

No. C 99925

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

Due no later than October 31, 2004
Annual Report Form

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

BARNES & NOBLE BOOKSELLERS, INC.
TAX DEPARTMENT
122 FIFTH AVE
NEW YORK, NY 10011

2. Registered Agent and Office **NO PO BOX**

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.

<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

5. Organized Under the Laws of:

DELAWARE
C 99925

6.

Signature

Name (Typed or Printed)

John P. McSwaney
John P. McSwaney

Date

Title

8/17/04

Assist Secretary

Issued 08/02/2004

Do Not Tape or Staple

20041001714

BARNES & NOBLE BOOKSELLERS, INC.
ROSTER OF OFFICERS AND DIRECTORS
AS OF JANUARY 1, 2003

<u>OFFICE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>
Chairman of the Board	Leonard Riggio	122 Fifth Avenue New York, NY 10011
Vice Chairman and Chief Executive Officer	Stephen Riggio	122 Fifth Avenue New York, NY 10011
Chief Operating Officer	Mitchell S. Klipper	122 Fifth Avenue New York, NY 10011
Chief Financial Officer	Joseph Lombardi	122 Fifth Avenue New York, NY 10011
Executive Vice President, and President, Barnes & Noble Publishing Group	J. Alan Kahn	122 Fifth Avenue New York, NY 10011
Executive Vice President, Distribution and Logistics	William F. Duffy	100 Middlesex Center Boulevard Jamesburg, NJ 08831
Senior Vice President, Corporate Communications	Mary Ellen Keating	122 Fifth Avenue New York, NY 10011
Vice President, Publishing	Michael Friedman	122 Fifth Avenue New York, NY 10011
Vice President, Publishing	Barbara J. Morgan	122 Fifth Avenue New York, NY 10011
Vice President, Barnes & Noble Development	David S. Deason	1501 LBJ Freeway, Suite 290 Dallas, TX 75234
Vice President and Chief Information Officer	Gary A. King	122 Fifth Avenue New York, NY 10011
Vice President and Chief Marketing Officer	Marla Isackson	122 Fifth Avenue New York, NY 10011
Vice President, Treasurer	John Weisenseel	122 Fifth Avenue New York, NY 10011
Vice President, Information Technology	Christopher Grady-Troia	122 Fifth Avenue New York, NY 10011

BARNES & NOBLE BOOKSELLERS, INC.

ROSTER OF OFFICERS AND DIRECTORS (Continued)

AS OF JANUARY 1, 2003

<u>OFFICE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>
Vice President, Stores	John S. Kelleher	122 Fifth Avenue New York, NY 10011
Vice President, Trade Book Buying	Antoinette M. Ercolano	122 Fifth Avenue New York, NY 10011
Vice President, Specialty Business	Kimberly Brown	122 Fifth Avenue New York, NY 10011
Vice President, Merchandising	Patricia S. Bostelman	122 Fifth Avenue New York, NY 10011
Vice President, Merchandising	Robert J. Wietrak	122 Fifth Avenue New York, NY 10011
Vice President, Membership	Jill F. Lipton	122 Fifth Avenue New York, NY 10011
Vice President, Newstand Sales	Richard B. Lawton	122 Fifth Avenue New York, NY 10011
Vice President, Distribution	David Morrison	100 Middlesex Center Boulevard Jamesburg, NJ 08831
Vice President, Inventory Management and Vendor Relations	Joseph J. Gonella	122 Fifth Avenue New York, NY 10011
Vice President, Product Master	Douglas A. Cheney	122 Fifth Avenue New York, NY 10011
Vice President, Music and Video	Charles E. Gorman	122 Fifth Avenue New York, NY 10011
Vice President, Human Resources	Michelle L. Smith	122 Fifth Avenue New York, NY 10011
Vice President, Tax and Assistant Secretary	Thomas Holland	122 Fifth Avenue New York, NY 10011
Secretary and Director	Michael N. Rosen	Bryan Cave LLP 1290 Avenue of the Americas New York, NY 10104

BARNES & NOBLE BOOKSELLERS, INC.

ROSTER OF OFFICERS AND DIRECTORS (Continued)

AS OF JANUARY 1, 2003

<u>OFFICE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>
Assistant Secretary	Elizabeth Thomas	122 Fifth Avenue New York, NY 10011
Assistant Secretary	John McSweeney	122 Fifth Avenue New York, NY 10011
Assistant Secretary	Stuart A. Gordon	Bryan Cave LLP 1290 Avenue of the Americas New York, NY 10104
Assistant Secretary	Jay M. Dorman	Bryan Cave LLP 1290 Avenue of the Americas New York, NY 10104
Director	Matthew A. Berdon	F.B. & Co. LLP 19 West 44th Street, 11th Floor New York, NY 10036
Director	Michael Del Giudice	Millenium Credit Markets LLC One Rockefeller Plaza, Suite 2330 New York, NY 10020
Director	William Dillard, II	Dillard's, Inc. 1600 Cantrell Road Little Rock, AR 72201
Director	Irene R. Miller	Akim, Inc. 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
Director	William Sheluck, Jr.	36 Greenleaf Farms Road Newtown, CT 06470