		2. Registered Agent and Office NO PO BOX													
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	Annual Report Form		CORPORATION SERVICE COMPAN													
	1. Mailing Address - Correct in this box, if applicable BARNES & NOBLE BOOKSELLERS, INC. TAX DEPARTMENT 122 FIFTH AVE NEW YORK, NY 10011		1401 SHORELINE DR BOISE, ID 83702 3. New 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 SCHEDULE ATTACHED</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 SCHEDULE ATTACHED					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>											
SEE SCHEDULE ATTACHED																
5. Organized Under the Laws of: DELAWARE C 99925		6. Signature  Name (Typed or Printed) THOMAS I. HOLLAN			Date 8/30/00 Title: XXXX ASST SECRETARY											

Issued 08/01/2000

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BARNES & NOBLE BOOKSELLERS, INC.
(formerly known as Barnes & Noble Superstores, Inc.)

ROSTER OF OFFICERS AND DIRECTORS

AS OF JUNE 7, 2000

<u>OFFICE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>HOME ADDRESS</u>
Chairman of the Board and Chief Executive Officer	Leonard Riggio	122 Fifth Avenue New York, NY 10011	720 Park Avenue New York, NY 10021
Vice Chairman	Stephen Riggio	122 Fifth Avenue New York, NY 10011	81 Post Kunhardt Rd Bernardsville, NJ 07924
Chief Operating Officer	J. Alan Kahn	122 Fifth Avenue New York, NY 10011	50 Central Park West New York, NY 10023
Executive Vice President, Assistant Secretary and President, Barnes & Noble Development	Mitchell S. Klipper	122 Fifth Avenue New York, NY 10011	3 Clearmeadow Lane Woodbury, NY 11797
President	Thomas A. Tolworthy	122 Fifth Avenue New York, NY 10011	2 Bridle Way Pawling, NY 12564
Senior Vice President, Corporate Communications	Mary Ellen Keating	122 Fifth Avenue New York, NY 10011	69 Fifth Avenue #7F New York, NY 10003
Vice President and Chief Financial Officer	Michael Archbold	122 Fifth Avenue New York, NY 10011	72 Norwood Road Northport, NY 11768
Vice President, Distribution & Logistics	Darrell Meussner	122 Fifth Avenue New York, NY 10011	416 Hidden Valley Court Wyckoff, NJ 07481
Vice President, Barnes & Noble Development	David S. Deason	122 Fifth Avenue New York, NY 10011	33 Sprint Hill Lane Mount Kisco, NY 10549
Vice President and Chief Information Officer	Joseph Giamelli	122 Fifth Avenue New York, NY 10011	5 Cindy Lane Irvington, NY 10533
Vice President, Store Merchandising	Michael Hejny	122 Fifth Avenue New York, NY 10011	14 Emery Street Mount Kisco, NY 10549
Vice President, Merchandising	Robert J. Wietrak	122 Fifth Avenue New York, NY 10011	165 Christopher Street New York, NY 10014
Vice President	Maureen O'Connell	122 Fifth Avenue New York, NY 10011	154 Weaver Street Greenwich, CT 06831
Vice President	Thomas A. Tolworthy	122 Fifth Avenue New York, NY 10011	2 Bridle Way Pawling, NY 12564

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<u>OFFICE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>HOME ADDRESS</u>
Secretary and Director	Michael N. Rosen	Robinson Silverman Pearce Aronsohn & Berman LLP 1290 Avenue of the Americas New York, NY 10104	50 East 79th Street New York, NY 10021
Assistant Secretary	Thomas Holland	122 Fifth Avenue New York, NY 10011	6 Concord Drive Kendall Park, NJ 08824
Assistant Secretary	Elizabeth Thomas	122 Fifth Avenue New York, NY 10011	3 Briar Way Belle Mead, NJ 08502
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 #10E New York, NY 10024	same
Director	Michael Del Giudice	Millenium Capital Markets One Rockefeller Plaza Suite 2330 New York, NY 10020	15 West 53rd St #7F New York, NY 10019
Director	Matthew A. Berdon	Urbach, Kahn & Werlin 250 Park Avenue South New York, NY 10003	911 Park Ave #4A New York, NY 10022
Director	William Sheluck, Jr.	36 Greenleaf Farms Road Newtown, CT 06470	same
Director	William Dillard, II	Dillard Department Stores, Inc. 1600 Cantrell Road Little Rock, AR 72201	6 Edgehill Road Little Rock, AR 72207
Director	Margaret T. Monaco	KECALP 2 World Financial Center 250 Vesey Street-27th Floor New York, NY 10281	83 Devon Road Essex Fells, NJ 07021