

No. C 125666

Due no later than September 30, 2004
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

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

BORDERS, INC.
EDWARD JACKSON
PO BOX 7069
ANN ARBOR, MI 48107 7069

CT CORPORATION SYSTEM
300 N 6TH ST
BOISE, ID 83701

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

3. New 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>
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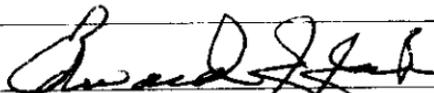
See Attached list

5. Organized Under the Laws of:

COLORADO
C 125666

6.

Signature



Date 9/23/04

Name (Typed or Printed)

Edward Jackson

Title

Vice President-Tax

BORDERS, INC.**OFFICERS & DIRECTORS**

<u>Officers/Directors/Title</u>	<u>Business Address</u>
Gregory P. Josefowicz Chairman, Director	100 Phoenix Drive Ann Arbor, MI 48108
Vincent E. Altruda President	100 Phoenix Drive Ann Arbor, MI 48108
Michael G. Spinozzi Executive Vice President	100 Phoenix Drive Ann Arbor, MI 48108
Stephen D. Davis Sr. Vice President	100 Phoenix Drive Ann Arbor, MI 48108
Edward W. Wilhelm Sr. Vice President, Treasurer, Assistant Secretary	100 Phoenix Drive Ann Arbor, MI 48108
Mark A. Bierley Vice President	100 Phoenix Drive Ann Arbor, MI 48108
Gregg R. Bodnar Vice President	100 Phoenix Drive Ann Arbor, MI 48108
Peter T. Faricy Vice President	100 Phoenix Drive Ann Arbor, MI 48108
Beth Ross Goldstein Vice President	100 Phoenix Drive Ann Arbor, MI 48108
Frederick K. Johnson Vice President	100 Phoenix Drive Ann Arbor, MI 48108
Linda A. Jones Vice President	100 Phoenix Drive Ann Arbor, MI 48108
Anne M. Kubek Vice President	100 Phoenix Drive Ann Arbor, MI 48108
Alex J. Lelli, Jr. Vice President	100 Phoenix Drive Ann Arbor, MI 48108
Steven O. McAlexander Vice President	100 Phoenix Drive Ann Arbor, MI 48108
William B. Nasshan Vice President	100 Phoenix Drive Ann Arbor, MI 48108

BORDERS, INC.**OFFICERS & DIRECTORS**

<u>Officers/Directors/Title</u>	<u>Business Address</u>
Michael J. Oprins Vice President	100 Phoenix Drive Ann Arbor, MI 48108
Mark Palmucci Vice President	100 Phoenix Drive Ann Arbor, MI 48108
Edward J. Jackson Vice President, Asst. Treasurer, Assistant Secretary	100 Phoenix Drive Ann Arbor, MI 48108
Thomas D. Carney Vice President, Secretary	100 Phoenix Drive Ann Arbor, MI 48108
Margaret Dearden Petersen Assistant Secretary	100 Phoenix Drive Ann Arbor, MI 48108
James M. Toner Assistant Secretary	100 Phoenix Drive Ann Arbor, MI 48108